Rules 1.1 Cond 3, 1.7

Appendix 1A

ASX Listing application and agreement

This form is for use by an entity seeking admission to the +official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. *Application for admission to the +official list;*
2. *Information to be completed; and*
3. *Agreement to be completed.*

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and +quotation of its +securities. Publication does not mean that the entity will be admitted or that its +securities will be quoted.

Introduced 1/7/96. Origin: Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005, 20/07/2007.

Part 1 - Application for admission to the official list

Name of entity	ABN
[1] Centro Australia Wholesale Fund ARSN 122 223 974 (CAWF) (responsible entity CPT Manager Limited ABN 37 054 494 307 to be changed to CRL (1) Limited ABN 88 149 781 322 (Centro Retail Australia RE)) (alternative responsible entity Wholesale Responsible Entity Limited ABN 78 145 213 654)	**[1] 55 660 046 905**
[2] Centro DPF Holding Trust ARSN 153 269 759 (DHT) (responsible entity Centro MCS Manager Limited ABN 69 051 908 984 to be changed to CRL (1) Limited ABN 88 149 781 322) (alternative responsible entity Wholesale Responsible Entity Limited ABN 78 145 213 654)	**[2] 50 276 915 036**

We (the entity) apply for admission to the +official list of ASX Limited (ASX) and for +quotation of +securities.

Part 2 - Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

Note:

In this application the following terms have the following meanings:

Annexure means the annexure to this application.

Disclosure Document means the product disclosure statement and prospectus dated 5 October 2011 a copy of which accompanies this application (Document 1).

+ See chapter 19 for defined terms.

Capitalised terms in Section 16 of the Disclosure Document have the same meaning in this application.

A reference to a "Document" with a number is a reference to a document that accompanies this application (other than the Annexure). Each such Document is listed in the Annexure.

All entities

1 Deleted 30/9/2001

2 +Main class of +securities

Number	+Class
1,340,727,759[1]	**[1] Ordinary Units** **[2] Ordinary Units** **(to be stapled to securities in Centro Retail Limited and Centro Retail Trust (together, CER) and to trade on ASX as "CRF" (Centro Retail Australia)**

3 Additional +classes of +securities (except +CDIs)

Number to be quoted	+Class
Not applicable	**Not applicable**
Number not to be quoted	+Class
946,598,854[1]	**Class Action True-Up Securities (CATS)**

4 Telephone number, postal address for all correspondence, general fax number, fax number for +company announcements office to confirm release of information to the market, and e-mail address for contact purposes.

Level 3

Centro The Glen

235 Springvale Road

Glen Waverley Victoria 3150

Telephone	**+61 3 8847 0000**
Facsimile	**+61 3 9886 1234**
Toll Free (AUS)	**1800 802 400**
Toll Free (NZ)	**0800 449 605**
Email	**Elizabeth.Hourigan@centro.com.au**

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[1] Final number of securities on issue is subject to change for any asset sales between 31 December 2010 (or 30 June 2011 as relevant) and the date of Aggregation, any settlement of CER Class Action Litigation, any capital returns or distributions made or material one-off items.

5	Address of principal +security registries for each +class of +security (including +CDIs)	**Link Market Services Limited** **Level 1** **333 Collins Street** **Melbourne Victoria 3000**
6	Annual balance date	**30 June**

Companies only

(Other entities go to 19)

7	Name and title of chief executive officer/managing director	**Not applicable**
8	Name and title of chairperson of directors	**Not applicable**
9	Names of all directors	**Not applicable**
10	Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	**Not applicable**
11	Name and title of company secretary	**Not applicable**
12	Place of incorporation	**Not applicable**
13	Date of incorporation	**Not applicable**
14	Legislation under which incorporated	**Not applicable**
15	Address of registered office in Australia	**Not applicable**
16	Month in which annual meeting is usually held	**Not applicable**
17	Months in which dividends are usually paid (or are intended to be paid)	**Not applicable**

+ See chapter 19 for defined terms.

