

# Fifth Supplemental Deed - Multiplex Property Income Fund

Dated

11 April 2011

Brookfield Capital Management Limited (ACN 094 936 866)

**Mallesons Stephen Jaques**

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# Fifth Supplemental Deed - Multiplex Property Income Fund Details

<b>Party</b>	<b>Responsible Entity</b> as described below.	
<b>Responsible Entity</b>	Name	<b>Brookfield Capital Management Limited</b>
	ACN	094 936 866
	Address	Level 22 135 King Street SYDNEY NSW 2000
	Fax	+61 2 9322 2001
	Telephone	+61 2 9322 2000
	Attention	Company Secretary
<b>Recitals</b>	<b>A</b>	The Trust is governed by the Constitution. The Trust is a registered as a managed investment scheme under Chapter 5C of the Corporations Act.
	<b>B</b>	Under clause 22.1 of the Constitution, the Responsible Entity may, by deed, amend the Constitution in accordance with section 601GC of the Corporations Act.
	<b>C</b>	Section 601GC(1) of the Corporations Act provides that the constitution of a registered scheme may be modified, or repealed and replaced with a new constitution: <ul style="list-style-type: none"> <li>(a) by special resolution of the members of the scheme; or</li> <li>(b) by the responsible entity if it reasonably considers the change will not adversely affect members' rights.</li> </ul>
	<b>D</b>	The Responsible Entity wishes to amend the Constitution as set out in this deed.
	<b>E</b>	The Responsible Entity reasonably considers that the amendments to the Constitution contained in this deed will not adversely affect the rights of members of the Trust.

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**Governing law**    New South Wales

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**Date of supplemental deed**    See signing page

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# Fifth Supplemental Deed - Multiplex Property Income Fund

## General terms

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### 1 Amendments to the Constitution

The Constitution is amended by:

(a) in clause 24:

(i) inserting the text that is underlined; and

(ii) deleting the text that is shown as deleted,

in the copy of clause 24 set out as Annexure 1 of this deed; and

(b) in clause 28.1, inserting the following definition:

“**Complaint** means an expression of dissatisfaction made to the Manager, related to its products or services, or the complaints handling process itself, where a response or resolution is explicitly or implicitly expected.”

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### 2 No redeclaration etc

The Responsible Entity declares that it is not, by this deed:

(a) redeclaring the Trust or declaring any trust;

(b) resettling the Trust; or

(c) causing the transfer, vesting or accruing of property in any person.

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### 3 Effective time

The amendments made by this deed take effect from the date a copy is lodged with the Australian Securities and Investments Commission pursuant to section 601GC(2) of the Corporations Act.

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### 4 Governing law

This deed is governed by the laws in force in the place specified in the Details. Each person affected by it must submit to the non-exclusive jurisdiction of the courts of that place and the courts of appeal from them.

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## **5 Interpretation**

### **5.1 Terms defined in Constitution**

The terms used in this deed have the same meaning as in the Constitution unless the contrary intention appears.

### **5.2 Definitions**

These meanings apply unless the contrary intention appears:

**Constitution** means the trust deed dated 21 December 2005, as amended, under which the Trust was constituted.

**Corporations Act** means the Corporations Act 2001 (Cwlth).

**Details** means the section of this deed entitled “Details”.

**Trust** means the Multiplex Property Income Fund (ARSN 117 674 049).

### **5.3 Deed supplemental to Constitution**

This deed is supplemental to the Constitution.

### **5.4 Headings**

Headings are inserted for convenience only and do not affect the interpretation of this deed.

**EXECUTED** as a deed

# Annexure 1 (clause 1)

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## 24 Complaints

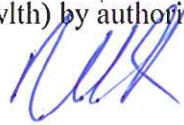
If a Member submits to the Manager a **eComplaint** alleging that the Member has been adversely affected by the Manager's conduct in its management or administration of the Trust, the Manager:

- (a) must, ~~if the complaint is in writing~~, acknowledge in writing receipt of the **eComplaint** as soon as practicable and in any event within 14 day from receipt;
- (b) must ensure that the **eComplaint** receives proper consideration resulting in a determination by a person or body designated by the Manager as appropriate to handle **eComplaints**;
- (c) must act in good faith to deal with the **eComplaint** by endeavouring to correct any error which is capable of being corrected without affecting the rights of third parties;
- (d) may in its discretion give any of the following remedies to the complainant:
  - (i) information and explanation regarding the circumstances giving rise to the **eComplaint**;
  - (ii) an apology; or
  - (iii) compensation for loss incurred by the Member as a direct result of the breach (if any); and
- (e) must communicate to the complainant in relation to the **eComplaint** as soon as practicable and in any event not more than 45 days after receipt by the Manger of the **eComplaint**:
  - (i) the determination in relation to the **eComplaint**;
  - (ii) the remedies (if any) available to the Member; and
  - (iii) information regarding any further avenue for **eComplaint**.

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Income Fund  
Signing page**

**DATED:** \_\_\_\_\_

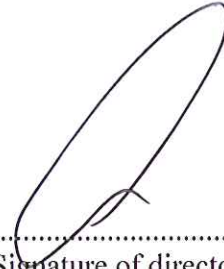
**EXECUTED** by **BROOKFIELD** )  
**CAPITAL MANAGEMENT** )  
**LIMITED** in accordance with section )  
127(1) of the Corporations Act 2001 )  
(Cwlth) by authority of its directors: )



..... )  
Signature of director )

**Russell Todd Proutt** )

..... )  
Name of director (block letters) )



..... )  
Signature of director/company )  
secretary\* )

\*delete whichever is not applicable )

NEIL OLOFSSON )

COMPANY SECRETARY..... )

Name of director/company secretary\* )  
(block letters) )

\*delete whichever is not applicable )