CFX

CFS Retail Property Trust Group
Agreement to internalise management
18 December 2013

Colonial First State
Global Asset Management

Creating one of Australia's largest fully integrated and independently managed retail property groups

Not for release or distribution in the United States

Contents

CFX

The Independent Directors unanimously recommend the proposal to internalise CFX[1]

DFO Homebush, NSW

1. In the absence of a superior proposal and subject to an Independent Expert's Report concluding that the Proposal is fair and reasonable for, and in the best interests of, CFX securityholders other than the Bank and its associates.

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Note on metrics in this presentation
For clarity, all figures relating to the Proposal in this presentation assume the continued management of QV Retail. CMIL has agreed with the Bank that the property management agreement relating to QV Retail may be terminated, assigned or novated before or within 12 months of the date of completion for consideration to CMIL of $7.7m. The impact this may have on various metrics relating to the Proposal is included in **Appendix 12** of this presentation.

Internalisation of CFX
One of Australia's largest fully integrated and independently managed retail property groups

The proposal	On 24 July 2013, Commonwealth Managed Investments Limited (CMIL) as Responsible Entity (RE) of CFS Retail Property Trust Group (CFX) announced receipt of a preliminary proposal from Commonwealth Bank of Australia (the Bank) for CFX to internalise management and to acquire the retail asset management business and wholesale property funds management rights owned by the Bank (the Proposal)
Independent process	CMIL established an Independent Board Committee (IBC) comprising the three Independent Directors to evaluate the Proposal in accordance with strict corporate governance protocols. The IBC engaged independent advisers to assist in the consideration of the Proposal and undertaking of due diligence
Terms agreed	The Independent Directors of CMIL have agreed the terms of the Proposal with the Bank, and CFX will pay $460m[1] to internalise the management of CFX, which also involves CFX acquiring the Bank's integrated retail asset management business and CFX commencing to manage a number of wholesale property funds
Benefits	The transaction provides significant strategic benefits for CFX securityholders and is expected to deliver 2.2% accretion to forecast distributable income and 4.2% value accretion, on a per security pro forma basis for the year ending 30 June 2014[2]
Unanimous recommendation	The Independent Directors of CMIL unanimously recommend the Proposal, in the absence of a superior proposal and subject to an Independent Expert's Report concluding that the Proposal is fair and reasonable for, and in the best interests of, CFX securityholders other than the Bank and its associates

1. Excludes net assets. Refer to **Appendix 7**.
2. Value accretion captures the benefit of costs of approximately $8m that are saved as part of internalisation which are not fully captured in distributable income on consolidation but will be reflected in property valuations.

Overview of the internalised platform

An integrated retail property funds and asset management platform

QueensPlaza, QLD

- If the Proposal is implemented, CFX will become one of the largest fully integrated and independently managed retail property groups in Australia, with $13.9bn[1,2] in assets under management (AUM), ~850 property professionals, and proven capabilities in investment management, asset management and corporate services
- In addition to CFX's interests in 28[1] retail assets valued at $8.6bn[1] located throughout Australia, CFX will manage $5.3bn[1,2] in retail assets through wholesale property funds and third party mandates
- The RE, along with the retail asset management business will be acquired by a newly incorporated company (CFX Co[3]), which will then be stapled to CFX1 to form the internalised CFX stapled group. CFX Co will also assume the management rights for CFX, a number of wholesale property funds and direct property investment mandates. Refer to **Appendix 10**
- Acquisition consideration incorporates payments to:
  - acquire CMIL, which is the Responsible Entity for CFX and a number of funds[4]
  - allow and enable CMIL to assume the management of CFX and a number of wholesale property funds and other direct property investment mandates
  - acquire the integrated retail asset management business that provides property management, development management and leasing services for CFX-owned and co-owned properties, wholesale property funds and third party mandates

1. Based on 30 June 2013 figures, and adjusted for post balance date items including asset sales, estimated asset revaluations and capital expenditure.
2. Excludes funds in wind-down.
3. This company has been incorporated under the interim name 'Centre Retail Management Limited'.
4. CMIL is also the RE of Commonwealth Property Office Fund (CPA). CPA is subject of two announced off-market takeover bids. Each bidder has stated that if it acquires a majority of CPA units it will seek to replace CMIL as the RE of CPA.

The Proposal

Key transaction terms

Consideration	Payment of $460m[1] by CFX to the Bank represents: – 9.5x pro forma forecast incremental EBIT[2] of $48.5m for the year ending 30 June 2014 – 3.3% of AUM of $13.9bn[3]
Funding	A combination of equity and debt funding is being utilised to maintain CFX's strong balance sheet and capacity to pursue future growth opportunities – ~$280m fully underwritten institutional placement and non-underwritten Security Purchase Plan (SPP) (capped at an aggregate of $15m) – The remainder funded through debt, maintaining capacity (30.0% pro forma gearing), see **Appendix 7**
Responsible Entity	CMIL will be acquired and will remain as RE for CFX and various funds
Branding	Under transition arrangements, CFX will continue to use its existing corporate branding, trademarks and logos but will transition to a new corporate name and brand in due course. No changes are expected to the brands of the directly owned or managed assets. A range of other non-brand-related transition arrangements have also been agreed with the Bank
Securityholder approval	The Proposal is subject to CFX securityholder approval, including a special resolution (75% threshold) to amend the CFX1 constitution and ordinary resolutions (50% threshold) for stapling and related-party matters – A securityholder meeting to consider the Proposal is anticipated to occur in March 2014 and, if approved, implementation is expected to occur shortly thereafter

DFO Homebush, NSW

1. Excludes net assets. Refer to **Appendix 7**.
2. Earnings before interest and tax.
3. Based on 30 June 2013 figures, and adjusted for post balance date items including asset sales, estimated asset revaluations and capital expenditure. Excludes funds in wind-down.

Expected benefits to CFX securityholders

Compelling financial and strategic value

Expected to be accretive to CFX securityholder value	– Pro forma forecast incremental EBIT of $48.5m for the year ending 30 June 2014 – 2.2% accretive to forecast distributable income and 4.2% value accretive, on a per security pro forma basis for the year ending 30 June 2014[1] – Eliminates payments out of CFX relating to funds management and asset management fees[2], giving CFX greater certainty and control over operating costs – Eliminates any future performance fees potentially payable to the Bank[3]
Enhanced governance	– Securityholder election of non-executive CFX Co Board members – Avoids perceived conflicts of interest which may exist within external management models – Management employed and incentivised directly by CFX
Diversification and scale benefits	– Strengthens CFX's market position by creating one of Australia's largest fully integrated and independently managed retail property groups – Provides access to additional income streams through funds management and asset management of co-owned assets, wholesale property funds, and direct property mandates on behalf of third parties – Partnership opportunities with wholesale property funds, mandates and third party property owners

1. Value accretion captures the benefit of costs of approximately $8m that are saved as part of internalisation which are not fully captured in distributable income on consolidation but will be reflected in property valuations.
2. Refer to Appendix 8.
3. The Bank retains its entitlement to a performance fee for the six-month period to 31 December 2013.

