

# Dexus (ASX: DXS)

## ASX release



**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

**4 July 2017**

### Dexus Security Purchase Plan

Dexus Funds Management Limited ("**Responsible Entity**") as responsible entity for Dexus refers to its announcement on 27 June 2017 relating to a Security Purchase Plan ("**SPP**").

Dexus now provides a copy of the SPP Booklet and Application Form, which will be mailed to Eligible Security Holders on 14 July 2017.

The SPP is a non-underwritten offer to Eligible Security Holders in Australia and New Zealand to raise an amount capped at \$50 million<sup>1</sup>.

The timetable for the SPP is as set out in the announcement made on 27 June 2017 and Dexus confirms the following key dates:

Record Date for SPP Offer <sup>2</sup> :	7.00pm Tuesday, 20 June 2017
Opening date:	9.00am Tuesday, 18 July 2017
Closing date:	5.00pm Tuesday, 8 August 2017

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#### Important notice

These materials do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The securities to be offered and sold under the SPP Offer have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States, and therefore will only be offered and sold to eligible security holders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

#### About Dexus

Dexus is one of Australia's leading real estate groups, proudly managing a high quality Australian property portfolio valued at more than \$22 billion. As property innovators, we are deeply committed to working with our customers to provide spaces that engage and inspire, as well as delivering quality, sustainable returns for our investors. We invest only in Australia, and directly own \$11 billion of office and industrial properties. We manage a further \$11.7 billion of office, retail and industrial properties for third party clients. The group's \$4.5 billion development pipeline provides the opportunity to grow both portfolios and enhance future returns. With more than 1.7 million square metres of office workspace across 55 properties, we are Australia's preferred office partner. Dexus is a Top 50 entity by market capitalisation listed on the Australian Securities Exchange (trading code: DXS) and is supported by 30,000 investors from 20 countries. With more than 30 years of expertise in property investment, development and asset management, we have a proven track record in capital and risk management, providing service excellence to tenants and delivering superior risk-adjusted returns for investors. [www.dexus.com](http://www.dexus.com)

#### Download the Dexus IR app

Download the Dexus IR app to your preferred mobile device to gain instant access to the latest stock price, ASX Announcements, presentations, reports, webcasts and more.

Dexus Funds Management Ltd ABN 24 060 920 783, AFSL 238163, as Responsible Entity for Dexus (ASX: DXS)

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<sup>1</sup> The Responsible Entity may (in its absolute discretion) decide to increase the cap to reduce or eliminate the need for Scale Back.

<sup>2</sup> In addition, Security Holders with registered addresses in New Zealand are required to still be a registered holder as at the date of this announcement.

# Security Purchase Plan

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Eligible Security Holders may contribute  
up to \$15,000 in applying for new Securities

**This is an important document that requires your attention.**

Dexus Funds Management Limited ABN 24 060 920 783, AFSL 238163  
as Responsible Entity for Dexus

# Letter from the Chair

4 July 2017

Dear Security Holder

On behalf of the Board of Dexus Funds Management Limited ("**DXFM**"), the Responsible Entity for the trusts that comprise Dexus ("**Dexus**"), I am pleased to offer you the opportunity to participate in the Security Purchase Plan ("**SPP**").

Dexus recently conducted an institutional placement of approximately 49 million Securities at \$10.20 per Security, raising approximately \$500 million ("**Institutional Placement**").

It is intended that the proceeds from the Institutional Placement and the SPP partly fund (together with utilising debt facilities) the following acquisitions:

- two Sydney office buildings being:
  - a 25% interest in MLC Centre, 19 Martin Place, Sydney for \$361.3<sup>1</sup> million; and
  - 100% of 100 Harris Street, Pyrmont for \$327.5<sup>1</sup> million; and
- a core industrial property in Melbourne for \$50.6<sup>1</sup> million.

The proceeds raised from the SPP will also be used to reduce debt.

For further information on the acquisitions please refer to the ASX Announcements released on 21 June 2017 and 30 June 2017 or visit our website at [www.dexus.com](http://www.dexus.com).

## The offer

The SPP is offered exclusively to all Eligible Security Holders, being registered holders as at 7pm (Sydney time) on Tuesday 20 June 2017 ("**Record Date**") with a registered address in Australia or New Zealand. For New Zealand Security Holders, you must still be a Security Holder on the date of this letter. Certain Eligible Security Holders who are custodians holding Securities on behalf of certain beneficiaries are also offered the opportunity to participate in the SPP in accordance with the Terms and Conditions. Excluded Security Holders (as defined in the Terms and Conditions) will not be invited to participate in the SPP.

The SPP provides Eligible Security Holders with an opportunity to contribute \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 in applying for new Securities.

The Issue Price of Securities under the SPP will be \$9.96 per Security ("**Issue Price**"). The Issue Price is approximately the same as the price paid by institutional investors under the Institutional Placement less the estimated distribution for the six months ending 30 June 2017 of \$0.2376 per Security.

The SPP is not underwritten and the total amount to be raised under the SPP will be capped at \$50 million.

