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GROWTHPOINT PROPERTIES

3 June 2014

Notice under sections 708AA(2)(f) and 1012DAA(2)(f) of the Corporations Act 2001

This notice is given by Growthpoint Properties Australia (**GOZ**), which comprises Growthpoint Properties Australia Limited ACN 124 093 901 (**Company**) both as responsible entity of Growthpoint Properties Australia Trust ARSN 120 121 002 (**Trust**) and in its own capacity, under sections 708AA(2)(f) and 1012DAA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**) as notionally modified by Australian Securities and Investments Commission Class Order 08/35 (**CO 08/35**).

Today GOZ announces a renounceable rights offer of 1 fully paid GOZ ordinary stapled security (consisting of a share in the Company and a unit in the Trust) (**New Stapled Security**) for every 9.37 stapled securities held as at 7.00 pm (Melbourne time) on Tuesday, 10 June 2014 by securityholders with a registered address in Australia, New Zealand, South Africa and any other jurisdiction in which GOZ has decided to make offers (**Rights Offer**).

GOZ advises that:

- the New Stapled Securities will be offered for issue without disclosure under Part 6D.2 of the Act or Part 7.9 of the Act, each as notionally modified by CO 08/35;
- this notice is being given under section 708AA(2)(f) and section 1012DAA(2)(f) of the Act, each as notionally modified by CO 08/35;
- as a disclosing entity it is subject to regular reporting and disclosure obligations;
- as at the date of this notice, GOZ has complied with:
    - the provisions of Chapter 2M of the Act as they apply to GOZ (including as it applies to the Trust); and
    - section 674 of the Act (including as it applies to the Trust);
- as at the date of this notice, there is no information that is 'excluded information' within the meanings of sub-sections 708AA(8) and 708AA(9) and sub-sections 1012DAA(8) and 1012DAA(9) of the Act;
- the issue of New Stapled Securities under the Rights Offer is not expected to have any material effect or consequence on the control of GOZ.

Aaron Hockly
Company Secretary

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This notice does not constitute an offer of any securities for sale. The securities offered will not be registered under the U.S. Securities Act of 1933 (as amended) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

GROWTHPOINT PROPERTIES AUSTRALIA LIMITED (ACN 124 093 901, AFSL NO. 316409, ABN 33124093901)
GROWTHPOINT PROPERTIES AUSTRALIA TRUST (ARSN 120 121 002)
DIRECTORS: L SHADDOCK (CHAIRMAN), T J COLLYER (MANAGING DIRECTOR), M N BRENNER, E K DE KLERK, G A JACKSON, J F MARAIS, L N SASSE, G A TOMLINSON
COMPANY SECRETARY: A G B HOCKLY