



The Manager
Market Announcements Office
ASX Limited

18 August 2016

Dear Sir / Madam

**Takeover bid for GPT Metro Office Fund
Notice of change of interests of substantial holder and unitholder
acceptance facility**

Enclosed is an ASIC Form 604: *Notice of change of interests of substantial holder*, issued in relation to units in GPT Metro Office Fund (ARSN 169 500 476) (**GMF**) in accordance with section 671B of the *Corporations Act 2001* (Cth).

Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) (**Growthpoint**) currently has a relevant interest in 44,270,372 GMF units (representing approximately 34.44% of the total number of GMF units on issue). This is an increase from 39,372,266 GMF units (representing approximately 30.63% of the total number of GMF units on issue) as disclosed in Growthpoint's previous Form 604 dated 17 August 2016.

Since the previous Form 604 filed by Growthpoint, the aggregate of:

- (a) the number of GMF units in respect of which acceptance instructions (in the form of acceptance forms and/or directions to custodians to accept Growthpoint's offer) have been received in the acceptance facility as at 7.00pm (Melbourne time) yesterday; and
- (b) the number of GMF units in which Growthpoint and its associates have a relevant interest,

has changed from 38.04% to 41.85%. The following table shows a break down between those two categories:

| | Number of GMF units | % of all GMF units |
|----------------------------|---------------------|--------------------|
| Relevant interest | 44,270,372 | 34.44% |
| Acceptance facility | 9,527,722 | 7.41% |
| Total of above | 53,798,094 | 41.85% |



Acceptance instructions deposited with the Computershare Clearing Pty Limited (ACN 063 826 228) (the **Facility Agent**) under the acceptance facility do not constitute acceptances of Growthpoint's takeover offer dated 18 July 2016 (the **Offer**) and neither the Facility Agent nor Growthpoint and its associates have a relevant interest in any of the GMF units the subject of the acceptance instructions. Accordingly, the GMF units in which Growthpoint and its associates have a relevant interest (as disclosed in the attached Form 604) do not include the GMF units the subject of acceptance instructions deposited with the Facility Agent.

As noted in Growthpoint's supplementary bidder's statement dated 1 August 2016:

- (a) **(Preconditions to the facility agent relating the facility acceptances)** the facility agent will cause the Offer to be accepted in respect of the facility acceptances as soon as possible after (and not before) Growthpoint confirms to the facility agent by written notice (**Confirmation Letter**) that Growthpoint has declared the Offer free of all defeating conditions or will declare the Offer free of all defeating conditions not later than the time that all acceptance instructions are processed; and
- (b) **(Withdrawal of facility acceptances)** persons who have provided facility acceptances retain all rights and control over their GMF units and will be able to withdraw their acceptance instructions at any time prior to the facility agent receiving the Confirmation Letter from Growthpoint.

Yours sincerely

Aaron Hockly
Company Secretary

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme GPT Metro Office Fund (GMF)

ACN/ARSN ARSN 169 500 476

1. Details of substantial holder (1)

Name (a) Growthpoint Properties Australia Limited ACN 124 093 901 in its own capacity and in its capacity as responsible entity for Growthpoint Properties Australia Trust ARSN 120 121 002 (**Growthpoint**), (b) Growthpoint Properties Limited of South Africa (**Growthpoint SA**) and (c) each of the entities listed in Annexure A (the entities listed in Annexure A being the **Growthpoint Entities**)

ACN/ARSN (if applicable) The ACN/ARSN (if any) for each of the Growthpoint Entities are listed in Annexure A