If demand exceeds the \$50 million cap:

- Dexus will scale back Applications. If this happens, you may be allocated fewer Securities than the parcel of Securities for which you applied, and you will be refunded the difference in the Application amount (without interest payable on funds prior to your refund); and
- Dexus may (in its absolute discretion) decide to increase the cap to reduce or eliminate the need for scale back.

Participation in the SPP is entirely voluntary. All Securities issued under the SPP will rank equally with existing fully paid Securities and will carry the same voting rights and entitlement to receive distributions. However, the Securities issued under the SPP will not be entitled to receive the distribution for the six months ending 30 June 2017 because the Securities issued under the SPP will be issued and allotted after the relevant ex-distribution date, being 29 June 2017.

No brokerage, commissions or other transaction costs apply to purchases under the SPP.

1 Excluding acquisition costs.

### How to accept this offer

To apply for Securities under the SPP, please follow the instructions online by visiting the Dexus offer website at [www.dexus.com](http://www.dexus.com) or follow the instructions on the enclosed personalised Application Form.

This letter and its attachments set out the details and Terms and Conditions of the SPP. I encourage you to read the enclosed material and seek your own financial and tax advice in relation to the offer, before you decide whether to participate.

The SPP opens at **9am (Sydney time) Tuesday 18 July 2017 and will close at 5pm (Sydney time) on Tuesday 8 August 2017.**

**Applications cannot be processed before Tuesday 18 July 2017. Accordingly, you will not be able to make a payment by BPAY until 18 July 2017.**

On behalf of the Board of DXFM, I invite you to consider participation in the SPP.

Yours sincerely



Richard Sheppard  
Chair  
Dexus Funds Management Limited

***These materials do not constitute an offer to sell, or a solicitation of an offer to buy, any Securities in the United States. The Securities to be offered and sold under the SPP offer have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States, and therefore will only be offered and sold to Eligible Security Holders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.***

# Key Dates

Date (and time if relevant)	Event	
7pm (Sydney time) Tuesday 20 June 2017	Record Date	The date and time on which Dexus determines Eligible Security Holders.
9am (Sydney time) Tuesday 18 July 2017	Opening Date	SPP opens.
Tuesday 18 July 2017	Application processing date	Applications will be processed following this date and BPAY payments can be made on and from this date.
5pm (Sydney time) Tuesday 8 August 2017	Closing Date	SPP closes. Applications must be received by 5pm (Sydney time).
Tuesday 15 August 2017	Scale Back Date	The date on which any Scale Back is announced.
Thursday 17 August 2017	Issue Date and Allotment Date	Securities will be issued and allotted on this date.
Friday 18 August 2017	Trading Date	Trading of Securities allotted under the SPP is expected to commence on ASX.
Monday 21 August 2017	Despatch Date	Transaction confirmations will be despatched to Security Holders after the Allotment Date.

# Questions and Answers

Defined words and expressions used in this booklet and the letter from the Chair are capitalised. See the Definitions section at the end of this booklet for their definition.

## 1. What is the Security Purchase Plan?

The Security Purchase Plan (“SPP”) is an opportunity for Eligible Security Holders to purchase additional Securities without brokerage, commissions or other transaction costs.

All Securities issued to you under the SPP will rank equally with your existing fully paid Securities and will carry the same voting rights and entitlements to receive distributions. However, the Securities issued under the SPP will not be entitled to receive the distribution for the six months ending 30 June 2017 because the Securities issued under the SPP will be issued and allotted after the relevant ex-distribution date, being 29 June 2017.

## 2. Who may participate in the SPP?

You may participate in the SPP if you are an Eligible Security Holder. You are an Eligible Security Holder if you are a registered holder of Securities on the Record Date with a registered address in:

- Australia; or
- New Zealand and you remain a Security Holder on the date of the offer, that is Tuesday 4 July 2017,

unless you are an Excluded Security Holder. Certain Eligible Security Holders who are custodians holding Securities on behalf of certain beneficiaries are also able to participate in the SPP in accordance with the Terms and Conditions.

An Excluded Security Holder is any:

- person who holds Securities (either for their own account or the account of another person) who resides outside Australia and New Zealand; or
- holder of Securities who is, or is acting for the account or benefit of, a person in the United States.

Each custodian, trustee or nominee must not distribute any documents relating to the SPP to any person in the United States and must not submit an Application or make payment by BPAY<sup>®2</sup> or otherwise for Securities for any person for whose account or benefit it acts that is an Excluded Security Holder.

## 3. Do I have to participate in the SPP?

No. Participation in the SPP is entirely voluntary.

If you do not wish to participate in the SPP, no action is required on your part.

Before you apply for Securities, Dexu recommends you seek independent financial and tax advice from your stockbroker, accountant or other professional advisor, and you monitor the price of Securities (which is quoted in the financial pages of the major metropolitan newspapers and on the ASX website). This booklet does not purport to contain all of the information that you need to make an investment decision.