Key financial metrics

Distribution and value accretive, with balance sheet strength maintained

Pro forma metrics Assumes implementation of the Proposal and full-year impact of acquisition and equity raising	Pre	Post[1]	Impact
FY14E distributable income[2]	13.3cps	13.6cps	+2.2%
FY14E value[2,3]	13.3cps	13.8cps	+4.2%
NTA (30 June 2013)	$2.04	$1.87	-8.0%
NAV (30 June 2013)	$2.04	$2.02	-0.9%
Gearing (30 June 2013)[4]	29.1%	30.0%	+90bps
S&P credit rating	A	To be confirmed	
MER (pro forma)[5]	60bps	23bps	-37bps

- **Distribution guidance**
  - Estimated distribution for the six months ending 31 December 2013 of 6.8cps
  - Forecast distribution of 13.3cps[2,6] payable for the year ending 30 June 2014, assuming the completion of the Proposal in mid-March 2014 (assuming no further non-core asset sales post the sale of Rosebud Plaza, forecast distribution would be 13.6cps[2,6])

1. Assuming the completion of the ~$280m institutional placement.
2. Assuming $450m of non-core asset sales are completed during FY14, performance fees are payable for the 12-month period for the 'pre' scenario and no performance fee is payable for the 'post' scenario, and there is no unforeseen material deterioration to existing economic conditions. Further assumptions can be found in Appendix 12.
3. Value accretion captures the benefit of costs of approximately $8m that are saved as part of internalisation which are not fully captured in distributable income on consolidation but will be reflected in property valuations.
4. Based on reported gearing as at 30 June 2013 and adjusted for post balance date items including the sale of Rosebud Plaza, proceeds from the June 2013 distribution reinvestment plan, estimated asset revaluations, capital expenditure, interest and fees paid.
5. Management Expense Ratio (MER) calculated on a like-for-like basis excluding asset management fees/costs.
6. Impact of the Proposal on actual FY14 distribution per security is expected to be neutral due to internalised structure only being in place for approximately three months, the additional December 2013 distribution payable on the institutional placement securities, and the issuance of new equity in advance of the completion of the internalisation. Note that a performance fee is payable for the six months to 31 December 2013.

Refer to Appendix 8 and 11.

The internalised CFX
One of Australia's largest fully integrated and independently managed retail property groups

CFX

CFX[1]

30.0% pro forma gearing[2] | **35** retail assets managed[3] | **$13.9bn** AUM | **~850** property professionals | **1.6m+** sqm | **5,000+** retailers | **230m+** customers p.a. | **$9.3bn** retail sales p.a.

Direct investments

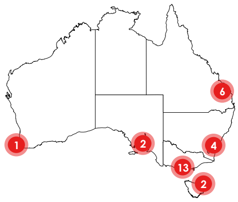
- Owner and manager of interests in a portfolio of quality, predominantly regional and large sub-regional shopping centres, and DFO retail outlet centres in Australia

$8.6bn assets

28 retail assets[3]

99.4% portfolio occ.

6.4% WACR[4]



Strategic partnerships

- Provider of funds management and asset management services to wholesale funds, mandates and partners

15 strategic partners[5]

$5.3bn retail AUM

16 retail assets[3]

Investment management

Portfolio management | Capital management | Capital transactions

Corporate

Finance and tax | Treasury | Strategy
Sustainability | Legal, compliance and risk
Human resources | Research
Investor relations and communications

Asset management

Property management | Development management | Leasing

1. As at 30 June 2013 and adjusted for asset sales post balance date, estimated asset revaluations and capital expenditure. Excludes funds in wind-down.
2. Based on reported gearing as at 30 June 2013 and adjusted for post balance date items including the sale of Rosebud Plaza, proceeds from the June 2013 distribution reinvestment plan, estimated asset revaluations, capital expenditure, interest and fees.
3. Interests in 28 assets are directly held on the CFX balance sheet. Wholesale funds and third party mandates have interests in 16 retail assets, of which nine are co-owned by CFX. Refer to **Appendix 4**.
4. Shopping centre portfolio weighted average capitalisation rate.
5. Three wholesale funds/mandates and 12 asset management partners.

Strategic partnerships opportunity
Expected benefits for strategic partners and CFX

CFX

The Myer Centre Brisbane, QLD

As part of the Proposal, CFX will commence to manage three wholesale funds/mandates[1], and 12 asset management partnerships, which are expected to provide the following enhancements:

Benefits for strategic partners

- Capability to deliver enhanced returns and opportunities
- Certainty of ownership and direction of platform

Benefits for CFX securityholders

- Increased scale and profitability
- Diversifies earnings
- Diversifies capital sources
- Enhances access to opportunities

1. Excludes funds in wind-down.

Management

A highly experienced and stable management team

Management arrangements

- Current CFSGAM Property Managing Director, Angus McNaughton, to be appointed Managing Director and CEO
- Current CFX Fund Manager, Michael Gorman, to be appointed Deputy CEO and Chief Investment Officer
- A new Chief Financial Officer will be appointed and a search is underway
- Continuity of the management team is expected

Key systems, resources and processes

- Appropriate separation and transition arrangements in relation to key systems, resources and processes have been agreed with the Bank to ensure an orderly and efficient management of internalisation
- Limited transition arrangements required for the Melbourne-based retail asset management business as the majority of its key systems and processes currently operate independently of the Bank

Chatswood Chase Sydney, NSW

Proposed CFX Co Board composition

Independence and continuity

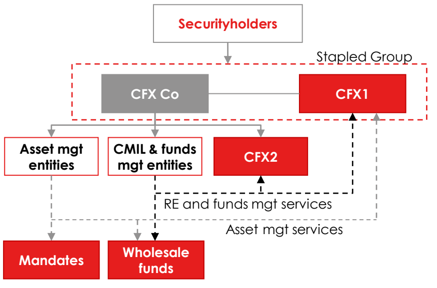
Chadstone Shopping Centre, VIC

Richard Haddock AM	Independent non-executive Chairman
James Kropp	Independent non-executive director
Nancy Milne OAM	Independent non-executive director
Angus McNaughton	Managing Director and CEO

- It is proposed that the CFX Co Board will be made up of eight directors, including a majority of independent non-executive directors and Richard Haddock as the independent Chairman
- Securityholders will have the ability to elect CFX Co Board members as part of ongoing AGM processes
- The three CMIL Independent Directors to remain on the CMIL and CFX Co Boards
- Upon implementation of the Proposal, the non-independent directors, Ross Griffiths and Michael Venter, will resign from the Board of CMIL
- Angus McNaughton, Managing Director, Property, CFSGAM as Managing Director and CEO for the internalised CFX will be invited to join the CMIL and CFX Co Boards
- CFX Co Board will invite two non-executive directors to be nominated by The Gandel Group immediately post implementation, with a further two independent non-executive directors to be appointed in due course