18	If the entity is a foreign company which has a certificated subregister for quoted $^{+}$securities, the location of Australian $^{+}$security registers	**Not applicable**
18A	If the entity is a foreign company, the name and address of the entity's Australian agent for service of process	**Not applicable**

(Companies now go to 31)

All entities except companies

19	Name and title of chief executive officer/managing director of the responsible entity	**Robert Tsenin is CEO of the Centro Properties Group, including CAWF, DHT and CPT Manager Limited (CAWF RE), Centro MCS Manager Limited (DHT RE), CRL (1) Limited (Centro Retail Australia RE) and the alternative responsible entity, Wholesale Responsible Entity Limited**
20	Name and title of chairperson of directors of responsible entity	**Paul Cooper is chair of CAWF RE and Peter Day is chair of DHT RE**

$^{+}$ See chapter 19 for defined terms.

21	Names of all directors of the responsible entity	**As at the date of this application the following persons are directors of CAWF RE:** Paul Cooper – Chairman, Non-executive independent director Anna Buduls – Non-executive independent director Jim Hall – Non-executive independent director Susan Oliver – Non-executive independent director Rob Wylie – Non-executive independent director **As at the date of this application the following persons are directors of DHT RE:** Peter Day – Chairman, Non-executive independent director Paul Cooper – Non-executive independent director William Bowness – Non-executive independent director Anna Buduls – Non-executive independent director Fraser MacKenzie – Non-executive independent director Michael Humphris – Non-executive independent director **As at the date of this application the following persons are directors of Centro Retail Australia RE:** Peter Day – Chairman, Non-executive independent director Paul Cooper – Non-executive independent director William Bowness – Non-executive independent director Anna Buduls – Non-executive independent director Fraser MacKenzie – Non-executive independent director Michael Humphris – Non-executive independent director **As at the date of this application the following persons are directors of Wholesale Responsible Entity Limited:** Paul Belcher Dimitri Kiriacoulacos Christopher Nunn
22	Duration of appointment of directors of responsible entity (if not subject to retirement by rotation) and details of any entitlement to participate in profits	**Directors will be subject to rotation pursuant to the constitution of Centro Retail Limited** **No entitlement to profits**

+ See chapter 19 for defined terms.

23	Name and title of company secretary of responsible entity	**Elizabeth Hourigan, Company Secretary, Senior Legal Counsel (CAWF RE, DHT RE, Centro Retail Australia RE)** **Dimitri Kiriacoulacos, Company Secretary, General Counsel (CAWF RE, DHT RE, Wholesale Responsible Entity Limited)**
23A	Trusts only - the names of the members of the compliance committee (if any)	**Not applicable**
24	Place of registration of the entity	**Australia**
25	Date of registration of the entity	**[1] 21 October 2006** **[2] 16 September 2011**
26	Legislation under which the entity is registered	**Corporations Act**
27	Address of administration office in Australia of the entity	**Level 3** **Centro The Glen** **235 Springvale Road** **Glen Waverley Victoria 3150**
28	If an annual meeting is held, month in which it is usually held	**November**
29	Months in which distributions are usually paid (or are intended to be paid)	**February, August**
30	If the entity is a foreign entity which has a certificated subregister for quoted +securities, the location of Australian +security registers	**Not applicable**

+ See chapter 19 for defined terms.

30A If the entity is a foreign trust, the name and address of the entity's Australian agent for service of process	**Not applicable**

About the entity

All entities

Tick to indicate you are providing the information or documents			Where is the information or document to be found? (eg, prospectus cross reference)
31	☒	Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements	**No issue or sale is taking place other than to effect the Aggregation. Stapled securities of Centro Retail Australia are expected to trade on listing for in excess of 20c and have spread based on CER's current security holders. Waivers from Condition 2 in Listing Rule 2.1 and Condition 7 in Listing Rule 1.1 applied for**
32	☒	Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	**One copy accompanies this application (Document 1) (Disclosure Document) 25 copies as agreed with ASX to follow**
33	☒	Cheque for fees	**To be provided separately**
34	☒	Type of subregisters the entity will operate Example: CHESS and certificated subregisters	**CHESS Subregister and Issuer Sponsored Subregister**
35	☒	Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	**Refer Annexure (Documents 2 to 8)**
36	☐	A certified copy of any restriction agreement entered into in relation to +restricted securities	**Not applicable**
37	☐	If there are +restricted securities, undertaking issued by any bank or +recognised trustee	**Not applicable**

+ See chapter 19 for defined terms.