## 4. Can my offer under the SPP be transferred to a third party?

No. Your rights under this offer are personal to you and non-renounceable, so you may not transfer them.

## 5. What is the Issue Price of the Securities under the SPP?

The Issue Price of Securities under the SPP will be \$9.96 per Security. The Issue Price is the same as the price paid by institutional investors under the Institutional Placement less the estimated distribution for the six months ending 30 June 2017 of \$0.2376 per Security.

The Issue Price may differ from the market price of Securities on the day Securities are issued or allotted to you.

The market price or value of Securities is subject to market volatility. It may be higher or lower, at any time, than the Issue Price of the Securities you receive. The market price may change between the date of this offer and the date when Securities are issued or allotted to you under the SPP.

## 6. How many Securities can I apply for under the SPP?

If you are an Eligible Security Holder, you are entitled to contribute \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 in applying for new Securities, regardless of the number of Securities you currently hold. These amounts may be subject to any scale back and rounding.

## Questions and Answers continued

If you receive more than one copy of this booklet, or if you hold Securities in more than one capacity (e.g. because you are both a sole and joint holder of Securities), the maximum amount you may apply to invest under the SPP in all capacities, and in aggregate, is \$15,000. **By applying to purchase Securities under the SPP, you certify you have not exceeded this \$15,000 limit.**

If the Issue Price cannot be divided into \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000, to give a whole number of Securities, there will be a rounding down of the number of Securities. By applying to purchase Securities under the SPP, you acknowledge that any remaining balance of your payment will form part of the assets of Dexus. You will not receive a refund for this amount, which will always be less than the Issue Price of one Security.

### 7. How do I apply for Securities under the SPP?

If you wish to participate in the SPP, you can apply for Securities in the following ways:

- Follow the instructions set out in the enclosed Application Form. Send your completed Application Form with your cheque, bank draft or money order drawn on an Australian branch of a financial institution in Australian currency, made payable to "Dexus SPP Offer" and crossed "Not Negotiable" to Link Market Services Limited in the enclosed reply paid envelope;
- Apply for Securities online by visiting the Dexus Offer website at [www.dexus.com](http://www.dexus.com). You will need to provide your Security Reference Number/ Holder Identification Number, the name on the Application Form enclosed with this letter and your postcode to access the online Application systems and follow the instructions provided; or
- Apply for Securities by making a payment of \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 using the BPAY facility provided by your bank as per the instructions in the Application Form. If you make a payment by BPAY, you will be deemed to have completed an Application Form accepting Securities to the value of \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000. You do not need to return the Application Form if paying by BPAY.

**Applications cannot be processed before Tuesday 18 July 2017. Accordingly, you will not be able to make a payment by BPAY until 18 July 2017.**

You will not be able to withdraw or revoke your Application once you have sent us the completed Application Form, applied online or made a payment by BPAY.

### 8. Can I apply for Securities under the SPP if my Securities are held by a custodian, trustee or nominee?

If you are expressly noted on Dexus's security register as the named beneficiary of Securities held by a custodian, trustee or nominee you will be eligible to participate in the SPP. Please contact the Dexus Information Line on 1800 819 675 (if calling within Australia) or +61 1800 819 675 (if calling from outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday while the offer remains open for further information on how to participate in the SPP.

### 9. How long is the SPP offer open for?

The SPP opens at 9am (Sydney time) on Tuesday 18 July 2017 and closes at 5pm (Sydney time) on Tuesday 8 August 2017.

**If you want to participate you should ensure that Link Market Services Limited receive payment in cleared funds by no later than 5pm (Sydney time) on Tuesday 8 August 2017 (the Closing Date for the SPP).**

### 10. Do I have a guaranteed allocation of Securities under the SPP?

No.

Provided demand does not exceed the \$50 million cap, and you are an Eligible Security Holder and make a valid application in accordance with the Terms and Conditions, then you will receive a parcel of Securities valued at \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 (as specified in your Application Form) at the Issue Price, rounded down to the nearest whole number of Securities.

If demand exceeds the \$50 million cap:

- Dexus will scale back applications. If this happens, you may be allocated fewer Securities than the parcel of Securities for which you applied, and you will be refunded the difference in the application amount (without interest payable on funds prior to your refund); and
- Dexus may (in its absolute discretion) decide to increase the cap to reduce or eliminate the need for scale back.

### 11. What is the market price of Securities?

The market price of Securities can be obtained from the ASX website by searching for "Dexus" in the prices search screen.

## 12. Taxation

You should consult your own taxation advisor about the tax status of your investment in Securities.

### **Foreign Account Tax Compliance Act and Common Reporting Standard**

The Responsible Entity is registered with the U.S. Internal Revenue Service ("**IRS**") as a Reporting Australian Financial Institution under the Agreement between the Government of Australia and the Government of the United States of America to Improve International Tax Compliance and to Implement FATCA signed on 28 April 2014 ("**Australian IGA**"). The Responsible Entity may conduct due diligence on investors to comply with its obligations under the Australian IGA in respect of Dexus and may require investors to provide it with certain information, certifications and/or documentation in respect of their status for the purposes of the U.S. Foreign Account Tax Compliance Act ("**FATCA**") at the time of application for the issue of Securities and/or at any time after the Securities have been issued to the investor.