Independent Directors' recommendation and approval requirements
Key conditions

Structure post internalisation



Indicative illustration

Note: See further detail in **Appendix 10**

- The Independent Directors of CMIL unanimously recommend the Proposal, in the absence of a superior proposal and subject to an Independent Expert's Report concluding that the Proposal is fair and reasonable for, and in the best interests of, CFX securityholders other than the Bank and its associates
- The Proposal requires approval by CFX's securityholders voting at an Extraordinary General Meeting expected to be held in March 2014
  - A special resolution (75% threshold) to amend the CFX1 constitution and ordinary resolutions (50% threshold) for stapling and related party matters are required
- Other customary approvals for a transaction of this nature are also required, including ASIC, ASX and court approvals
- The Gandel Group, which owns a 16.8% stake in CFX (and has further 10.0% interest in CFX pursuant to a right of first refusal arrangement with CBA), has indicated its intention to vote in favour of the Proposal, in the absence of a superior proposal and subject to each of the conditions set out below also being satisfied:
  - an Independent Expert's Report concluding (and the Independent Expert maintaining the conclusion) that the Proposal is fair and reasonable for, and in the best interests of, CFX securityholders (other than CBA and its associates)
  - the CFX securityholder vote on the Proposal occurring no later than 30 April 2014
  - the Independent Directors of CMIL continuing to unanimously recommend that CFX securityholders approve the resolutions required to implement the Proposal

Funding via a combination of debt and equity
Fully underwritten institutional placement, and Security Purchase Plan

Institutional placement

- The ~$280m institutional placement is fully underwritten at a fixed issue price of $1.85 per security

Issue price	Discount to last close ($1.90)	Discount to 5-day VWAP ($1.916)	FY14E DPS yield[1]
$1.85	2.6%	3.5%	7.19%

- Institutional placement securities will be issued in December 2013, ranking equally with existing securities and fully entitled to the December 2013 half-year distribution

Security Purchase Plan (SPP)

- The SPP provides an opportunity for eligible Australian and New Zealand securityholders to acquire up to $15,000 of additional securities each, subject to an aggregate cap of $15m
- SPP securities will be issued in January 2014, ranking equally with existing securities, and therefore will not be entitled to the December 2013 distribution
  - Consequently, SPP securities will be offered at the final institutional placement price less the amount of the December 2013 half-year distribution (estimated to be 6.8cps)
- SPP record date is 17 December 2013; further details are expected to be despatched to eligible securityholders on or around 24 December 2013

- The institutional placement and SPP are not subject to CFX securityholder approval of the Proposal
- In the event that the Proposal is not implemented, proceeds from the institutional placement and SPP will initially be used to reduce debt and applied to future development and acquisition opportunities
- The Distribution Reinvestment Plan has been suspended for the December 2013 half-year distribution (estimated to be 6.8cps)

1. Based on FY14 DPS guidance of 13.3cps. Assuming $450m of non-core asset sales are completed during FY14, performance fees are payable for the 12-month period for the 'pre' scenario and no performance fee is payable for the 'post' scenario, and there is no unforeseen material deterioration to existing economic conditions. Further assumptions can be found in **Appendix 12.** Impact on actual FY14 DPS is expected to be neutral due to internalised structure only being in place for approximately three months, the additional December 2013 distribution payable on the institutional placement securities, and the issuance of new equity in advance of the completion of the internalisation.

Proposal timetable
Key events and dates

Key event	Date[1]
SPP record date	Tue, 17-Dec-13
Implementation Deed signed and Proposal announced (trading halt)	Wed, 18-Dec-13
Institutional placement	Wed, 18-Dec-13
Trading in CFX securities resumes	Thu, 19-Dec-13
Settlement of institutional placement securities	Mon, 23-Dec-13
Allotment and trading of institutional placement securities	Tue, 24-Dec-13
Expected SPP offer period opens	Tue, 24-Dec-13
Expected SPP offer period closes	Thu, 23-Jan-14
First court hearing	Feb-14
Notice of Meeting, Explanatory Memorandum and Prospectus issued to securityholders	Feb-14
Securityholder Extraordinary General Meeting	Mar-14

If the Proposal is approved by CFX securityholders	
Second court hearing	Mar-14
Management internalisation is completed	Mar-14
ASX trading of internalised CFX commences	Mar-14

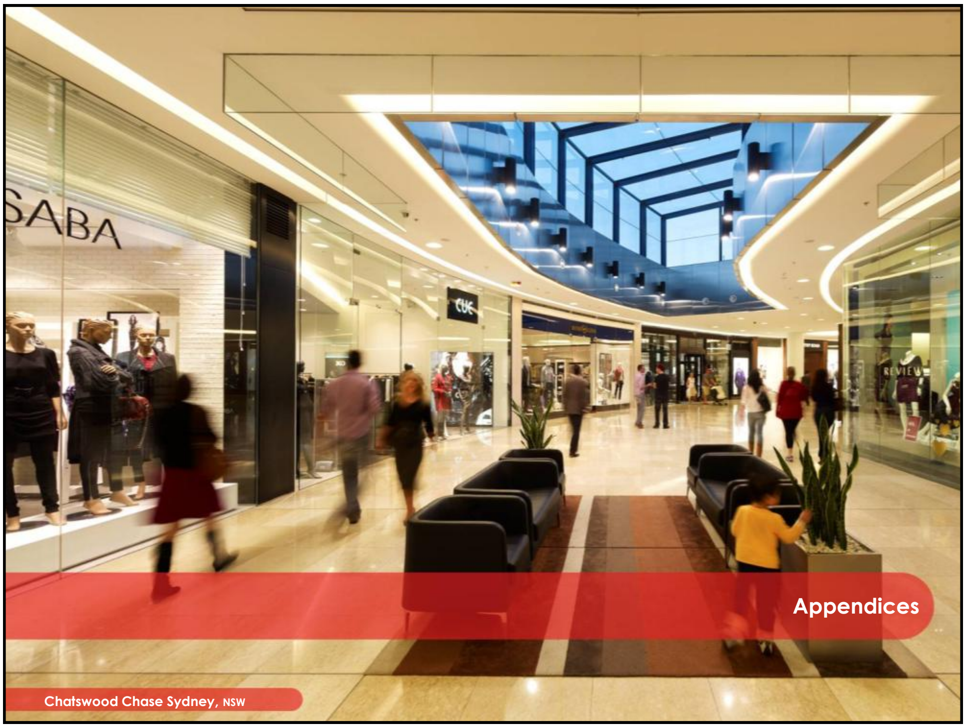
1. These dates are indicative only and may be subject to change and all other conditions being satisfied.