			Where is the information or document to be found? (eg, prospectus cross reference)
38	☐	(Companies only) - certificate of incorporation or other evidence of status (including any change of name)	**Not applicable**
39	☒	(All entities except companies) - certificate of registration or other evidence of status (including change of name)	**Refer Annexure (Documents 9 to 10)**
40	☒	Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	**Refer Annexure (Documents 4 to 5)**
41	☒	Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)	**Refer Annexure (Documents 11 to 12)**
42	☒	A brief history of the entity or, if applicable, the group	**Refer to Sections 8.3 and 8.4 of the Disclosure Document.** **In addition, DHT was established in 2004 for the purposes of investing in a range of unlisted property funds. DHT currently has two unitholders, namely Centro MCS Manager Limited, as RE for the Centro Direct Property Fund and CPT Custodian Pty Ltd. DHT's assets has always comprised interests in Centro MCS Syndicates, and its current investment portfolio comprises interests in 29 Centro MCS Syndicates, which were collectively valued at approximately $174 million at 30 June 2011**
42A	☒	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	**Refer Annexure (Documents 13 to 14) – signed copies in folder, originals provided separately.**

About the securities to be quoted

All entities

			Where is the information or document to be found? (eg, prospectus cross reference)
43	☒	Confirmation that the $^+$securities to be quoted are eligible to be quoted under the listing rules	**The securities are eligible to be quoted under the ASX Listing Rules. In particular, the terms of the securities comply with Chapter 6 of the ASX Listing Rules and in the applicants' submission, ASX should form the view that the terms attached to each class of securities to be quoted are appropriate and equitable. Rules 6.3 to 6.7 are not applicable. The securities comply with Rules 6.8 to 6.13. Rules 6.14 to 6.23A are not applicable because CAWF and DHT have no options on issue**
44	☒	Voting rights of $^+$securities to be quoted	**Refer Clause 4.4 and Schedule 2 of the CAWF Constitution (Document 4) and Clause 3.4 and Schedule 2 of the DHT Constitution (Document 5) and Section 14.1 of the Disclosure Document**
45	☒	A specimen certificate/holding statement for each $^+$class of $^+$securities to be quoted and a specimen holding statement for $^+$CDIs	**Refer Annexure (Document 15)**
46	☒	Terms of the $^+$securities to be quoted	**Refer the Constitutions (Documents 4 and 5) and Section 14.1 of the Disclosure Document**
47	☐	A statement setting out the names of the 20 largest holders in each $^+$class of $^+$securities to be quoted, and the number and percentage of each $^+$class of $^+$securities held by those holders	**To be provided**
48	☐	A distribution schedule of each $^+$class of $^+$equity securities to be quoted, setting out the number of holders in the categories - 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	**To be provided**
49	☐	The number of holders of a parcel of $^+$securities with a value of more than \$2,000, based on the issue/sale price	**To be provided. Waiver from Condition 7 in Listing Rule 1.1 applied for**
50	☐	Terms of any $^+$debt securities and $^+$convertible debt securities	**Not applicable**

$^+$ See chapter 19 for defined terms.

			Where is the information or document to be found? (eg, prospectus cross reference)
51	☐	Trust deed for any +debt securities and +convertible debt securities	**Not applicable**
52	☐	Deleted 24/10/2005.	

All entities with classified assets

(Other entities go to 62)

All +mining exploration entities and, if ASX asks, any other entity that has acquired, or entered into an agreement to acquire a +classified asset, must give ASX the following information.

53	☐	The name of the vendor and details of any relationship of the vendor with us	**Not applicable**
54	☐	If the vendor was not the beneficial owner of the +classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to us	**Not applicable**
55	☐	The date that the vendor acquired the +classified asset	**Not applicable**
56	☐	The method by which the vendor +acquired the +classified asset, including whether by agreement, exercise of option or otherwise	**Not applicable**
57	☐	The consideration passing directly or indirectly from the vendor (when the vendor +acquired the asset), and whether the consideration has been provided in full	**Not applicable**
58	☐	Full details of the +classified asset, including any title particulars	**Not applicable**
59	☐	The work done by or on behalf of the vendor in developing the +classified asset. In the case of a +mining tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX).	**Not applicable**
60	☐	The date that the entity +acquired the +classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full	**Not applicable**