The Responsible Entity will report information in respect of certain investors and their Securities to the Australian Taxation Office ("**ATO**"). Broadly, the Responsible Entity will report information in respect of investors who are U.S. citizens or residents, certain types of U.S. entities or certain types of non-U.S. entities that are controlled by one or more US citizens or residents. The Responsible Entity will not generally be subject to withholding under FATCA on amounts it receives, and will not generally be required to withhold under FATCA on payments it makes, other than in certain prescribed circumstances. If an investor does not provide the Responsible Entity with the required information, certifications and/or documentation upon request, the Responsible Entity may be required to report information in respect of that investor and its Securities to the ATO. In accordance with the Australian IGA, the ATO will share information reported to it under the Australian IGA with the IRS.

The OECD Common Reporting Standard for Automatic Exchange of Financial Account Information ("**CRS**") also requires certain financial institutions to report information regarding certain accounts to their local tax authority and follow related due diligence procedures. The Responsible Entity is a Reporting Financial Institution for the purposes of the CRS.

On 3 June 2015, Australia signed the Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information and has also concluded separate Competent Authority Agreements with certain jurisdictions ("**Competent Authority Agreements**").

From 1 July 2017, Reporting Financial Institutions are required to apply due diligence procedures relevant to the CRS and to collect and report financial account information in respect of non-residents and their Securities to the ATO. In accordance with the Competent Authority Agreements, the ATO will share certain information reported to it with other jurisdictions.

Investors should consult with their tax advisors for further information on how the Responsible Entity's obligations under FATCA and CRS, and Australian implementing legislation may affect them.

### **Further assistance**

If you have any questions in relation to the SPP please call your stockbroker, accountant or other professional advisor. If you require information on how to complete the Application Form please contact Dexus's Information Line on 1800 819 675 (if calling within Australia) or +61 1800 819 675 (if calling from outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday while the offer remains open.



# Terms and Conditions

Defined words and expressions used in this booklet are capitalised. See the Definitions section at the end of this booklet for their definition.

**IMPORTANT NOTICE: The market price of Securities may rise or fall from now to when the Securities are issued or allotted to you under the SPP. If you apply to participate in the SPP by completing and returning the Application Form (or otherwise making a valid application in accordance with these Terms and Conditions), you are accepting the risk that the market price of Securities may change between the time you make your application and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Securities at a lower price than the Issue Price. Dexu encourages you to seek your own financial and tax advice regarding your participation in the SPP.**

## 1 Offer timetable

- 1.1 This offer is dated, and taken to be made on 4 July 2017.
- 1.2 The offer opens at 9am (Sydney time) on 18 July 2017 ("**Opening Date**") and closes at 5pm (Sydney time) on 8 August 2017 ("**Closing Date**"). Application Forms, online applications and cheques, bank drafts, money orders or BPAY payments may not be processed and may not be valid if they have not been received by the Closing Date. You must allow adequate time for Application Forms and cheques, bank drafts or money orders forwarded by post to be received by the Registry.
- 1.3 Applications cannot be processed before 18 July 2017.
- 1.4 Any reduction in allotments of Securities under the SPP is proposed to be announced on the Scale Back Date ("**Scale Back**").
- 1.5
  - (a) The Securities will be issued on the Issue Date.
  - (b) It is expected that the Securities will be allotted on the Issue Date ("**Allotment Date**").
  - (c) A transaction confirmation is expected to be despatched to you on or around the Despatch Date.

## 2 Eligible Security Holders

- 2.1 You may participate in the SPP if you are an Eligible Security Holder.
- 2.2 If you are the only registered holder of a holding of Securities, but you receive more than 1 offer under the SPP (due to multiple registered holdings), you may only contribute a maximum of \$15,000 in applying for Securities.

- 2.3 If 2 or more persons are recorded in Dexu's security register as jointly holding Securities, they are taken to be a single registered holder of Securities for the purposes of the SPP and they are entitled to participate in the SPP in respect of that single holding only. If as joint holders you receive more than 1 offer under the SPP due to multiple identical holdings, you may still only contribute a maximum of \$15,000 in applying for Securities. An agreement, representation, acknowledgement or certification given by any joint holder of Securities is taken to be an agreement, representation, acknowledgement or certification given by all joint holders.
- 2.4 If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] ("**Custodian**"), you may contribute a maximum of \$15,000 in applying for Securities for each participating beneficiary on whose behalf you or a downstream custodian holds Securities (but joint holders are taken to be a single holder). This is subject to providing the Responsible Entity with a certificate in accordance with clause 3.11(d) by emailing it promptly to [capitalmarkets@linkmarketservices.com.au](mailto:capitalmarkets@linkmarketservices.com.au). If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$15,000 in applying for Securities. You are not eligible to participate on behalf of a person who resides outside Australia and New Zealand.
- 2.5 If you are an Eligible Security Holder, your rights under this offer are personal to you and non-renounceable, so you may not transfer them.
- 2.6 The offer under the SPP is made on the same Terms and Conditions to each Eligible Security Holder (whether you are a custodian or hold Securities on your own account).
- 2.7 Participation in the SPP is entirely optional. If you are an Eligible Security Holder, you can choose whether or not to participate. If you are a Custodian, you can choose whether to extend the offer to your beneficiaries.