Summary
One of Australia's largest fully integrated and independently managed retail property groups

Expected benefits
- Expected to be accretive to distributions and value, on an FY14 per security pro forma basis
- Enhances governance framework
- Improves long-term earnings growth and diversification
- Provides expanded access to capital funding and co-investment opportunities

Continuity
- Continuity of Board and key management personnel expected
- Strong capital position maintained
- Australian retail property focus maintained
- Arrangements agreed with the Bank to ensure smooth transition

QueensPlaza, QLD



Appendices

Chatswood Chase Sydney, NSW

Appendices
Contents

Chadstone Shopping Centre, VIC

Appendix 1 – Internalised CFX strategy

Vision, objective and strategy maintained

Chadstone Shopping Centre, VIC

VISION – To be the leading Australian retail property group

OBJECTIVE – To provide superior, sustainable, risk-adjusted returns for both our investors and our strategic partners, from the ownership and management of quality Australian retail assets

STRATEGY
- Disciplined investment management
- Intensive asset management
- Culture of excellence
- Strategic partnerships

Appendix 1 – Internalised CFX strategy

Existing strategic focus areas retained in new strategy

QueensPlaza, QLD

Existing

Disciplined investment management
- Maintain focus on retail assets located in Australia
- Enhance portfolio quality through strategic acquisitions and divestments
- Prudent capital management - target gearing range of 25%-35%
- Invest responsibly by managing environmental, social and governance risks

Intensive asset management
- Protect and enhance income through development and implementation of strategic asset plans
- Active remixing of tenants and superior operational management to optimise returns for our investors and our strategic partners

New to CFX

Culture of excellence
- Attract, develop and retain the best talent
- Efficient and effective systems and processes
- Sustained focus on continuous improvement and efficiency

Strategic partnerships
- Focus on retail sector funds and mandates
- Strengthen existing relationships with wholesale funds, mandates and partners
- Target like-minded domestic and offshore partners with long-term investment objectives

Appendix 2 – Near-term strategic focus post internalisation

Key elements

Disciplined investment management	**Transact to enhance portfolio quality** – Actively pursue the sale of non-core assets – Reinvestment of proceeds from non-core asset sales **Maintain a strong balance sheet** – Maintain conservative gearing profile and a competitive cost of debt – Investigate opportunities to extend and/or diversify sources of debt **Continue to lead our retail peers in responsible investment** – Undertake NABERS ratings of portfolio and establish asset performance targets – Maintain best practice in corporate governance
Intensive asset management	**Progress developments** – Complete and open Emporium Melbourne and DFO Homebush projects fully leased – Progress design development of Chadstone Shopping Centre – Continue to master plan other planned projects **Continue to tailor tenant mix to each centre's trade area** **Maintain effectively full occupancy**
Culture of excellence	**Commence integration of systems and processes** **Maintain continuous improvement and efficiency programs** **Establish new corporate brand and foster a culture of excellence**
Strategic partnerships	**Continue to develop relationships and allocate capital** – Progress appropriate asset acquisition opportunities – Continue development of capital partnering/relationships to leverage the CFX platform

Appendix 3 – Strategic partnerships strategy

Leverage CFX's leading platform and capabilities

- Focus will be on maintaining and establishing long-term partnerships with a select number of partners with similar investment and asset management philosophies

Two key areas of focus for partnering

Wholesale property funds and mandate partners

- The existing platform manages three wholesale funds/mandates[1]
- Focus on retail sector funds and investment mandates
- Targeting large domestic and offshore partners with long-term investment horizons
- Potential for co-investment by CFX to demonstrate alignment
- Potential to 'seed' new funds utilising CFX's balance sheet where appropriate

Asset management partners

- The existing platform currently manages assets for 12 strategic partners
- Preference for 'full service' mandates (property management, development management and leasing)
- Third party asset management mandates will be considered where there is a clear long-term asset ownership or partnership strategy

Chatswood Chase Sydney, NSW

1. Excludes funds in wind-up.

Appendix 4 – Overview of proposed strategic partnerships

Fund and asset management services provided to wholesale funds, mandates and partners

CFX

Wholesale funds and mandate partners[1]

- $1.8bn FUM
- 3 funds / mandates
- 9 retail assets

CFSGAM Property Retail Partnership (CRP)

- A closed-end fund with investments in a diversified portfolio of Australian retail assets

Commonwealth Bank Group Super

- A diversified mandate

CFSGAM Property Enhanced Retail Fund (CERF)

- Newly created closed-end fund with ~$600m of committed equity, which invests in Australian sub-regional and neighbourhood shopping centres

1. As at 30 June 2013 adjusted for post balance date divestments and funds in wind-up.

Asset management partners

- $3.7bn AUM
- 12 partners
- 7 retail assets

Partners include:

The Gandel Group

- Co-owner with CFX of Chadstone, the largest super-regional shopping centre in Australia

GIC

- Co-owner with CFX of the Myer Melbourne department store and Emporium Melbourne development

Canada Pension Plan Investment Board

- Co-owner with CFX of Northland, a major regional shopping centre

Industry Superannuation Property Trust

- Co-owner with CFX of The Myer Centre Brisbane, a CBD-regional shopping centre

Appendix 5 – Proposed Board and key management

Biographies

CFX

Richard Haddock AM

Independent non-executive Chairman

- Mr Haddock has had a long career in financial services and was Deputy General Manager, Australia at BNP Paribas, Sydney from 1988 to 2001. Mr Haddock is a Fellow of the Australian Institute of Management, the Financial Services Institute of Australia and the Australian Institute of Company Directors
- Mr Haddock is the Chairman of CMIL; a Director of Centre Retail Management Limited; a director of Retirement Villages Group Fund; the honorary treasurer and a national director of Caritas Australia; the chairman of Catholic Care; the chairman of the Australian Catholic Superannuation and Retirement Fund; and chairman of St Vincent's Curran Foundation

James Kropp

Independent non-executive Director

- Mr Kropp was a senior audit and risk management consulting partner in the Sydney office of PricewaterhouseCoopers for over 18 years, retiring from the practice in December 1999. Mr Kropp is a Fellow of CPA Australia and was its National President in1995–96
- Mr Kropp is Chairman of CMIL's Audit Committee. Mr Kropp is a Director of CMIL; a Director of Centre Retail Management Limited and a director of the Royal Institute for Deaf and Blind Children

Nancy Milne OAM

Independent non-executive Director

- Ms Milne is a lawyer with over 25 years' experience, with primary areas of legal expertise in insurance and reinsurance, risk management, corporate governance and professional negligence. Ms Milne was at Clayton Utz as a partner until 2003 and as a consultant until 2012 and is a member of the Australian Institute of Company Directors
- Ms Milne is a Director of CMIL; a Director of Centre Retail Management Limited; a director of Australand Holdings Limited (and chair of the Risk and Compliance Committee, and a member of the Remuneration and Nominations Committee); chair of Securities Exchange Guarantee Corporation Limited; a director of Australian International Disputes Centre Limited; a director of Good Beginnings Australia; and, a director of Crowe Horwath Australasia Ltd

Angus McNaughton

Managing Director and CEO

- Mr McNaughton currently oversees the performance and strategic direction of the funds and businesses managed within the property division of Colonial First State Global Asset Management, including listed property, wholesale property and retail asset management and development
- Mr McNaughton, who was appointed to his present role in November 2011, has more than 20 years' experience in the property sector . He has been employed in the broader Colonial First State Global Asset Management group for nearly 15 years in various roles, including Head of Wholesale Property and Chief Executive of the Manager of Kiwi Income Property Trust, which is New Zealand's largest diversified listed property trust

Michael Gorman

Deputy CEO and Chief Investment Officer

- Mr Gorman is currently responsible for all aspects of management of CFX, including strategic direction, performance, financial analysis, acquisitions and disposals. Mr Gorman also works closely with the retail management team to optimise the performance of CFX's portfolio
- He has more than 25 years' property investment experience and, prior to joining Colonial First State Global Asset Management in February 2003, Mr Gorman worked at Lend Lease for 10 years . During that time, he held a variety of positions, including Retail Portfolio Manager, General Property Trust and CEO of the Lend Lease Foundation