			Where is the information or document to be found? (eg, prospectus cross reference)
61	☐	A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached).	**Not applicable**

About the entity's capital structure

All entities

62		Deleted 1/9/99.	
63	☐	A copy of the register of members, if ASX asks	**To be provided on request**
64	☐	A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years	**Not applicable**
65	☒	The terms of any +employee incentive scheme	**As disclosed in section 6.5.2 of the Disclosure Document it is expected that Centro Retail Australia will adopt a short term incentive plan (STI) and a long term incentive plan (LTI).**
66	☐	The terms of any +dividend or distribution plan	**Not applicable**
67	☒	The terms of any +securities that will not be quoted	**CATS terms accompany this application. Refer Annexure (Document 16)**
68		Deleted 1/7/98.	
69	☒	The entity's issued capital (interests), showing separately each +class of +security (except +CDIs), the amount paid up on each +class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each +class and the conversion terms (if applicable)	**Refer Annexure – Item 69**
70	☐	The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each +class and conversion terms (if applicable) Note: This applies whether the securities are quoted or not.	**Not applicable**

+ See chapter 19 for defined terms.

			Where is the information or document to be found? (eg, prospectus cross reference)
71	☐	The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each $^{+}$class and conversion terms (if applicable) Note: This applies whether the securities are quoted or not.	**Not applicable**
72	☐	The number of the entity's options to $^{+}$acquire unissued $^{+}$securities, showing the number outstanding Note: This applies whether the securities are quoted or not.	**Not applicable**
73	☒	Details of any rights granted to any $^{+}$person, or to any class of $^{+}$persons, to participate in an issue of the entity's $^{+}$securities Note: This applies whether the securities are quoted or not.	**See terms of CATS (Document 16)**
74	☒	If the entity has any $^{+}$child entities, a list of all $^{+}$child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).	**Refer Annexure – Item 74**

$^{+}$ See chapter 19 for defined terms.

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

			Where is the information or document to be found? (eg, prospectus cross reference)
75	☐	Evidence that the entity has been in the same main business activity for the last 3 full financial years	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
76	☐	Evidence that the entity is a going concern (or successor) and its aggregated profit for the last 3 full financial years	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
76A	☐	Evidence that the entity's +profit from continuing operations in the past 12 months exceeded $400,000	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
77	☐	Audited +accounts for the last 3 full financial years and audit reports	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
78 - 79		Deleted 1/7/97.	
80	☐	Half yearly +accounts (if required) and audit report or review	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
80A	☐	Pro forma balance sheet and review	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
80B	☐	Statement from all directors or all directors of the responsible entity confirming that the entity is continuing to earn +profit from continuing operations	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 1/7/96. Amended 1/7/99.

81		Deleted 1/7/97	
81A	☐	For entities other than +investment entities, evidence of net tangible assets of at least $2 million or market capitalisation of at least $10 million	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
81B	☐	For +investment entities other than +pooled development funds, evidence of net tangible assets of at least $15 million	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**

			Where is the information or document to be found? (eg, prospectus cross reference)
81C	☐	Evidence that the entity is a +pooled development fund with net tangible assets of at least $2 million	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
82	☐	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
83	☐	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
84	☐	Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
85		Deleted 1/9/99.	
86		Deleted 1/7/97.	
87	☐	+Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
87A	☐	Half yearly +accounts (if required) and audit report, review or statement that not audited or not reviewed	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
87B	☐	Audited balance sheet (if required) and audit report	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**
87C	☐	Pro forma balance sheet and review	**Not applicable. Waiver from Condition 8 in Listing Rule 1.1 applied for**

(Now go to 106)

88	Deleted 1/7/97.
89-92C	Deleted 1/9/99.
93	Deleted 1/7/97.
94-98C	Deleted 1/9/99.
99	Deleted 1/7/97.
100-105C	Deleted 1/9/99.

+ See chapter 19 for defined terms.