## 3 Applications for Securities

### *Limitations on Applications*

- 3.1 Subject to clause 3.2, if you are an Eligible Security Holder, you may apply to purchase a parcel of Securities valued at \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 under the SPP.
- 3.2 This parcel may be subject to a Scale Back and rounding.

- 3.3 Unless you are applying as a Custodian, the maximum amount of \$15,000 applies even if you receive more than 1 Application Form or if you hold Securities in more than 1 capacity (for example, if you are both a sole and joint holder of Securities – see clause 2 above) and irrespective of the number of Securities you hold on the Record Date. The Responsible Entity can reject any application for Securities if the Responsible Entity believes you have not complied with this condition.

**Completing the Application Form and paying for Securities**

- 3.4 If you wish to participate in the SPP, you must either:

- (a) apply online by visiting the Dexus Offer website at [www.dexus.com](http://www.dexus.com);
- (b) complete the enclosed Application Form and return it with a cheque, bank draft or money order for \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 in accordance with the instructions on the Application Form. Cheques, bank drafts and money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Dexus SPP Offer” and crossed “Not Negotiable”. The Responsible Entity will not accept payment by cash; or
- (c) provided you are not a Custodian (see clause 3.11(d)), you can make a payment by BPAY if you have an Australian bank account enabled for this purpose on or after 18 July 2017. BPAY customers must use the unique customer reference number shown on the instructions to the Application Form which is required to identify your holding. If paying by BPAY, you do not need to return your Application Form.

**Note:** By using the BPAY facility to apply for Securities, you represent to Dexus that the total of the application price for the following does not exceed \$15,000:

- i. the Securities you are applying for;
- ii. any other Securities you are applying for under the SPP, or Securities or interests in the class issued under a similar arrangement in the 12 months before your application under the SPP;
- iii. any other Securities or interests in the class which you have instructed a custodian to acquire on your behalf under the SPP; and
- iv. any other Securities or interests in the class issued to a Custodian under an arrangement similar to the SPP in the 12 months before your application under the SPP as a result of you instructing the

Custodian or another Custodian, which resulted in you holding a beneficial interest in the Securities or interests.

Payment in cleared funds must be received by 5pm (Sydney time) on the Closing Date.

**The Responsible Entity’s discretions regarding Applications**

- 3.5 The Responsible Entity has a broad discretion to accept or reject your Application to purchase Securities under the SPP, including if:
- (a) your online application or Application Form is incorrectly completed, incomplete or otherwise determined by the Responsible Entity to be invalid;
  - (b) your cheque or bank draft or money order is dishonoured or has not been completed correctly;
  - (c) the cheque, bank draft or money order that you enclose with your Application Form is not made out for the exact amount as indicated on the Application Form;
  - (d) your BPAY payment is not received or is incomplete or invalid;
  - (e) unless you are applying as a Custodian, it appears that you are applying to buy more than \$15,000 (in aggregate) of Securities under the SPP;
  - (f) if you are a Custodian, the Responsible Entity is not satisfied with your certification for any reason, or if you have not provided certification;
  - (g) cleared funds are not received until after the Closing Date. While the Responsible Entity has the discretion to accept late Application Forms, cheques, bank drafts, money orders or BPAY payments, there is no assurance that it will do so. Late Application Forms and cheques, bank drafts or money orders, if not processed, will be returned to you at your registered address. Late BPAY payments may be returned to you by cheque (or any other method as the Responsible Entity determines) to your registered address; or
  - (h) the Responsible Entity has reason to believe that you are not an Eligible Security Holder (subject to compliance with any applicable ASIC or ASX requirements).

The Responsible Entity must reject applications if required to do so under ASIC Class Order [CO 09/425].

## Terms and Conditions continued

### **Amount to be raised and Scale Back**

- 3.6 Subject to clause 3.7, the Responsible Entity has determined that the amount raised through the SPP is capped at \$50,000,000 ("**Cap**") and accordingly if demand exceeds the Cap the Responsible Entity will have the discretion to Scale Back.
- 3.7 The Responsible Entity may (in its absolute discretion) decide to increase the Cap to reduce or eliminate the need for Scale Back.
- 3.8 If there is a Scale Back you may not receive all the Securities for which you have applied. Each applicant will be treated equally and scaled back on a pro rata basis based on the Parcel applied for. If a Scale Back produces a fractional number when applied to your Parcel, the number of Securities you will be allotted will be rounded down.
- 3.9 If there is a Scale Back, the Responsible Entity will refund to you by direct credit deposit to your nominated bank account or by cheque, the difference between your application money and the total Issue Price for the Securities allotted to you (provided that you will not receive a refund for an amount which is less than the Issue Price of 1 Security).

