abacus property group

BoardRoom
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Tel: 1800 182 257 (within Aust)
Tel: + 61 2 9290 9600 (outside Aust)
www.boardroomlimited.com.au
enquiries@boardroom.com.au

ABACUS PROPERTY GROUP RETAIL ENTITLEMENT OFFER
ENTITLEMENT AND ACCEPTANCE FORM

Name & address
Name & address
Name & address
Name & address
Name & address
Name & address

Entitlement No. 123456789

Subregister CHESS or I/S

Number of securities held at 7:00pm AEDT on Thursday 19 March 2015 XXXXX

Offer Closes: 5.00pm AEDT Thursday 2 April 2015
If you wish to accelerate your issue of New Securities please pay via BPAY by 5.00pm AEDT Thursday 26 March 2015

Barcode

NON-RENOUNCEABLE ENTITLEMENT TO NEW SECURITIES IN ABACUS PROPERTY GROUP ("NEW SECURITIES") AT AN OFFER PRICE OF $2.82 PER NEW SECURITY ON THE BASIS OF 1 NEW SECURITY FOR EVERY 12 EXISTING SECURITIES HELD IN ABACUS PROPERTY GROUP (ROUNDED UP TO THE NEAREST WHOLE NUMBER) PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER TO ELIGIBLE SECURITYHOLDERS AS DEFINED IN THE ACCOMPANYING INFORMATION BOOKLET.

A Entitlement Acceptance

If you wish to accept your FULL ENTITLEMENT and you wish to pay by BPAY, you must make your payment FOR THE AMOUNT SHOWN BELOW on or before the close date (5.00pm (AEDT), Thursday 2 April 2015). Alternatively, if you wish to pay by cheque, you must complete and return this form WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW for receipt by Abacus Property Group on or before the close date. The payment (and return of the form if applicable) will constitute acceptance of the Offer. If you wish your Entitlement of New Securities to be issued on Friday 27 March 2015, you must accept your Entitlement (or part of your Entitlement) and pay by BPAY on or before Thursday 26 March 2015.

Entitlement to 1 New Security for every 12 Existing Securities held (rounded up to the nearest whole number)	Offer Price per New Security	Amount payable for full acceptance
XXXXX	$2.82	$XXXX

If you wish to accept PART OF YOUR ENTITLEMENT ONLY and you wish to pay by BPAY, you should make your payment for such lower amount as applicable. If you wish to pay by cheque, please complete this form showing in the box below the NUMBER OF NEW SECURITIES BEING ACCEPTED and the appropriate amount payable. If you do not accept your Entitlement (or part of your Entitlement) by return of this form by the close date (or as otherwise outlined below), then your Entitlement will lapse at 5.00 pm AEDT on Thursday 2 April 2015.

Number of New Securities applied for	Offer Price per New Security	Amount enclosed
XXXXX	$2.82	$XXXX

B Apply for additional New Securities (up to 50% of your Entitlement) under the Top Up Facility

If you take up your full Entitlement, you may also apply for additional New Securities in excess of your Entitlement *up to a maximum of 50%* of your Entitlement under the Top Up Facility. If you wish to pay by BPAY, you should make your payment for such higher amount than your Entitlement up to the maximum of 50% of your Entitlement. If you wish to pay by cheque, please insert the number of additional New Securities in the box below and the appropriate amount payable. There is no guarantee that you will be allocated any additional New Securities under the Top Up Facility. Allocation of New Securities under the Top Up Facility is at the absolute discretion of Abacus Property Group. If the full amount of your Application is not accepted, you will receive a refund (without interest) for the amount of New Securities applied for but not allocated to you as soon as practicable after the close of the Entitlement Offer. All allotments of additional New Securities pursuant to the Top Up Facility are expected to occur on Monday 13 April 2015.

Number of additional New Securities applied for	Offer Price per New Security	Amount enclosed
XXXXX	$2.82	$XXXX

C Payment

Payment may only be made by BPAY or cheque, bank draft or money order. Cash will not be accepted via the mail or at the Registry. Payments cannot be made at any bank.