About the entity's business plan and level of operations

All entities

		Information contained in the information memorandum	Where is the information or document to be found? (eg, prospectus cross reference)
106	☒	Details of the entity's existing and proposed activities, and level of operations. State the main business	**See Sections 4 and 8 of Disclosure Document**
107	☒	Details of any issues of the entity's +securities (in all +classes) in the last 5 years. Indicate issues for consideration other than cash	**Refer Annexure - Item 107**

Information memorandum requirements

All entities

108	☐	If the entity is a company, a statement that all the information that would be required under section 710 of the Corporations Act if the information memorandum were a prospectus offering for subscription the same number of +securities for which +quotation will be sought is contained in the information memorandum. If the entity is a trust, a statement that all the information that would be required under section 1013C of the Corporations Act if the information memorandum were a Product Disclosure Statement offering for subscription the same number of +securities for which +quotation will be sought is contained in the information memorandum	**Not applicable**
109	☐	The signature of every director, and proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity)	**Not applicable**
110	☐	The date the information memorandum is signed	**Not applicable**
111(a)	☐	Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity), in the promotion of the entity, or in the property acquired or proposed to be acquired by it	**Not applicable**
111(b)	☐	If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	**Not applicable**

+ See chapter 19 for defined terms.

		Information contained in the information memorandum	Where is the information or document to be found? (eg, prospectus cross reference)
111(c)	☐	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person to induce him or her to become or to qualify him or her as, a director, or for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	**Not applicable**
112(a)	☐	Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	**Not applicable**
112(b)	☐	If the interest was or is as a member or partner in another entity, the nature and extent of the interest of that other entity	**Not applicable**
112(c)	☐	If the interest was or is as a member or partner in another entity, a statement of all amounts paid or agreed to be paid to him or her or the entity in cash, +securities or otherwise by any +person for services rendered by him or her or by the entity in connection with the promotion or formation of the listed entity	**Not applicable**
113	☐	A statement that ASX does not take any responsibility for the contents of the information memorandum	**Not applicable**
114	☐	A statement that the fact that ASX may admit the entity to its +official list is not to be taken in any way as an indication of the merits of the entity	**Not applicable**
115	☐	If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	**Not applicable**

+ See chapter 19 for defined terms.

			Where is the information or document to be found? (eg, prospectus cross reference)
116	☐	A statement that the entity has not raised any capital for the 3 months before the date of issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum	**Not applicable**
117	☐	A statement that a supplementary information memorandum will be issued if the entity becomes +aware of any of the following between the issue of the information memorandum and the date the entity's +securities are +quoted or reinstated. • A material statement in the information memorandum is misleading or deceptive. • There is a material omission from the information memorandum. • There has been a significant change affecting a matter included in the information memorandum. • A significant new circumstance has arisen and it would have been required to be included in the information memorandum	**Not applicable**

Information contained in the supplementary information memorandum

118	☐	If there is a supplementary information memorandum: • Correction of any deficiency. • Details of any material omission, change or new matter. • A prominent statement that it is a supplementary information memorandum. • The signature of every director, or proposed director, of the entity personally or by a +person authorised in writing by the director (in the case of a trust, director of the responsible entity). • The date the supplementary information memorandum is signed.	**Not applicable**

Evidence if supplementary information memorandum is issued

119	☐	Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum.	**Not applicable**

+ See chapter 19 for defined terms.

Other information

All entities

			Where is the information or document to be found? (eg, prospectus cross reference)
120	☐	Evidence that the supplementary information memorandum was sent to every $^{+}$person who was sent an information memorandum	**Not applicable**
121	☐	Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	**To be provided**
122	☒	A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	**[1] See Annexure (Document 17)** **[2] Not applicable**
123	☐	Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's $^{+}$securities	**Not applicable**
123A	☐	The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the $^{+}$official list at the date of its application for admission, unless ASX agrees otherwise. Example: ASX may agree otherwise if the entity was recently incorporated.	**Not applicable**

Mining exploration entities

124	☐	A map or maps of the mining tenements prepared by a qualified $^{+}$person. The maps must indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements. The maps must be dated and identify the qualified $^{+}$person and the report to which they relate.	**Not applicable**
125		Deleted 1/7/97	

$^{+}$ See chapter 19 for defined terms.