Appendix 6 – Proposed management structure

Expected continuity of management, with significant retail property experience and expertise

Managing Director and CEO
Angus McNaughton

Investment management

- **Deputy CEO and Chief Investment Officer** – Michael Gorman
- **Head of Capital Transactions** – John Chantrell
- **Joint Head of Wholesale** – Jason Ferris
- **Joint Head of Wholesale** – Michael Brown

Corporate

- **Chief Financial Officer** – New hire
- **General Counsel** – Brian McFadyen
- **Head of Strategy** – Adrian Chye
- **Head of Investor Relations and Communications** – Penny Berger
- **Head of Human Resources** – Eileen Kershaw
- **Company Secretary** – Michelle Brady

Asset management

- **COO and Head of Asset Management** – David Marcun
- **Head of Development** – Anthony Gilchrist
- **Head of Leasing** – Stuart Macrae
- **Head of Retail Operations** – George Karabatsos

Appendix 6 – Proposed management structure

Focused on driving asset performance through the cycle

- CFX will have one of Australia's largest fully integrated retail property funds and asset management platforms
- The platform's capabilities encompass end-to-end investment management, corporate and asset management services to $13.9bn[1] of assets under management
- ~850 property professionals

Investment management

Portfolio management

- Strategic capital allocation, asset selection and portfolio diversification

Capital management

- Structuring and execution of equity and debt capital market activities

Capital transactions

- Origination, due diligence and execution of property transactions

Corporate

- **Finance and tax**
- **Treasury**
- **Strategy**
- **Sustainability**
- **Legal, compliance and risk**
- **Human resources**
- **Research**
- **Investor relations and communications**

Asset management

Property management

- Strategic asset planning, asset optimisation and day-to-day management

Development management

- Project planning, design, management, leasing and delivery

Leasing

- Tenant origination, tenant mix enhancement and tenant relations

1. Based on 30 June 2013 figures, adjusted for asset sales post balance date, estimated asset revaluations and capital expenditure. Excludes funds in wind-down.

Appendix 7 – Funding
Sources and uses

- Internalisation to be funded via a mix of equity and debt to maintain a strong balance sheet
- Net assets to be acquired include cash, receivables, payables and property, plant and equipment
- Transaction costs include stamp duty, one-off internalisation costs (rebranding and separation costs), advisory costs and equity raising fees

Sources	$m	%
Equity funding	280	55
Debt funding[1]	226	45
Total sources	**506**	**100**

Uses	$m	%
Proposal consideration[2]	460	91
Management business net assets	15	3
Transaction costs	31	6
Total uses	**506**	**100**

1. To be reduced by funds raised under the SPP.
2. Consideration to acquire relevant management entities, terminate certain management contracts and facilitate transfer of employees and systems.

Appendix 8 – Pro forma distributable income
FY14 pro forma (assuming 1 July 2013 implementation)

$m	CFX	CFX Co	Adjustments	CFX internalised
Net rental income	528	-	43 [1]	571
Other income	12	-	(10) [2]	2
FM fee revenue	-	60	(48) [3]	11
PM fee revenue	-	76	(45) [1]	32
DM fee revenue	-	22	(14) [4]	9
Total income	**541**	**158**	**(74)**	**625**
RE fees	(48)	-	48 [3]	-
Corporate and admin costs	(4)	(99)	7 [4]	(96)
Other expenses	-	(11)	10 [2]	(1)
Total expenses	**(52)**	**(110)**	**66**	**(97)**
EBIT	**488**	**48**	**(8)**	**529**
Net interest expense	(109)	-	(10)	(119)
Tax	-	-	(1)	(1)
Distributable income	**380**	**48**	**(20)**	**409**
Securities on issue (m)	2,858		151[2]	3,010
DPS (cps)	**13.3**			**13.6**

Totals may not sum due to rounding.

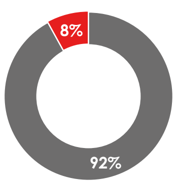
1. Excludes Other income.
2. Assumes institutional placement issue price of $1.85 per security.

Refer to Appendix 12.

Revenue split[1]

Net rental income

Strategic partnership fee revenue



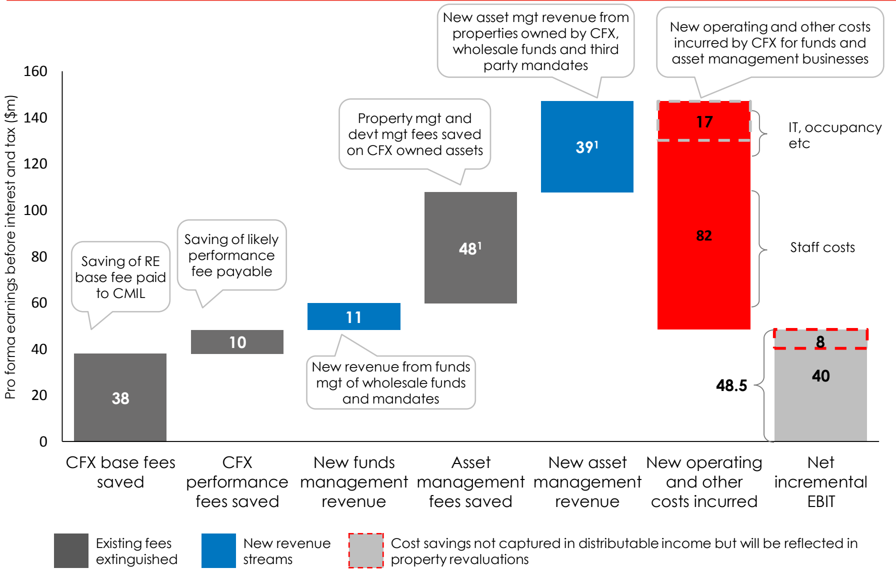
■ Net rental income
■ Strategic partnership fee revenue

Adjustments

1. Inter-entity property management (PM) fees eliminated upon consolidation – difference due to leasing amortisation expense captured in Net rental income and leasing fees captured in PM fee revenue
2. Inter-entity alignment fees eliminated upon consolidation
3. Inter-entity RE fees eliminated upon consolidation
4. Inter-entity development management (DM) fees revenues eliminated, partly offset by capitalised direct development expenses

Appendix 9 – Composition of pro forma incremental EBIT

FY14 EBIT waterfall chart

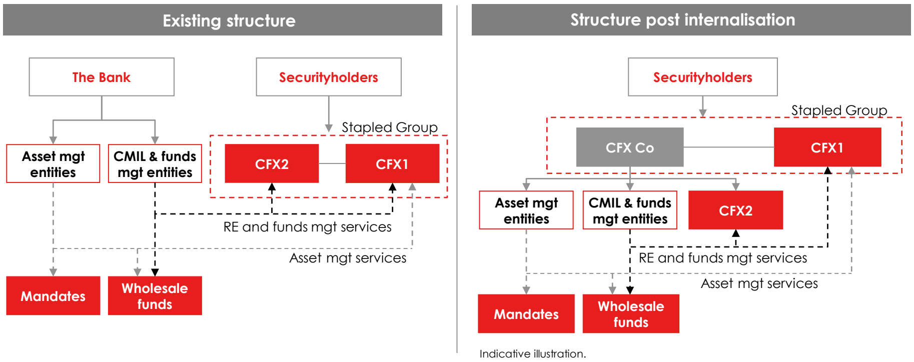


1. Excluding alignment fees.

Appendix 10 – CFX corporate structure

Pre and post internalisation

- The RE (CMIL) and asset management entities owned by the Bank will be acquired by the newly formed CFX Co, and will form part of the stapled group
- CFX2 will be de-stapled from CFX1 and will be acquired by CFX Co[1]
- CFX Co will provide management services to CFX's directly-owned assets, wholesale funds and mandates