Payment option 1 - BPAY

Biller Code: XXXXXXX
Ref: XXXXXXXX

Telephone & Internet Banking - BPAY®
Contact your bank, credit union or building society to make this payment from your cheque or savings account.
More info: www.bpay.com.au
® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Entitlement and Acceptance Form
- If paying by BPAY the amount of your payment received in the account divided by the offer price of $2.82 per New Security and additional New Securities will be deemed to be the total number of New Securities and additional New Securities you are applying for.
- If the amount of your payment received is more than the amount payable for your full Entitlement, you will be taken to have applied for additional New Shares under the Top Up Facility.

Payment option 2 – cheque, bank draft or money order (record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT $
				$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to Abacus Entitlement Offer and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.
- Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be represented and may result in your Entitlement and Acceptance Form being rejected.

Contact details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	( )	( )	

The Retail Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to securityholders located or resident outside of Australia and New Zealand. The Offer Documents do not constitute an offer or invitation to acquire New Securities (and additional New Securities under the Top Up Facility, if any) in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation. By submitting this Entitlement and Acceptance Form or by using the BPAY facility to accept the Offer, I/We represent and warrant that I/we have read and understood the Information Booklet to which this Entitlement and Acceptance Form relates and declare that this Entitlement and Acceptance Form is completed and lodged according to the Information Booklet and the instructions on the reverse of the Entitlement and Acceptance form and declare that all details and statements made by me/us are complete and accurate. I/We represent and warrant that I am / we are Eligible Retail Securityholder(s) as defined in the Information Booklet. I/We agree to be bound by the Constitution of Abacus Property Group and agree to the terms and conditions of the Offer set out in the Information Booklet. I/We represent and warrant that I/we have not relied on any other information other than as set out in the Information Booklet when making my/our decision to invest. If I am/we are a natural person, I/we represent and warrant that I am/we are at least 18 years of age.

LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New Securities for which you are applying for by $2.82 then, if paying by BPAY, make your BPAY payment for the applicable amount. If paying by cheque, fill in the acceptance details, where necessary, in the space provided on the front of this form. Complete your cheque details on the front of this form and send your cheque/draft or money order and completed form to:

Boardroom Pty Limited
GPO Box 3891
SYDNEY NSW 2001

Telephone No. 1300 139 440 (or outside Australia 02 9290 9691)

If you do not accept your Entitlement in accordance with the terms outlined in the Information Booklet and on this form, your Entitlement will lapse at 5.00 pm AEDT on Thursday 2 April 2015

If you wish your Entitlement of New Securities to be issued on Friday 27 March 2015, you must accept your Entitlement (or part of your Entitlement) and pay by BPAY on or before Thursday 26 March 2015. All allotments of additional New Securities pursuant to the Top Up Facility, are expected to occur on Monday 13 April 2015.

PAYMENT

BPAY	If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before 5.00pm AEDT Thursday 2 April 2015.
Cheque, bank draft or money order	All cheques, bank draft or money order (expressed in Australian currency) are to be made payable to "Abacus Entitlement Offer" and crossed "Not Negotiable". Cheques will not be accepted if you wish to accelerate your issue of New Securities.

PAYMENT - OVERSEAS RESIDENTS

Overseas Securityholders who are permitted to apply for New Securities must obtain a draft in Australian currency payable on a bank in Australia, or where the Securityholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

The Australian currency draft should be attached to your completed form and the document mailed to:

Abacus Property Group
Boardroom Pty Limited
GPO Box 3891
SYDNEY NSW 2001

OVERSEAS SECURITYHOLDERS ARE ADVISED TO ENSURE THEIR DOCUMENTS ARE POSTED TO AUSTRALIA BY AIRMAIL FOR RECEIPT BEFORE 5.00PM AEDT ON THURSDAY 2 APRIL 2015.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Information Booklet.

Privacy Statement:

Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a securityholder (including your name, address and details of the Securities you hold) to be included in the public register of the entity in which you hold Securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold Securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Entitlement and Acceptance Form. Our privacy policy is available on our website (http://www.boardroomlimited.com.au/privacy.html).