			Where is the information or document to be found? (eg, prospectus cross reference)
126	☐	A schedule of +mining tenements prepared by a qualified person. The schedule must state in relation to each +mining tenement: the geographical area where the +mining tenement is situated; the nature of the title to the +mining tenement; whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and the +person in whose name the title to the +mining tenement is currently held.	**Not applicable**
127	☐	If the entity has +acquired an interest or entered into an agreement to +acquire an interest in a +mining tenement from any +person, a statement detailing the date of the +acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor.	**Not applicable**
128	☐	A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each +mining tenement or, where appropriate, each group of tenements	**Not applicable**
129	☐	A declaration of conformity or otherwise with the Australasian Code for Reporting of Identified Mineral Resources and Ore Reserves for any reports on mineral resources and +ore reserves	**Not applicable**

Part 3 - Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

1 Our admission to the +official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list or the suspension or ending of +quotation of our +securities is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law, and is not for an illegal purpose.

- There is no reason why the +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

+ See chapter 19 for defined terms.

5 We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.

6 The listing rules are to be interpreted:

- in accordance with their spirit, intention and purpose;
- by looking beyond form to substance; and
- in a way that best promotes the principles on which the listing rules are based.

7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.

8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.

9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.

10 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
- When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.

+ See chapter 19 for defined terms.

11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility, we confirm that either:

☐ we have given a copy of this application to the +approved CS facility in accordance with the operating rules of the +approved CS facility ; or

☒ we ask ASX to forward a copy of this application to the +approved CS facility.

12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
- We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.

13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

☐ we have given a copy of this application to the approved CS facility in accordance with the operating rules of the +approved CS facility; or

☐ we ask ASX to forward a copy of this application to the +approved CS facility.

Dated: 11 October **2011**

EXECUTED by CPT Manager Limited (as responsible entity for Centro Australia Wholesale Fund) in accordance with Section 127 of the Corporations Act:

Signature of Director	Signature of Director/Secretary
SUSAN M. OLIVER	Elizabeth Hourigan
Name (BLOCK LETTERS)	Name (BLOCK LETTERS)

+ See chapter 19 for defined terms.

EXECUTED by Centro MCS Manager Limited (as responsible entity for Centro DPF Holding Trust) in accordance with Section 127 of the Corporations Act:

....	....
Signature of Director	Signature of Director/Secretary
William Peter Day	Elizabeth Hourigan
Name (BLOCK LETTERS)	Name (BLOCK LETTERS)

EXECUTED by CRL (1) Limited in accordance with Section 127 of the Corporations Act:

....	....
Signature of Director	Signature of Director/Secretary
William Peter Day	Elizabeth Hourigan
Name (BLOCK LETTERS)	Name (BLOCK LETTERS)

EXECUTED by Wholesale Responsible Entity Limited in accordance with Section 127 of the Corporations Act:

....	....
Signature of Director	Signature of Director/Secretary
Paul Belcher	Dimitri Kiriacoulacos
Name (BLOCK LETTERS)	Name (BLOCK LETTERS)

+ See chapter 19 for defined terms.

ANNEXURE TO LISTING APPLICATIONS

Item 32

Disclosure Document	Document [1]

Item 35

List of documents referred to in Disclosure Document:

	Document	Document Number
1	Implementation Agreement	[2]
2	Constitution for each Aggregation Fund (including amendments proposed as part of Aggregation, as applicable): • CRT • CAWF • DHT	 [3] [4] [5]
3	Stapling Deed	[6]
4	Property Management Agreements	[7]
5	Transitional Services Agreement	[8]

Item 39

Certificates of registration or other evidence of status

[1]	CAWF	Document [9]
[2]	DHT	Document [10]

Item 40

[1] Constitution of CAWF (including amendments proposed as part of Aggregation): Document [4]

[2] Constitution of DHT (including amendments proposed as part of Aggregation): Document [5]

+ See chapter 19 for defined terms.

Item 41

Constitution checklist

[1]	CAWF	Document 11
[2]	DHT	Document 12

Item 42A

Agreement that documents may be given to ASX and authenticated electronically.