### **Interest**

- 3.10 No interest will be paid on any Application money returned to you.

### **Significance of applying for Securities**

- 3.11 If you apply to participate in the SPP:
- (a) your Application, on these Terms and Conditions, will be irrevocable and unconditional (it cannot be withdrawn or cancelled);
  - (b) you represent that you are and each person for whom you are acting is an Eligible Security Holder;
  - (c) you certify that, even if you have received more than 1 offer under the SPP or received offers in more than 1 capacity, the aggregate application money paid by you in any capacity (except as Custodian) for:
    - the Securities the subject of your online Application, the Application Form or BPAY payment; and
    - any other Securities issued to you or to a Custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by the Responsible Entity in the 12 months before the date Dexus received your application, is not more than \$15,000. The Responsible Entity and Dexus will take no responsibility for Applications in excess of \$15,000;

- (d) if you are a Custodian and are applying for Securities with a total application price exceeding \$15,000, you agree to certify to us in writing the matters required by ASIC [CO 09/425] condition 9;
- (e) you agree to these Terms and Conditions and you agree not to do anything which would be contrary to the spirit, intention or purpose of the SPP;
- (f) you authorise the Responsible Entity (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- (g) you agree that the Responsible Entity may determine that your Application Form is valid and in accordance with these Terms and Conditions, even if it is incomplete, contains errors or is otherwise defective;
- (h) you agree that your Application is only effective when received by the Registry and not when posted;
- (i) you accept the risk associated with any return of application monies (for example, in the event of a rejected Application) or other refunds that may be despatched to you by cheque or returned money order to your address shown on Dexus's security register;
- (j) you agree to indemnify the Responsible Entity and Dexus for, and to pay to the Responsible Entity or Dexus within 5 business days of demand, any dishonour fees or other costs the Responsible Entity or Dexus may incur in presenting a cheque or bank draft for payment which is dishonoured;
- (k) you acknowledge that none of the Responsible Entity, Dexus or the Registry has provided you with investment advice or financial product advice, and that none of them has any obligation to provide this advice, concerning your decision to apply for and purchase Securities;
- (l) you acknowledge that the booklet that accompanies these Terms and Conditions does not purport to contain all of the information that an investor may require to make an investment decision;
- (m) you acknowledge that neither the Responsible Entity nor Dexus is liable for any exercise of any discretions by any person referred to in these Terms and Conditions;
- (n) you acknowledge that any remaining balance of your payment, due to a rounding down of the number of Securities, will form part of the assets of Dexus (provided that the remaining balance is less than the Issue Price of 1 Security);

- (o) if you make payment of application money by BPAY, you acknowledge that you will be taken to have made all representations, warranties and undertakings set out in the Application Form as if you had validly signed and submitted an Application Form;
- (p) you acknowledge that the Securities have not been, and will not be, registered under the US Securities Act of 1933, as amended ("**U.S. Securities Act**"), or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the Securities to be offered and sold under the SPP offer will only be offered and sold to Eligible Security Holders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
- (q) you agree not to send any materials relating to the SPP to any person in the United States;
- (r) you acknowledge that you have read the statements regarding FATCA and CRS set out in the documentation accompanying these Terms and Conditions and:
  - you agree to provide to the Responsible Entity on request any information, certifications and/or documentation in respect of your status for the purposes of FATCA and CRS (including after the Securities have been issued to you);
  - you warrant that any such information, certification and/or documentation you provide to the Responsible Entity is true and complete and you agree to inform the Responsible Entity within 30 days if a change in circumstances means that such information, certification and/or documentation is no longer correct; and
  - you acknowledge that if you do not provide the Responsible Entity with the required information, certifications and/or documentation upon request, the Responsible Entity may be required to report information in respect of you and your Securities to the Australian Taxation Office; and
- (s) you acknowledge that neither the Responsible Entity nor Dexus, its advisors or agents has provided you with any financial product or investment or taxation advice in relation to the SPP, or has any obligation to provide such advice.

#### **4 Parcel price and number of Securities**

- 4.1 You agree to pay the total application price of:
  - (a) \$2,500;
  - (b) \$5,000;
  - (c) \$7,500;
  - (d) \$10,000; or
  - (e) \$15,000.
- 4.2 The Responsible Entity shall determine the number of Securities to be issued to each Eligible Security Holder who applies for a Parcel, by dividing the value of that Parcel by the Issue Price. If the Issue Price cannot be divided into \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 to give a whole number of Securities, there will be a rounding down of the number of Securities. In accordance with clause 3.11(n), any remaining balance of your payment will form part of the assets of Dexus. You will not receive a refund for this amount, which will always be less than the Issue Price of 1 Security.

