

Pricing Policy – DXS

Exercise of discretions relating to unit price

1. Introduction

Dexus Funds Management Limited is the Responsible Entity (RE) of Registered Managed Investment Schemes that are stapled to form Dexus (ASX: DXS). DXS is a listed managed investment scheme.

2. Constitution

The constitutions of each of the stapled entities detail the market price and set out the details of powers to issue units and when discretions can be exercised in relation to the market price. They also set out the RE's power to buy back units.

Copies of the constitutions are available from the RE at the registered office.

3. Summary of discretions

This document describes the discretions relating to issue and market price as well as the price at which units may be bought back. It also sets out the methods that may apply in working out the price to be paid to acquire an Interest in the scheme.

4. Circumstances in which a discretion affecting a formula/method may be exercised

The RE will exercise a discretion when, in the circumstance, it considers it appropriate to exercise the discretion. In determining whether to exercise the discretion, the RE will consider the purpose of the specific issuance of units, the prevailing "Market Price" (as that term is defined in the constitutions) and advice it receives (if any) from qualified persons on the right price to achieve the purpose. This may lead to units being issued at a price that is different to the prevailing "Market Price" (albeit that the RE will have regard to it in exercising its discretions).

5. Records of exercise of discretion

When discretion is exercised, the reason for the exercise of the discretion (along with other information required by relevant ASIC class orders) will be documented and the record held by the RE at its registered office.

6. Availability of this policy

A copy of this policy is available free of charge to all security holders from the registered office of the RE.

Type of issue/activity	Price	Period	Discretion	Discount
“Market Price” on any Business Day	Unless otherwise stated in this policy, the “Market Price” is the volume weighted average traded price for all sales on ASX	Generally, 10 Business Days immediately preceding the relevant Business Day regardless of whether a sale was recorded on any particular day	<p>Generally, the RE can extend or reduce the period or change the timing of the period if the RE considers the period inappropriate</p> <p>The RE also has discretion to choose a different price calculation methodology if the RE believes that the calculation set out in the “Price column” does not provide an appropriate reflection of the market price of a Unit or Stapled Security. If this is the case, the “Market Price” on any Business Day is the amount or the method of determining an amount set by an independent adviser who has relevant market experience in determining the issue price of Units or Stapled Securities in circumstances similar to those in which this determination is being made having regard to the nature of the proposed offer for which purposes the Market Price is being calculated, the circumstances in which the proposed offer is being made and the interests of Unitholders generally (including balancing the dilutionary effect of the issue against the desirability of a successful capital raising).</p>	Nil
Issues at Fixed Price Units or Options not forming part of a Stapled Security	<p>One of the following:</p> <ul style="list-style-type: none"> - Units or Options can be issued at the Market Price on the Business Day prior to the day on which the offer or issue is made; or - Options can be issued at the consideration for the issue of the Option specified in the Terms of Offer and Terms of Issue, where the Units to be issued pursuant to the exercise of the Options are to be issued at the Market Price of a Unit immediately before the date upon which the Option is issued 	N/A	N/A	N/A
Issues at Fixed Price Where units will form part	Price is determined by the RE provided that the aggregate of the Issue Price of the Attached Security and the Issue Price of the Unit is equal	The Business Day prior to the Day on which the offer or issue is made	N/A	N/A

Type of issue/activity	Price	Period	Discretion	Discount
of Stapled Securities	to the Market Price for Stapled Securities on the Business Day prior to the Day on which the offer or issue is made			
Placements at Market Price	Issue price equal to Market Price determined pursuant to a bookbuild arranged by a reputable investment bank	N/A	No discretion. Auditor must provide written certification that the bookbuild was conducted in accordance with normal market standards	N/A
Placements of Units, Options and Stapled Securities	An issue price determined by the RE	N/A	Issue price determined by the RE (provided certain conditions are met)	No maximum discount
Rights Issues of Units and Stapled Securities	An Issue Price determined by the RE	N/A	Issue Price determined by the RE (provided certain conditions are met)	No maximum discount
Rights Issues of Options	An Issue Price determined by the RE	N/A	Issue Price determined by the RE (provided certain conditions are met)	No maximum discount
Issues of Units – distribution reinvestment	Issue Price determined by the RE	N/A	Issue Price determined by the RE (provided certain conditions are met)	No maximum discount
Issue of Units – Security holder purchase plans	Issue Price determined by the RE	30 days before either the date of offer or the date of issue	Issue Price determined by the RE (provided certain conditions are met)	The Issue Price must be less than the Market Price during a specified period in the 30 days before either the date of the offer or the date of the issue
Buy back of Units or Stapled Securities where listed	Price for any one transfer is no more than 5% above the volume weighted average of the Market Price for the Stapled Securities or Units	The average is to be calculated over the last 5 days on which sales in the Stapled Securities or Units were recorded before the day on which the purchase is made	RE can acquire Stapled Securities or Units for any amount up to and including the maximum price	N/A

Version	Document Owner	Author	Approving Authority	Approved Date
13	Compliance	Delia Saccaro	Chief Financial Officer	18 Dec 2018
14	Compliance	Delia Saccaro	Chief Financial Officer	25 Nov 2019
15	Compliance	Delia Saccaro and (KWM)	Chief Financial Officer	30 Nov 2020