[1]	CAWF	Document 13
[2]	DHT	Document 14

Item 45

Specimen holding statement	Document 15

Item 67

CATS Terms	Document 16

Item 69

Summary of issued capital

As at the date of the Disclosure Document, the details of issued capital were as follows:

[1] CAWF

Class of security	Number on issue	Amount paid up	Issue price
Ordinary	822,798,928	$1.00	$1.00
Foundation	822,088,703	$1.00	$1.00
DPF Special	1	$0.01	$1.00
Special	1	$0.01	$1.00

[2] DHT

Class of Security	Number on issue	Amount Paid up	Issue price
Ordinary	170,099,871	$170,099,871	$1.00

+ See chapter 19 for defined terms.

As at the time of Aggregation, the details of issued capital will be as follows:

[1] CAWF

Class of Security	Number on issue	Amount Paid up	Issue price	Dividend Rights	Voting Rights
Ordinary	1,340,727,759[2]	Fully paid	Pre-Aggregation units issued for $1.00, units issued as part of Aggregation issued at the Aggregation Issue Price - See Schedule 4 of the CAWF Constitution (Aggregation Issue Price definition)	See Clause 9 of the CAWF Constitution (Document 4) and Section 14.1 of the Disclosure Document	See Clause 4.4 and Schedule 2 of the CAWF Constitution (Document 4) and Section 14.1 of the Disclosure Document
CATS	946,598,854[2]	Nil	Nil	See Clause 1.7 of CATS Terms (Document 15)	See Clause 1.7 of CATS Terms (Document 15)

[2] DHT

Class of Security	Number on issue	Amount Paid up	Issue price	Dividend Rights	Voting Rights
Ordinary	1,340,727,759[2]	Fully paid	Pre-Aggregation units issued for $1.00, units issued as part of Aggregation issued at the Aggregation Issue Price - See Schedule 3 of the DHT Constitution (Aggregation Issue Price definition)	See Clause 8 of the DHT Constitution (Document 5) and Section 14.1 of the Disclosure Document	See Clause 3.4 and Schedule 2 of the DHT Constitution (Document 5) and Section 14.1 of the Disclosure Document
CATS	946,598,854[2]	Nil	Nil	See Clause 1.7 of CATS Terms (Document 15)	See Clause 1.7 of CATS Terms (Document 15)

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[2] Final number of securities on issue is subject to change for any asset sales between 31 December 2010 (or 30 June 2011 as relevant) and the date of Aggregation, any settlement of CER Class Action Litigation, any capital returns or distributions made or material one-off items.

Item 74

List of child entities and 20% holdings

[1] CAWF

- Wholesale Fund Victoria Gardens Trust – 100% - holding trust
- Centro Victoria Gardens Holding Trust – 100% - holding trust
- Victoria Gardens Trust No 1 – 50% - holding trust
- Victoria Gardens Trust No 2 – 50% - holding trust
- Victoria Gardens Retail Trust – 25% - property investment trust
- Wholesale Fund Box Hill Trust – 100% - holding trust
- Box Hill Holding Trust – 50% - holding trust
- Box Hill Central Trust – 50% - property investment trust
- Wholesale Fund Mildura Trust – 100% - holding trust
- Mildura Centre Plaza Unit Trust – 50% - property investment trust
- Wholesale Fund Warriewood Trust – 100% - holding trust
- Keilor Downs Trust – 50% - holding trust
- Warriewood Square Unit Trust - 50% - property investment trust
- Cranbourne Park Unit Trust - 50% - property investment trust
- Wholesale Fund Cranbourne Trust – 100% - holding trust
- Cranbourne Holding Trust – 50% - holding trust
- Cranbourne Sub Trust – 50% - property investment trust
- Wholesale Fund Whitehorse Trust – 100% - holding trust
- Whitehorse Plaza Trust – 50% - holding trust
- Whitehorse Plaza Sub Trust – 50% - property investment trust
- Whitehorse City Trust – 50% - holding trust
- Whitehorse City Sub Trust – 50% - property investment trust
- Wholesale Fund Mornington Trust – 100% - holding trust
- Mornington Holding Trust – 39.55% - holding trust
- Mornington Sub Trust – 39.55% - holding trust
- Mornington Shopping Centre Unit Trust - 39.55% - property investment
- Wholesale Fund Warnbro Trust – 100% - dormant trust
- Wholesale Fund Bankstown Trust – 100% - holding trust
- Centro Bankstown Holding Trust No. 2 – 100% - holding trust
- Wholesale Fund Roselands Trust – 100% - holding trust
- Centro Roselands Trust – 100% - holding trust
- Centro Roselands Investment Trust – 50% - property investment trust
- Halls Head Trust – 50% - property investment trust
- Wholesale Fund Colonnades Trust – 100% - holding trust
- Centro Colonnades Head Trust – 50% - holding trust
- Centro Colonnades Sub Trust – 50% - property investment trust
- Wholesale Fund Arndale Trust – 100% - holding trust
- Centro Arndale Holding Trust No 1 – 100% - holding trust
- Centro Arndale Sub Trust No 1 – 100% - holding trust
- Centro Arndale Property Trust – 50% - property investment trust
- Wholesale Fund Toombul Trust – 100% - holding trust
- Centro Toombul Head Trust – 50% - holding trust
- Centro Toombul Sub Trust – 50% - property investment trust
- Glen Holding Trust 2 – 100% - holding trust
- Glen Property Trust 2 – 100% - holding trust