#### **5 Issue of Securities**

- 5.1 On the Issue Date, the Responsible Entity will issue the number of Securities to each Eligible Security Holder on the basis set out in clause 4.2.
- 5.2 Securities issued under the SPP will, at the time of issue, rank equally with, and have the same voting rights, distribution rights and other entitlements as existing Securities. However, the Securities issued under the SPP will not be entitled to receive the distribution for the six months ending 30 June 2017 because the Securities issued under the SPP will be issued and allotted after the relevant ex-distribution date, being 29 June 2017.
- 5.3 The Responsible Entity will apply for Securities issued under the SPP to be quoted on ASX.

#### **6 Waiver**

The Responsible Entity reserves the right at any time to waive compliance with any provision of these Terms and Conditions.

#### **7 Underwriting**

The SPP is not underwritten.

#### **8 Settling disputes**

The Responsible Entity may settle in any manner it sees fit, any difficulties, anomalies or disputes which may arise in connection with the operation of the SPP whether generally or in relation to any participant or any Application of Securities. The decision of the Responsible Entity is conclusive and binding on all participants and other persons to whom the determination relates. These rights may be exercised by the Responsible Entity, its Board of Directors or any of their delegates.

# Terms and Conditions continued

## 9 Privacy

- 9.1 Chapter 2C of the Corporations Act requires information about Security Holders (including their name, address and details of the securities they hold) to be included in the public register of the entity in which they hold securities. This information must continue to be included in the public register even if they cease to be a Security Holder.
- 9.2 Dexus and the Registry may collect personal information to process the application and implement the SPP, and to administer holdings of Securities.
- 9.3 The personal information contained in Dexus's security register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Security Holders) and to ensure compliance with legal and regulatory requirements, including taxation laws and the Corporations Act.
- 9.4 The personal information Dexus collects in relation to Security Holders may include the name, address, other contact details, bank account details and details of their holdings of Securities.
- 9.5 Security Holders who are individuals and the other individuals in respect of whom personal information is collected, as outlined above, have certain rights to access, correct or update the personal information held about them, subject to some exceptions allowed by law. Such individuals should contact Dexus's Information Line on 1800 819 675 (if calling within Australia) or +61 1800 819 675 (if calling from outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday while the offer remains open.
- 9.6 Personal information regarding Security Holders may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers, and professional advisors), related entities of Dexus and each of their agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom Dexus will disclose personal information may be located overseas.
- 9.7 The main consequence of not providing the personal information outlined in clauses 9.1 to 9.4 above would be that Dexus may be hindered in, or prevented from, processing applications, and from conducting and implementing the SPP.
- 9.8 The Registry's privacy policy is available on their website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

## 10 Governing law

These Terms and Conditions are governed by the laws in force in New South Wales, Australia and are to be interpreted in accordance with their spirit, intention and purpose.

# Definitions

<b>Allotment Date</b>	The date on which Securities are allotted under the SPP, determined in accordance with clause 1.5(b).
<b>Application</b>	A correctly completed and submitted online application and payment, Application Form and attached application monies, or a payment via BPAY.
<b>Application Form</b>	The Application Form relating to the SPP that you received with this booklet, including the instructions. This may include a deemed Application Form in the same terms, where a valid BPAY payment is made.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691) or the market operated by it, as the context requires.
<b>Closing Date</b>	5pm (Sydney time) on Tuesday 8 August 2017.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>CRS</b>	OECD Common Reporting Standard.
<b>Dexus</b>	Dexus, comprising Dexus Diversified Trust (ARSN 089 324 541), Dexus Industrial Trust (ARSN 090 879 137), Dexus Office Trust (ARSN 090 768 531) and Dexus Operations Trust (ARSN 110 521 223).
<b>Despatch Date</b>	The date on which the transaction confirmation statements are despatched to participating Eligible Security Holders.
<b>Dollars or \$</b>	Australian dollars.
<b>Eligible Security Holder</b>	A person who, at the Record Date, was recorded in Dexus's security register as being a registered holder of Securities with a registered address in: <ul style="list-style-type: none"><li>– Australia; or</li><li>– New Zealand and the person remains a Security Holder on the date of the offer, that is Tuesday 4 July 2017,</li></ul> and who is not an Excluded Security Holder.
<b>Excluded Security Holder</b>	Any of the following registered holders of Securities: <ul style="list-style-type: none"><li>– a holder who holds Securities (either on their own account or the account of another person) who resides outside Australia and New Zealand; or</li><li>– a holder who is, or is acting for the account or benefit of, a person in the United States.</li></ul>
<b>FATCA</b>	U.S. Foreign Account Tax Compliance Act.