There was a change in the interests of the substantial holder on 17/08/2016
The previous notice was given to the company on 17/08/2016
The previous notice was dated 17/08/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|--|----------------|--|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary units | 39,372,266 | 30.63% (based on 128,533,501 ordinary units on issue in GMF) | 44,270,372 | 34.44% (based on 128,533,501 ordinary units on issue in GMF) |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| See Annexure B | Growthpoint, Growthpoint SA and Growthpoint Entities | Acquisition of relevant interests pursuant to acceptances of offers dated 18 July 2016 made under Growthpoint's off-market takeover bid for all the ordinary units in GMF on the terms and conditions set out in Growthpoint's bidder's statement dated 1 July 2016 (Bidder's Statement) (the Offer). | The Offer consideration as set out in the Bidder's Statement. | See Annexure B | See Annexure B |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|----------------------------------|--|--------------------------------|----------------|
| Growthpoint | Growthpoint | Growthpoint | Relevant interest under s608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as a result of being the registered holder of the ordinary units. | 16,686,827 ordinary units | 16,686,827 |

| | | | | | |
|----------------------|--|--|---|---------------------------|------------|
| Growthpoint SA | Growthpoint | Growthpoint | Relevant interest in the ordinary units referred to in the first row of this table arising under s608(3)(a) and/or s608(3)(b) of the Corporations Act. | 16,686,827 ordinary units | 16,686,827 |
| Growthpoint Entities | Growthpoint | Growthpoint | Relevant interest arising in the ordinary units referred to in the first row of this table under s608(3)(a) and/or s608(3)(b) of the Corporations Act. | 16,686,827 ordinary units | 16,686,827 |
| Growthpoint | GMF unitholders to whom the Offer was made and who have accepted the Offer | Growthpoint, subject to the Offer becoming unconditional | Relevant interest under s608(1) and/or s608(8) of the Corporations Act pursuant to acceptances of the Offer. The ordinary units which are the subject of the acceptances have not yet been transferred into the name of Growthpoint. The power of Growthpoint to vote or dispose of the ordinary units that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and Growthpoint is not presently registered as the holder of the ordinary units. | 27,583,545 ordinary units | 27,583,545 |
| Growthpoint SA | GMF unitholders to whom the Offer was made and who have accepted the Offer | Growthpoint, subject to the Offer becoming unconditional | Relevant interest in the ordinary units referred to in the 4 th row of this table under s608(3)(a) and s608(3)(b) of the Corporations Act, being a relevant interest held through a body corporate and managed investment scheme (Growthpoint) in which Growthpoint SA's voting power is above 20% and which Growthpoint SA controls. The relevant interest arises through acceptances of the Offer. The power of Growthpoint SA to vote or dispose of the ordinary units that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and Growthpoint is not presently registered as the holder of the ordinary units, and Growthpoint SA is not entitled to be registered as the holder of the units. | 27,583,545 ordinary units | 27,583,545 |
| Growthpoint Entities | GMF unitholders to whom the Offer was made and who have accepted the Offer | Growthpoint, subject to the Offer becoming unconditional | Relevant interest in the ordinary units referred to in the 4 th row of this table under s608(3)(a) and/or s608(3)(b) of the Corporations Act, being a relevant interest held through a body corporate and managed investment scheme (Growthpoint) in which the voting power of the relevant Growthpoint Entity is above 20% or which the relevant Growthpoint Entity controls. The power of the relevant Growthpoint Entity to vote or dispose of the ordinary units that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and Growthpoint is not presently registered as the holder of the ordinary units, and the relevant Growthpoint Entity is not entitled to be registered as the holder of the ordinary units. | 27,583,545 ordinary units | 27,583,545 |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | N/A |

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|---|---|
| Growthpoint | Level 22, 357 Collins Street, Melbourne, Victoria Australia 3000 |
| Growthpoint SA and Growthpoint Entities | C/o- Level 22, 357 Collins Street, Melbourne, Victoria Australia 3000 |

Signature

print name Aaron Hockly

capacity Company Secretary

sign here 

date 18/08/2016

Annexure A

Growthpoint Entities

This is Annexure "A" of 2 pages referred to in ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 18 August 2016.



