

ASX ANNOUNCEMENT

GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)

31 October 2013

AMENDMENT TO CONSTITUTION OF GROWTHPOINT PROPERTIES AUSTRALIA TRUST

Pursuant to Listing Rule 15.1, Growthpoint Properties Australia announces that the constitution of Growthpoint Properties Australia Trust has been amended to enable the placement of securities to persons outside of Australia who are not "professional investors" (as that term is defined in the Corporations Act 2001).

The Supplemental Deed amending the constitution of Growthpoint Properties Australia Trust is attached.

ENDS

www.growthpoint.com.au

Aaron Hockly, Company Secretary

Media and investor enquiries should be directed to:

Aaron Hockly, Company Secretary
Growthpoint Properties Australia
Telephone: +61 8681 2900
info@growthpoint.com.au

Growthpoint Properties Australia

Growthpoint Properties Australia is a publicly traded ASX listed A-REIT (ASX Code: GOZ) that specialises in the ownership and management of quality investment property. GOZ owns interests in a diversified portfolio of 48 office and industrial properties throughout Australia valued at approximately \$1.8 billion and has an investment mandate to invest in office, industrial and retail property sectors.

GOZ aims to grow its portfolio over time and diversify its property investment by asset class, geography and tenant exposure through individual property acquisitions, portfolio transactions and corporate activity (M&A transactions) as opportunities arise.



HERBERT
SMITH
FREEHILLS

Supplemental Deed (October 2013 Offer)

Growthpoint Properties Australia Trust

Growthpoint Properties Australia Limited



Supplemental Deed

Date ► 29 October 2013

This deed poll is made by

Responsible Entity	Growthpoint Properties Australia Limited ACN 124 093 901 of Level 10, 379 Collins St, Melbourne, VIC 3000
--------------------	---

Recitals	1 By deed poll dated 25 May 2006 made by SAITeysMcMahon Property Limited, as amended (Constitution), the Growthpoint Properties Australia Trust (Trust) was established. 2 Both clause 25.1 of the Constitution and section 601GC(1)(b) of the <i>Corporations Act 2001</i> (Cth) provide that the Constitution can be amended by the Responsible Entity if the Responsible Entity considers the change will not adversely affect Holders' rights. 3 The Responsible Entity wishes to modify the Constitution in the manner set out in this supplemental deed and has determined that the proposed amendments will not adversely affect Holders' rights.
----------	--

This deed poll witnesses that:



1 Definitions

Except to the extent that it is given a special meaning in this supplemental deed, any word or expression which has particular meaning in the Constitution must, when used in this supplemental deed, be given the same meaning as it has in the Constitution.

2 Amendment to the Constitution

2.1 The amendments

The Responsible Entity amends clause 4.20A the Constitution by:

- (1) deleting the words '*a placement to professional investors (as that term is defined in section 9 of the Corporations Act*' in each of paragraphs 4.20A(a) and 4.20A(b); and
- (2) replacing those words with '*a placement to investors in Australia or outside Australia to whom an offer of securities may be made without a disclosure document, registration, lodgement of a formal disclosure document or other formal filing*'.

2.2 Provision that have not been amended

Clause 2.1 of the Constitution has not been replaced, amended or otherwise affected in any way by this supplemental deed.

3 Trust not confirmed

Nothing expressly or impliedly contained in this supplemental deed (including the Recitals) is effective to confirm, declare or otherwise acknowledge any of the trusts declared under the Constitution or any of the trusts to which property is subject at the date of this supplemental deed, or to impress any new or additional trusts upon property held on trust as at the date of this supplemental deed.

4 Effect of amendments

The amendments made to the Constitution by this deed take effect on the date this deed is lodged with the Australian Securities and Investments Commission pursuant to section 601GC of the Corporations Act.



5 Governing law and jurisdiction

This deed will be construed in accordance with the laws of Victoria.

6 Responsible Entity and Holders Bound

The Responsible Entity and Holders are bound by the terms of the Constitution as amended by this supplemental deed.

7 Severance

Any provision of, or the application of any provision of, this supplemental deed which is:

- (a) prohibited in any jurisdiction is, in that jurisdiction, ineffective only to the extent of that prohibition; or
- (b) void, illegal or unenforceable in any jurisdiction does not effect the validity, legality or enforceability of that provision in any other jurisdiction or of the remaining provisions in that or any other jurisdiction.



Signing page

Executed as a deed

Responsible Entity

Signed sealed and delivered by
Growthpoint Properties Australia Limited
by

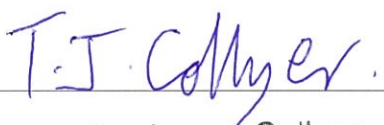
sign here ►


Company Secretary/~~Director~~

print name

Aaron Gibb Bryan Hockly

sign here ►


Director

print name

Timothy James Collyer