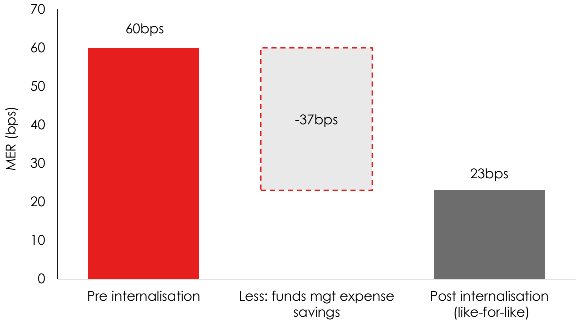


Indicative illustration.

1. CFX securityholders will be asked to approve the de-stapling at the Extraordinary General Meeting. If this is not approved, CFX2 will remain stapled to CFX1 and CFX will operate as a triple stapled group.

Appendix 11 – Management expense ratio
Savings delivered

- RE base and performance fees payable by CFX to the Bank under the current external management arrangements contribute to an MER of 60bps
- Post internalisation, the MER of CFX on a like-for-like[1] basis is expected to reduce by 37bps to 23bps, representing a saving of $32m



1. Based on investment management expenses only.

Appendix 12 – Summary of key assumptions

CFX standalone

- FY14 distribution guidance of 13.3cps is based on the following key assumptions:
  - The sale of $450m of non-core assets in the period (noting that Rosebud Plaza was sold for $100m in November 2013)
  - No unforseen and material changes to economic conditions that might affect tenants' ability to pay rent
  - No material increase in vacancy
  - That all the debt falling due for renewal is refinanced at CFX's current average cost of debt (~5.5%)
  - Completion of the redevelopment of DFO Homebush by June 2014, and Emporium Melbourne at or near the end of the first quarter of 2014, with all tenancies leased and trading
  - Payment of performance fees for the 12 months ending 30 June 2014
- Gearing of 29.1% is based on reported gearing as at 30 June 2013 adjusted for post balance date items including the sale of Rosebud Plaza, estimated asset revaluations, proceeds of the June 2013 distribution reinvestment plan, capital expenditure, interest and fees paid

Pro forma assumptions

- Income forecasts assume the transaction occurs on 1 July 2013
- Incremental cost of debt assumed to be in line with CFX's current cost of debt (~5.5%)
- Incremental FY14 EBIT of $48.5m
- Transaction costs include potential stamp duty, adviser fees and one-off separation costs
- No performance fee is paid for FY14
- Successful $280 million equity raising through institutional placement

Appendix 12 – Summary of key assumptions

- CMIL has agreed with the Bank that the property management agreement relating to QV Retail may be terminated, assigned or novated before or within 12 months of the date of completion for consideration to CMIL of $7.7m. The impact this may have on various metrics relating to the Proposal is provided below

Pro forma metrics	Assumed transaction	Excluding QV Retail
Total AUM[1,2]	$13.9bn	$13.7bn
Consideration to CBA[3]	$460m	$452m
Incremental EBIT	$48.5m	$47.4m
Gearing		
- pre transaction[4]	29.1%	29.1%
- post transaction	30.0%	30.0%
Accretion per security		
- distributable income[5]	2.2%	2.0%
- value[5]	4.2%	4.1%
Asset management partnerships[2,6]		
- AUM	$3.7bn	$3.5bn
- number of assets	7	6
- strategic partners	12	10

Notes

1. Based on 30 June 2013 figures, and adjusted for post balance date items including asset sales, asset revaluations and capital expenditure.
2. Excludes funds in wind-down.
3. Excludes net assets. Refer to **Appendix 7**.
4. Based on reported gearing as at 30 June 2013 and adjusted for post balance date items including the sale of Rosebud Plaza, proceeds from the June 2013 distribution reinvestment plan, estimated asset revaluations, capital expenditure, interest and fees paid.
5. Value accretion captures the benefit of costs of approximately $8m that are saved as part of internalisation which are not fully captured in distributable income on consolidation but will be reflected in property valuations.
6. As at 30 June 2013 and adjusted for asset sales post balance date and funds in wind-down.

Appendix 13 – Key risks

Statutory disclosure

This section summarises the key risks that may affect the future performance of an investment in CFX. This is not an exhaustive list of the relevant risks. If any of the following risks materialise, CFX business, financial condition and operating results are likely to be adversely impacted. Additional risks not presently known to CMIL or, if known, that are not presently considered material, may also have an adverse impact.

In deciding whether to participate in the Placement or the SPP, you should read this presentation in its entirety and carefully consider the risks outlined in this section. You should also consider consulting your financial or legal adviser so as to ensure you understand fully the terms of the Placement and the SPP and the inherent risks.

Risks relating to the Proposal include the following:

Completion risk

Completion of the Proposal is subject to a number of conditions including CFX securityholder approval and an Independent Expert's Report concluding that the Proposal is fair and reasonable for, and in the best interests of, CFX securityholders other than CBA and its associates. It is possible that these conditions may not be satisfied and that the Proposal may not proceed. The Placement and SPP will occur prior to, and are not subject to, completion of the Proposal. If, for whatever reason, the Proposal does not proceed, CFX will use the funds to reduce debt and to fund future capital expenditure and acquisition opportunities.

Risk of being required to pay compensation and/or a reimbursement fee

CMIL may be required to pay a compensation fee of $50m to CBA (less any amount received by the CBA group to facilitate a change in control of CMIL or for transfer or termination of the rights to manage the CFX group or its assets) if the internalisation does not complete and where a competing proposal is announced by a third party during the period commencing on the date of the Implementation Deed and ending on the earlier of termination of the Implementation Deed or 31 May 2014 (the Exclusivity Period) and within one year of the Exclusivity Period ending that third party acquires at least 50% of CFX1 assets (by value) or becomes registered as the holder of at least 50% of CFX stapled securities.

CMIL may be liable to pay a reimbursement fee to CBA of $5m if, prior to the end of the Exclusivity Period:

a) any independent director withdraws or adversely modifies their support of the Proposal or their recommendation that CFX securityholders vote in favour of the Proposal, or adversely qualifies their recommendation so that there is no longer majority independent director support for the Proposal (except where the Independent Expert's Report concludes that the internalisation is not fair and reasonable for, or in the best interests of CFX securityholders, other than where that conclusion is based upon a competing proposal);
b) during the Exclusivity Period, a majority of the independent directors support, or recommend that CFX securityholders vote in favour of or support, a competing proposal announced during the Exclusivity Period; or
c) a competing proposal is announced during the Exclusivity Period, and within one year of the date of such announcement, the person making the proposal or their associate enters into an agreement or understanding with CMIL or one or more of the independent directors requiring CMIL to abandon, cease to recommend or fail to proceed with the internalisation.