+ See chapter 19 for defined terms.

- The Glen Centre Trust – 50% - property investment trust
- Centro CTT Holding Trust 2 – 50% - holding trust
- Centro Direct Property Fund 2 – 50% - holding trust
- CT Retail Investment Trust – 50% - property investment trust
- Wholesale Fund Whitsundays Trust – 100% - holding trust
- Centro Cannonvale Sub Trust – 50% - holding trust
- Centro Karingal Wholesale Fund Holding Trust – 100% - holding trust
- Centro Karingal Wholesale Fund Sub Trust – 100% - holding trust
- Centro Karingal Holding Trust – 28.56% - holding trust
- Centro Karingal Sub Trust No 2 (Starzone) – 50% - property investment trust
- Centro Karingal Sub Trust – 50% - property investment trust
- Wholesale Fund Lavington Trust – 100% - holding trust
- Centro Lavington Sub Trust – 50% - property investment trust
- Centro Tuggeranong Holding Trust – 100% - holding trust
- Centro Tuggeranong Investment Trust – 100% - holding trust
- Tuggeranong Town Centre – 50% - property investment trust
- Centro Tweed Holding Trust – 100% - holding trust
- Centro Tweed Sub Trust – 100% - holding trust
- Ridgebay Unit Trust – 50% - property investment trust

[2] DHT

- Centro DPF Sub Trust No. 1 – 100% owned – holding trust
- Centro MCS 22 IT – 20% owned – property investment trust

Item 107

Details of any issues of the entity's +securities (in all +classes) in the last 5 years. Indicate issues for consideration other than cash

[1] CAWF

Date of issue	Holder	Number of units	Class Of security	Issue price	Current holder Y/N
27/11/2006	CPT Manager Limited as RE of Centro Property Trust	100	Foundation Units	$1.00	Y
29/11/2006	CPT Manager Limited as RE of Centro Property Trust	1,508,064,635	Foundation Units	$1.00	Y
29/11/2006	CPT Manager Limited as RE of Centro Property Trust	136,822,895	Foundation Units	$1.00	N
29/11/2006	Andrew Thomas Scott	1	Special Unit	$1.00	N
1/12/2006	Centro MCS Manager	1	DPF Special	$0.01	Y

+ See chapter 19 for defined terms.

Date of issue	Holder	Number of units	Class Of security	Issue price	Current holder Y/N
	Limited as RE of Centro Direct Property Fund				
1/12/2006	Centro MCS Manager Limited as RE of Centro Direct Property Fund	820,798,927	Ordinary	$1.00	Y
28/6/2007	Centro MCS Manager Limited as RE of Centro Direct Property Fund	2,000,000	Ordinary	$1.00	Y

[2] DHT

Date of issue	Holder	Number of units	Class Of security	Issue price	Current holder Y/N
30/06/2007	Centro MCS Manager Limited as trustee for Centro Direct Property Fund	41,475,333	Ordinary	$1.00	Y (one unit subsequently transferred to CPT Custodian Pty Ltd)

Item 122

Copy of disclosure documents, PDSs or IMs issued in last 5 years

[1]	CAWF	Document 17
[2]	DHT	Not applicable

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+ See chapter 19 for defined terms.