## Definitions continued

<b>Institutional Placement</b>	The placement of Securities to institutional investors completed on Thursday 22 June 2017.
<b>Issue Date</b>	Thursday 17 August 2017.
<b>Issue Price</b>	\$9.96 per Security.
<b>Opening Date</b>	9am (Sydney time) on Tuesday 18 July 2017.
<b>Parcel</b>	A parcel of Securities in respect of an amount of \$2,500, \$5,000, \$7,500, \$10,000 or \$15,000 at the Issue Price.
<b>Record Date</b>	7pm (Sydney time) on Tuesday 20 June 2017.
<b>Registry</b>	Link Market Services Limited (ABN 54 083 214 537).
<b>Responsible Entity or DXFM</b>	Dexus Funds Management Limited (ABN 24 060 920 783, AFSL 238163).
<b>Scale Back Date</b>	Tuesday 15 August 2017.
<b>Security or Securities</b>	A stapled security comprising 1 fully paid ordinary unit in each of Dexus Diversified Trust (ARSN 089 324 541), Dexus Industrial Trust (ARSN 090 879 137), DEXUS Office Trust (ARSN 090 768 531) and Dexus Operations Trust (ARSN 110 521 223) and listed on ASX as Dexus (ASX: DXS).
<b>Security Holder(s)</b>	Holder(s) of Securities.
<b>SPP</b>	This Security Purchase Plan.
<b>Terms and Conditions</b>	The terms and conditions of the SPP set out in this booklet, including these Definitions and the Application Form.

Property expertise.  
Institutional rigour.  
Entrepreneurial spirit.



**SRN/HIN/REF:**  
**Entitlement Number:**  
**Record Date**  
**7:00pm (Sydney time):** 20 June 2017  
**Offer Opens**  
**9:00am (Sydney time):** 18 July 2017  
**Issue Price per Security:** A\$9.96

<b>Offer Closes</b> 5:00pm (Sydney time):	<b>8 August 2017</b>
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## SECURITY PURCHASE PLAN ("SPP") APPLICATION FORM

### How do I apply for Securities under this offer?

- Carefully read the booklet (including the Terms and Conditions) accompanying this form
- Decide on the amount you wish to apply for
- Pay for the Securities in accordance with the instructions outlined in this form
  - Option 1: Pay by BPAY®
  - Option 2: Pay by Cheque, Bank Draft or Money Order
- Payments must be in Australian dollars

### PAYMENT OPTIONS

#### Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be made on or after 18 July 2017 and received by the Registry by BPAY® by 5:00pm (Sydney time) on 8 August 2017. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Securities which can be purchased as a result of your Application Payment. If you make a payment by BPAY® and Dexus receives an amount which is not equal to either A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000, Dexus may round down the dollar amount of Securities that you are applying for to the next lowest parcel at its discretion and you will be refunded the difference between the application amount paid and that lower parcel amount (without interest payable on funds prior to your refund). Your Application Payment must be a minimum of A\$2,500.



Billers Code:  
 Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

© Registered to BPAY Pty Ltd ABN 69 079 137 518

#### Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment on or after 18 July 2017.

- Tick the box beside the amount you wish to apply for, either A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Dexus SPP Offer" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000, Dexus may round down the dollar amount of Securities that you are applying for to the next lowest parcel at its discretion and you will be refunded the difference between the application amount paid and that lower parcel amount (without interest payable on funds prior to your refund). Your Application Payment must be a minimum of A\$2,500.
- Enter your contact telephone number on which we may contact you regarding your application for Securities, if necessary.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SECURITY HOLDER AND HOLDING RECORDED ABOVE.**

Please detach and enclose with payment

**SRN/HIN:**  
**Entitlement Number:**

dexus



**A** I/we wish to purchase a parcel of Securities equivalent to the dollar amount of (tick one box only):

<input type="checkbox"/>	A\$2,500	OR	<input type="checkbox"/>	A\$5,000	OR	<input type="checkbox"/>	A\$7,500	OR	<input type="checkbox"/>	A\$10,000	OR	<input type="checkbox"/>	A\$15,000
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**B** Make your cheque, bank draft or money order payable to "Dexus SPP Offer" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

**C** Telephone Number – Business Hours      Telephone Number – After Hours      Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Securities under this SPP, there is no need to take action.
3. Please ensure you have read and understood the booklet accompanying this Application Form (including the Terms and Conditions) and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name of the person or the entity printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application Form will be accepted. The Schedule can be obtained by contacting the Dexus Information Line. **(Applications received by custodians that are not accompanied by the Schedule will be rejected.)**
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of new Securities indicated on this Application Form or BPAY® payment; and
  - any other Securities applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Dexus reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Securities for which they have applied as Dexus may scale back Applications in its discretion.
9. The Offer is being made to Security Holders in Australia and New Zealand only. Subject to the Terms and Conditions, you may participate in the SPP if your address in the Security Registry of Dexus is in Australia or New Zealand as at the record date.
10. Capitalised terms which are not defined in this Application Form have the meaning given to them in the SPP booklet dated 4 July 2017 accompanying this Application Form.

### How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for Securities must be received by the Registry no later than 5:00pm (Sydney time) on 8 August 2017. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut-off time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Dexus  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

or

#### Hand Delivery

Dexus  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (Sydney time) on 8 August 2017. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Dexus reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

**If you require information on how to complete this Acceptance Slip please contact the Dexus Information Line on 1800 819 675 (if calling within Australia) or +61 1800 819 675 (if calling from outside of Australia).**