If the above fees become payable, this may adversely impact the financial performance of CFX.

Appendix 13 – Key risks
Statutory disclosure

Income from funds management and asset management

If the Proposal is implemented, CFX will receive fees for asset management, funds management and mandates. These fees include funds management fees, property management fees, development management fees, leasing fees and other fees. These fees may be at risk in the event: CFX might not be able to maintain its existing wholesale funds and/or investment mandates; CFX is unable to raise new equity for future wholesale funds and/or investment mandates; or CFX is not able to maintain or receive new third party asset management mandates. All of these factors would have a negative impact on fee income and hence distributions.

Transition

If the Proposal is implemented, CFX will no longer be managed by CBA. There are risks associated with the transition to an internalised management structure and the loss of the formal relationship with CBA (other than certain transitional arrangements). There are some functions that are currently provided by the CBA group that CFX will have to provide or procure itself following implementation of the Proposal. There is a risk that CFX will be unable to obtain the services at the same cost or quality as was previously provided by CBA, or that the costs of transitioning existing services is greater than expected.

Funding of purchase price

The placement agreement includes certain rights of the underwriter to terminate the agreement in circumstances which may not also entitle CFX to terminate the Implementation Deed. While the termination rights of the underwriter are considered to be consistent with market practice, some of those rights could arise in circumstances outside CFX's control.

In addition, CFX intends to fund the purchase price in part by entering into a new debt facility. There is a risk that CFX will not obtain the necessary funding or that the cost of such funding is significantly higher than expected, which may have an adverse impact on CFX's performance and financial position.

There is therefore a risk that CFX has an obligation to pay the purchase price but does not have the necessary amount of funding available. In this instance, CFX would need to seek to put in place new financing arrangements, the terms of which may be less attractive than the proposed acquisition funding mix. If no alternative financing is available, CFX may need to realise assets and the subsequent sale of CFX properties may result in significant financial loss to CFX.

Information and due diligence

If any of the data or information provided to and relied upon by CFX in its due diligence process and its preparation of this presentation proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of CFX post implementation of the Proposal may be materially different to the financial position and performance expected by CFX and reflected in this presentation.

Appendix 13 – Key risks
Statutory disclosure

Risks relating to CFX include the following:

Lease default, non-renewal and vacancy

There is a possibility that tenants may default on their rental or other obligations under leases with CFX, leading to a reduction of income received by CFX. In addition, there is a risk that if CFX is not able to negotiate lease extensions with existing tenants at the end of the lease terms, or replace the leases on expiry with leases at equivalent rates, there may be a significant impact on the distributable income of CFX and the value of the particular property involved. The ability of CFX to secure lease renewals or to obtain replacement tenants may be influenced by any leasing incentives granted to prospective tenants and increased competition in the sector which in turn may increase the time required to let vacant space.

Funding risk

In order to fund future capital expenditure and acquisitions, CFX relies on equity, debt and hybrid funding along with the refinancing of existing debt facilities. An inability to obtain the necessary funding or refinancing of an existing arrangement, or a material increase in the cost of such funding, may have an adverse impact on CFX's performance and financial position. CFX's debt facilities presently include and will most likely in the future include various financial covenants which, if breached, may result in CFX paying a higher rate of interest or being required to repay such facilities immediately or on short notice. Alternative financing may be on less favourable terms or may not be available at all. If no alternative financing is available, CFX may need to realise assets and the subsequent sale of CFX properties may result in significant financial loss to CFX.

Capital expenditure

CFX remains responsible for capital expenditure for its assets. CFX may incur unforeseen capital expenditure from time to time which may adversely impact CFX.

Development risk

CFX has a number of projects currently under construction. For these and for all future development activity undertaken by CFX, achieving target returns will depend on both achieving practical completion on program and achieving targets for leasing income. This may expose CFX to risks associated with development such as counterparty risk, contract risk, default risk, building risk, leasing risk and market risk.

Insurance risk

The Responsible Entity and CFX are exposed to insurance risk in terms of the adequacy of cover for events arising in respect of assets, contractors and service providers, including both failure to insure and underinsurance for events. In the event that there are insufficient insurance arrangements in place, CFX may be exposed to materially significant capital loss, or losses that may impact revenue generation and the overall financial performance of CFX.

Appendix 13 – Key risks
Statutory disclosure

Environmental issues

As a property owner, CFX is exposed to the risk that under various Federal, State and local environmental laws, it may be liable for the cost of removal or remediation of hazardous or toxic substances on, under, in or emanating from the properties in its portfolio. In common with all other owners of property, there remains a risk that environmental laws and regulations may become more stringent or that environmental conditions on or near the properties, presently known or unknown, may have a material adverse effect on the properties in the future.

Retention of personnel

If the Proposal is implemented, CFX will directly employ its staff. It is expected that employment agreements for all current key executives will be entered into by the time of despatch of the Notice of Meeting, Explanatory Memorandum and Prospectus for the Proposal. CFX's success will depend in part on the ability of executive officers, senior management, and employees to operate effectively, both individually and as a group. Further, CFX's success will largely depend on its ability to attract and retain highly qualified management and personnel. Whilst CFX will have either contracts of service or employment with its key personnel, it cannot ultimately prevent any of these persons from terminating their respective contracts. The loss of the services of these individuals or any other key personnel could have an adverse effect on CFX.

Acquisitions and development

From time to time, CFX will be involved in the acquisition of properties to add to its property portfolio. While it is CFX's policy to conduct a thorough due diligence process in relation to any such acquisition, risks remain that are inherent in such acquisitions. CFX may also be involved in the development of properties. Development risks include leasing risk and changes in construction costs and development timetables.

Taxation consequences

If the Proposal is implemented, CFX will make a return of capital to securityholders which will be compulsorily applied on behalf of CFX securityholders towards the acquisition of shares in CFX Co. This return of capital will give rise to CGT Event E4 for CFX securityholders, reducing the cost base of their units in CFX. If the cost base is reduced below nil, a capital gain will arise. As securityholders are not receiving any proceeds from the return of capital (as proceeds are compulsorily applied towards the acquisition of CFX Co shares), this is likely to give rise to an unfunded tax liability for those securityholders with this capital gain.

Investment risk

While an investment in CFX is not a direct property investment, it remains indirectly exposed to risks associated with the retail property sector. On this basis it should be highlighted that CFX will be exposed to risks which may increase the likelihood of default by one of its tenants under their lease and decrease the rent payable in respect of properties owned by CFX in any new lease. The value of CFX's property assets may fluctuate depending on the property market conditions in which CFX operates and ultimately this may affect the performance of CFX, including distributions paid by CFX and the market price of CFX securities.