Abacus Group Holdings Limited
ACN 080 604 619
Abacus Group Projects Limited
ACN 104 066 104
Abacus Funds Management Limited
ACN 007 415 590
Abacus Property Services Pty Limited
ACN 050 739 001
Abacus Storage Funds Management Limited
ACN 109 324 834
Abacus Storage Operations Limited
ACN 112 457 075

18 March 2015

Dear Securityholder

ABACUS PROPERTY GROUP UP TO APPROXIMATELY A$121 MILLION PRO RATA ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER

On Monday, 16 March 2015, Abacus Property Group (**Abacus**) announced the launch of a 1 for 12 pro rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid stapled securities in Abacus (**New Securities**) at an offer price of A$2.82 per New Security (**Offer Price**).The Entitlement Offer will raise up to approximately $121 million.

Abacus will use the proceeds of the Entitlement Offer to:

- repay debt following the settlement of Oasis Shopping Centre. The raising will provide growth capital for accretive acquisitions of core plus property, capital commitments to existing and new development projects and third party capital initiatives; and
- pay for the costs of the Entitlement Offer.

This letter is to inform you about the Entitlement Offer, and to explain why you will not be able to subscribe for New Securities under the Entitlement Offer. This letter is not an offer to issue entitlements or New Securities to you, nor an invitation for you to apply for entitlements or New Securities. You are not required to do anything in response to this letter.

The Entitlement Offer

The Entitlement Offer comprises an institutional entitlement offer (**Institutional Entitlement Offer**) and an offer to eligible retail securityholders (as described below, **Eligible Retail Securityholders**) to participate at the same Offer Price and offer ratio (**Retail Entitlement Offer**). The Entitlement Offer is being made in accordance with sections 708AA and 1012DAA of the Corporations Act 2001 *(Cth)* (the **Act**) (as modified by ASIC Class Order 08/35), meaning that no prospectus or product disclosure statement is required to be prepared in relation to the Entitlement Offer.

Retail Entitlement Offer

The Retail Entitlement Offer is being made to Eligible Retail Securityholders on the basis of an entitlement to subscribe for 1 New Security for every 12 existing Abacus securities held on the Record Date of 7.00pm (AEDT) on Thursday, 19 March 2015. An offer booklet in relation to the Retail Entitlement Offer (**Information Booklet**) was lodged with the ASX on Wednesday, 18 March 2015 (in advance of the despatch date), and will be despatched to Eligible Retail Securityholders on or around Tuesday, 24 March 2015. Further information in relation to the Entitlement Offer has been disclosed on the Australian Securities Exchange.

Eligibility criteria

Eligible Retail Securityholders are those persons who:

- are registered as a holder of existing Abacus securities as at the Record Date, being 7.00pm (AEDT) on Thursday, 19 March 2015;
- have a registered address on the Abacus security register in Australia or New Zealand or are a securityholder that Abacus has otherwise determined is eligible to participate;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Abacus securities for the account or benefit of such person in the United States);
- were not invited to participate (other than as nominee, in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an ineligible institutional securityholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Securityholders who are not Eligible Retail Securityholders are ineligible retail securityholders and are consequently unable to participate in the Retail Entitlement Offer.

The restrictions upon eligibility to participate in the Retail Entitlement Offer arise because of the legal and regulatory requirements in countries other than Australia or New Zealand and the potential costs to Abacus of complying with these legal and regulatory requirements compared with the relatively small number of securityholders in those countries, the relatively small number of existing Abacus securities they hold and the relatively low value of New Securities to which those securityholders would otherwise be entitled. Abacus has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3) of the Act, that it would be unreasonable to make or extend offers to Abacus securityholders in certain countries under the Retail Entitlement Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Securityholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Act, Abacus wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Securities under the Retail Entitlement Offer. You will not be sent the documents relating to the Entitlement Offer and you will not receive any value for the New Securities to which you would otherwise have been entitled.

You are not required to do anything in response to this letter.

For further information on the Entitlement Offer or if you believe that you are an Eligible Retail Securityholder, you can call the Abacus Entitlement Offer Information Line on 1300 139 440 (within Australia) or +61 2 9290 9691 (outside Australia) from 8.30am to 5.30pm (AEDT) Monday to Friday. If you have any further questions, you should contact your stockbroker, accountant or other professional adviser.

On behalf of the Board of Abacus, I thank you for your continued support.

Yours faithfully

Abacus Property Group

Ellis Varejes

Company Secretary