Aaron Hockly, Company Secretary

| ENTITY | ACN / ARSN |
|---|--|
| Growthpoint Nominees (AUST) Pty Ltd | ACN 124 873 338 |
| Growthpoint Nominees (AUST) 2 Pty Ltd | ACN 152 441 444 |
| V & A Waterfront | N/A (incorporated in the Republic of South Africa) |
| Metboard Properties Limited | N/A (incorporated in the Republic of South Africa) |
| Paramount Property Fund Limited | N/A (incorporated in the Republic of South Africa) |
| Growthpoint Security SPV 1 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Growthpoint Security SPV 2 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Basfour 2721 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Silverhorn Properties (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Burg Brothers Investments (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Pin Mill Share Block (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Growthpoint Management Services (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| New Heights 344 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Changing Tides 5 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Skillfull 82 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Growthpoint Building Managers (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Scopefull 157(Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Skillfull 115 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Majorshelf 184 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Acucap Properties Limited | N/A (incorporated in the Republic of South Africa) |
| Sycom Property Fund (CISP) | N/A (incorporated in the Republic of South Africa) |
| Sycom Property Fund Managers Limited | N/A (incorporated in the Republic of South Africa) |

| | |
|---|--|
| Growthpoint SYC (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Tyger Hills Investments (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Acucap Property Management (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Atlas Properties (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Acucap Investments 4 (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Acucap Investments (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Tyger Hills Office Park (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Sycom Properties (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Centre South Properties (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Fairy Glen Properties (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Four Ways Crossing Retail Centre (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Woodlands Office Park Property Management Company (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Atlas Property Developments (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Acucap Management Services (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Atlas Property Services (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Carlyn's Trust (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Advent Properties (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Stand 1135 Houghton (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Growthpoint ABQ (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Ferns Investments (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Highway Properties Houghton (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Growthpoint TPG (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Inclub Properties (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Witkoppen Corner (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Erf 4 of 8 Sandown (Pty) Lt | N/A (incorporated in the Republic of South Africa) |
| Erven 99 and 100 Parktown Share Block (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Kilkishen Investments (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |
| Complex Investments (Pty) Ltd | N/A (incorporated in the Republic of South Africa) |

Annexure 'B'

This is Annexure "B" of 1 page referred to in ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 18 August 2016.



Aaron Hockly, Company Secretary

Details of changes in relevant interests pursuant to acceptances of the Offer

| Date of change | Class and number of securities affected | Person's votes affected |
|----------------|---|-------------------------|
| 21/07/2016 | 4,760 ordinary units | 4,760 |
| 22/07/2016 | 23,274 ordinary units | 23,274 |
| 25/07/2016 | 10,000 ordinary units | 10,000 |
| 26/07/2016 | 25,000 ordinary units | 25,000 |
| 27/07/2016 | 840,496 ordinary units | 840,496 |
| 28/07/2016 | 1,021,871 ordinary units | 1,021,871 |
| 29/07/2016 | 2,589,817 ordinary units | 2,589,817 |
| 01/08/2016 | 15,000 ordinary units | 15,000 |
| 02/08/2016 | 1,227,690 ordinary units | 1,227,690 |
| 03/08/2016 | 424,536 ordinary units | 424,536 |
| 04/08/2016 | 487,698 ordinary units | 487,698 |
| 05/08/2016 | 419,962 ordinary units | 419,962 |
| 08/08/2016 | 910,915 ordinary units | 910,915 |
| 09/08/2016 | 2,117,563 ordinary units | 2,117,563 |
| 10/08/2016 | 3,242,971 ordinary units | 3,242,971 |
| 11/08/2016 | 2,486,631 ordinary units | 2,486,631 |
| 12/08/2016 | 1,117,404 ordinary units | 1,117,404 |
| 15/08/2016 | 2,250,053 ordinary units | 2,250,053 |
| 16/08/2016 | 3,469,798 ordinary units | 3,469,798 |
| 17/07/2016 | 4,898,106 ordinary units | 4,898,106 |
| Total | 27,583,545 ordinary units | 27,583,545 |