Appendix 13 – Key risks
Statutory disclosure

Geographical concentration risk

CFX's portfolio is 100% located in Australia. Estimated at 31 December 2013, CFX's portfolio had a 16% exposure (by value) to New South Wales, 55% exposure to Victoria, 17% exposure to Queensland, 6% exposure to South Australia, 3% exposure to Western Australia and 3% exposure to Tasmania. Any decline in shopping centre values or any event or occurrence which has an effect on the value of shopping centres in Australia, especially Victoria, may have a material adverse effect on the business, financial condition, results of operations and/or prospects of CFX.

Force majeure risk

There are some events that are beyond the control of CFX or the Responsible Entity or any other party including acts of God, fires, floods, earthquakes, wars, strikes and acts of terrorism. Some force majeure risks are effectively uninsurable, and if such events occur they may have materially adverse effects on CFX.

Brand risk

Austexx has been licensed to use the 'DFO' and 'Homemaker Hub' brands (the 'brands') in Australian Capital Territory, Queensland and Tasmania. The improper use of the brand by Austexx may have an adverse impact on the brands including those assets owned by CFX. CFX has the right to enforce the proper use of the brands by Austexx.

General investment risks include the following:

Economic and market conditions

CFX may be adversely impacted by many factors including changes in general economic conditions such as interest rates, inflation, retail spending levels, consumer confidence levels and general market conditions. A number of factors affect the performance of the stock markets, which could affect the price at which the CFX securities trade on the ASX. Among other things, movements on international and domestic stock markets and in interest rates, inflation and inflationary expectations and overall economic conditions, as well as government taxation and other policy changes may affect the demand for, and price of, CFX securities. Volatility in the Australian or international financial markets may influence the trading price of CFX securities on the ASX.

Interest rate risk

Funding cost fluctuations in interest rates, to the extent that they are not hedged, may adversely impact on the cost of debt and result in decreased earnings available for distribution to holders of CFX securities. Increases in interest rates will adversely affect the performance of CFX once any hedge expires.

Appendix 13 – Key risks
Statutory disclosure

Changes in applicable law

The Responsible Entity must comply with various legal requirements including requirements imposed by securities laws and company laws in Australia. Should any of those laws change over time, the legal requirements to which the Responsible Entity and CFX may be subject could differ materially from current requirements.

Climate change risk

CFX may be exposed to a number of potential impacts of climate change over time which could lead to demographic changes, change in consumption patterns, physical risks to property and falling property values.

Appendix 14 – Offer jurisdictions
Statutory disclosure

This document does not constitute an offer of CFX securities in any jurisdiction in which it would be unlawful. CFX securities may not be offered or sold in any country outside Australia except to the extent permitted below.

Canada

This document constitutes an offering of CFX securities only in the Provinces of Alberta, British Columbia, Ontario and Quebec (the 'Provinces') and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such CFX securities. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are 'accredited investors' within the meaning of NI 45-106 – *Prospectus and Registration Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the CFX securities or the offering of CFX securities and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of CFX securities or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the CFX securities in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the CFX securities outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the CFX securities.

CFX, and the directors and officers of CFX, may be located outside Canada, and as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon CFX or its directors or officers. All or a substantial portion of the assets of CFX and such persons may be located outside Canada, and as a result, it may not be possible to satisfy a judgment against CFX or such persons in Canada or to enforce a judgment obtained in Canadian courts against CFX or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defences contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

Appendix 14 – Offer jurisdictions
Statutory disclosure

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the CFX securities purchased pursuant to this document (other than (a) a 'Canadian financial institution' or a 'Schedule III bank' (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against CFX if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against CFX. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the *Securities Act* (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the CFX securities during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against CFX, provided that:

a) CFX will not be liable if it proves that the purchaser purchased the CFX securities with knowledge of the misrepresentation;
b) in an action for damages, CFX is not liable for all or any portion of the damages that CFX proves does not represent the depreciation in value of the CFX securities as a result of the misrepresentation relied upon; and
c) in no case shall the amount recoverable exceed the price at which the CFX securities were offered.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations

Prospective purchasers of the CFX securities should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding, or disposition of the CFX securities as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada

Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the CFX securities (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Appendix 14 – Offer jurisdictions
Statutory disclosure

European Economic Area – Belgium

The information in this document has been prepared on the basis that all offers of CFX securities will be made pursuant to an exemption under the Directive 2003/71/EC ('Prospectus Directive'), as amended and implemented in Member States of the European Economic Area (each, a 'Relevant Member State'), from the requirement to produce a prospectus for offers of securities.

An offer to the public of CFX securities has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in that Relevant Member State:
- to any legal entity that is authorised or regulated to operate in the financial markets or whose main business is to invest in financial instruments;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements);
- to any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, 'MiFID'); or
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

Hong Kong

WARNING: This document has not been, and will not be, authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the 'SFO'). No action has been taken in Hong Kong to authorise this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the CFX securities have not been and will not be offered or sold in Hong Kong other than to 'professional investors' (as defined in the SFO).

No advertisement, invitation or document relating to the CFX securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the CFX securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made under that ordinance.
The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Securities Act 1978 (New Zealand). The CFX securities are not being offered or sold in New Zealand, or allotted with a view to being offered for sale in New Zealand, and no person in New Zealand may accept a placement of CFX securities other than to:
- persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- persons who are each required to (i) pay a minimum subscription price of at least NZ$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ$500,000 for securities of CFX ('initial securities') in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this document.

Appendix 14 – Offer jurisdictions
Statutory disclosure

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The CFX securities may not be offered or sold, directly or indirectly, in Norway except to 'professional clients' (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore ('MAS') and, accordingly, statutory liability under the Securities and Futures Act, Chapter 289 (the 'SFA') in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. The issuer is not authorised or recognised by the MAS and the CFX securities are not allowed to be offered to the retail public. This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the CFX securities may not be circulated or distributed, nor may the CFX securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to 'institutional investors' (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an 'institutional investor' (as defined under the SFA). In the event that you are not an institutional investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the CFX securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The CFX securities may not be distributed in Switzerland and will not be listed on the SIX Swiss Exchange ('SIX') or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the CFX securities may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the CFX securities have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of CFX securities will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA), and the offer of CFX securities has not been and will not be authorised under the Swiss Federal Act on Collective Investment Schemes ('CISA'). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of CFX securities.

This document is personal to the recipient only and not for general circulation in Switzerland.

Appendix 14 – Offer jurisdictions
Statutory disclosure

United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ('FSMA')) has been published or is intended to be published in respect of the CFX securities. This document is issued on a confidential basis to 'qualified investors' (within the meaning of section 86(7) of FSMA) in the United Kingdom, and the CFX securities may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) received in connection with the issue or sale of the CFX securities has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of FSMA does not apply to CFX.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ('FPO'), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together 'relevant persons'). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The CFX securities are being marketed in the United Kingdom without written notice being given to the Financial Conduct Authority under regulation 59 of Alternative Fund Manager Regulations 2013 SI 2013/1773 (the 'AIFMD Regulations') on the basis that the marketing of the CFX securities benefits from the transitional provisions contained in Part 9 of the AIFMD Regulations.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the U.S. Securities Act of 1933 ('U.S. Securities Act') and may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements under the U.S. Securities Act and applicable US state securities laws.

Appendix 15 – Further information

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