

Brookfield Multiplex Capital Management Limited  
(ACN 094 936 866)

Multiplex Prime Property Fund  
(ARSN 110 096 663)

# ASX Announcement

22 October 2009

## **Multiplex Prime Property Fund (ASX: MAFCA) Entitlement Offer- Supplementary Information**

Brookfield Multiplex Capital Management Limited (BMCML), the Responsible Entity of Multiplex Prime Property Fund (MAFCA or Fund), today provides Supplementary Information (Supplementary Information) in relation to the \$50.15 million Entitlement Offer (Entitlement Offer) approved at a meeting of unitholders held on 7 October 2009.

BMCML gives the Supplementary Information in light of the impending 16 November 2009 financing deadline facing the Fund, and in an effort to resolve key issues in the Takeovers Panel proceedings. BMCML believes the shortfall facility and backend bookbuild referred to below enhance the likelihood of greater dispersion of units issued under the Entitlement Offer and provide an opportunity for unitholders to increase their participation beyond their current ownership.

### **Shortfall Facility and Bookbuild**

The Supplementary Information is being provided to unitholders to illustrate the choices available to them in respect of the Entitlement Offer and the Cash-out Facility Offer and to provide additional information in relation to the following two new features that have been added to the Entitlement Offer:

- a shortfall facility (Shortfall Facility) which allows Eligible Unitholders to apply for Additional Units in addition to their Entitlement at an issue price of 0.1 cents per partly paid New Unit, giving them the option to take up New Units not taken up by other Eligible Unitholders; and
- a backend bookbuild (Bookbuild) for any remaining New Units not taken up, either through the Entitlement Offer itself or under the Shortfall Facility, that will be offered to institutional investors who are wholesale clients (within the meaning of the Corporations Act) at an issue price of 0.1 cents per partly paid New Unit.

The terms and conditions of the Shortfall Facility and the Bookbuild, including a Shortfall Facility Application Form, are provided in the Supplementary Information that will be mailed to unitholders shortly, and a copy is attached in accordance with Listing Rule 3.17. The Underwriting Agreement will continue to apply, according to its terms, in relation to any New Units not taken up under the Entitlement Offer, the Shortfall Facility or the Bookbuild.

In light of the introduction of the Shortfall Facility the timetable for acceptance of the Entitlement Offer has been extended. The revised timetable and other important dates in relation to the Entitlement Offer are set out overleaf.

Trading in the Fund's units on ASX will be suspended from 5 November 2009 to 12 November 2009, inclusive, as a result of a condition imposed by the ASX in relation to the Entitlement Offer.

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Entitlement Offer closes	4 November 2009, 5pm AEDT
Bookbuild	9 November 2009, after close of trading
Allotment of New Units	12 November 2009
Last day for acceptance under the Cash-out Facility Offer	19 November 2009

BMCML reserves the right, subject to the Corporations Act, the ASX Listing Rules, and other applicable laws, to vary these dates in consultation with the Underwriter.

The terms of the Entitlement Offer are set out in the Offer Booklet (Offer Booklet) which was sent to all Unitholders on 19 October 2009 and is available at [www.asx.com.au](http://www.asx.com.au) and [www.brookfieldmultiplex.com](http://www.brookfieldmultiplex.com). The Supplementary Information will similarly be available at those websites.

#### **ASIC Relief**

BMCML advises that it is in the process of applying to ASIC for relief and a modification to the law such that the acquisition of Units by the Underwriter pursuant to the Cash-out Facility Offer need not be approved at a meeting of members of the Fund. This is as foreshadowed in Annexure B of the Offer Booklet.

#### **Re-opening of the Entitlement Offer**

As announced on 21 October 2009, BMCML undertook to the Takeovers Panel not to allot or issue units under the Entitlement Offer or process applications under the Cash-out Facility Offer on the terms set out in the media release by the Takeovers Panel to the market on 20 October 2009. In accordance with the terms of that undertaking, BMCML will today be giving the Takeovers Panel two business days' notice of its intention to withdraw that undertaking.

Unitholders are encouraged to read the Offer Booklet and the Supplementary Information in full before deciding whether to invest in the Entitlement Offer or participate in the Shortfall Facility or to accept the Cash-out Facility Offer. In particular unitholders should consider the risk factors (summarised in the Offer Booklet) that would affect the financial performance and position of the Fund in light of their investment objectives, financial situation and particular needs (including financial and tax considerations) and seek investment advice from financial or other professional advisers.

-- ends --

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Fund Manager  
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**Brookfield Multiplex Capital Management Limited  
(ACN 094 936 866)**

**Multiplex Prime Property Fund  
(ARSN 110 096 663)**

22 October 2009

Dear Unitholder

**SUPPLEMENTARY INFORMATION INCLUDING  
AN OFFER TO ELIGIBLE UNITHOLDERS TO APPLY FOR ADDITIONAL UNITS**

Brookfield Multiplex Capital Management Limited (**Responsible Entity**) as responsible entity for Multiplex Prime Property Fund (**Fund**), takes this opportunity to thank the many unitholders that supported the Entitlement Offer at the meeting held on 7 October 2009, the successful completion of which will provide the Fund with increased financial stability.

You should have recently received the Offer Booklet dated 7 October 2009 for the Entitlement Offer (**Offer Booklet**) issued by the Responsible Entity. This letter provides supplementary information regarding the Entitlement Offer and should be read in conjunction with the Offer Booklet. Capitalised terms in this document have the meaning given in the Offer Booklet.

The Entitlement Offer is an invitation to all Eligible Unitholders to participate in an underwritten non-renounceable 178 for 1 issue of New Units in the Fund at the Entitlement Offer Price of 0.1 cents per New Unit. New Units are issued under a partly-paid structure, with a subsequent final instalment payable per New Unit of 0.2237 cents.

Eligible Unitholders are unitholders with a registered address in Australia or New Zealand on the Record Date (being 7pm AEDT on 16 October 2009). Further, the Entitlement Offer is not an offer or invitation in the United States, or to any person acting for the account or benefit of a person in the United States, or in any other place or jurisdiction which, or to any person to whom, it would not be lawful to make such an offer or invitation.

Since the Entitlement Offer was announced to the market, the Takeovers Panel has commenced proceedings following an application by Australian Style Investments Pty Limited for a declaration of unacceptable circumstances in relation to the Entitlement Offer. Grocon Investment Management Pty Limited was admitted as a party to those proceedings. Due to the impending 16 November 2009 re-financing deadline facing the Fund, and in an effort to resolve the key issues in the proceedings, the Responsible Entity has added two new features to the Entitlement Offer, as described below.

**Offer to apply for New Units under the Shortfall Facility**

The Responsible Entity is pleased to advise Eligible Unitholders that they are now able to apply for New Units in excess of their Entitlement under the Entitlement Offer. The New Units are being offered to Eligible Unitholders under the terms of a shortfall facility (**Shortfall Facility**) described in this letter. Further information on the Shortfall Facility is set out under the heading "Shortfall Facility" below.

In order to give Eligible Unitholders additional time to consider whether or not they wish to apply for New Units under the Shortfall Facility, the Entitlement Offer closing date has been extended to Wednesday 4 November 2009. Please refer to the timetable below for further information.

**Institutional Bookbuild**

The Responsible Entity also advises that it proposes to conduct a bookbuild of any New Units not taken up through the Entitlement Offer itself or under the Shortfall Facility ("**Bookbuild**") pursuant to which certain institutional investors who are "wholesale clients" may bid for New Units in respect of those Entitlements at the Entitlement Offer Price. The bookbuild is described in further detail under the heading "Bookbuild" below.

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### Other supplementary information

Additionally, further information in relation to the trading history of units in the Fund is provided below.

The Directors of the Responsible Entity strongly recommend the Entitlement Offer as no superior offer is presently available that is capable of completion prior to 16 November 2009, being the date on which the conditional waiver of the Fund's covenant breaches under its Debt Facility expires. In the event that a superior offer is made to the Responsible Entity which better serves the interests of the Fund's unitholders, the Responsible Entity may at any time determine that the Entitlement Offer is no longer to proceed.

### Choices available to Eligible Unitholders

To assist in deciding how you may respond to the Entitlement Offer, set out below are the options which exist for an Eligible Unitholder:

#### (a) Apply for all or part of your Entitlement under the Entitlement Offer

You may apply for all or part of your Entitlement by completing the personalised application form which accompanies the Offer Booklet. Your Entitlement is for 178 New Units for each Existing Unit you held as at 7.00pm AEDT on Friday, 16 October 2009. This is set out on the personalised application form. For every 178 New Units you acquire you will be required to pay 17.8 cents upon application and a final instalment in respect of those New Units of 0.2237 cents per New Unit (i.e. a total final instalment of 39.82 cents for every 178 Units). The final instalment is due on 15 June 2011 but may be called earlier if any one of certain acceleration events occurs as described in the Offer Booklet.

If you acquire all of your Entitlement your interest in the Fund in terms of both your percentage interest in the Fund and the net tangible asset value of your holding will not be diluted.

Eligible Unitholders should note that, in order to maintain their percentage interest in the Fund, they will need to acquire all of their Entitlement. An Eligible Unitholder who elects to acquire all of their Entitlement will need to pay:

- upon application, 17.8 cents for each Existing Unit they hold; and
- when the final instalment becomes due, 0.2237 cents for each Existing Unit or New Unit they then hold (i.e. a total final instalment payable on 179 Units of 40.04 cents as opposed to the 40 cent final instalment that they would otherwise need to pay on each Existing Unit had the Entitlement Offer and reorganisation of the final instalment not occurred).

#### (b) Shortfall Facility

The Responsible Entity is offering Eligible Unitholders the ability to apply for New Units in excess of their Entitlement under the Entitlement Offer by way of a Shortfall Facility.

The Shortfall Facility is open to all Eligible Unitholders as at the Record Date (7.00 pm AEDT on 16 October 2009) and has the following features:

- (i) the Shortfall Facility is comprised of Entitlements to New Units not taken up by Eligible Unitholders under the Entitlement Offer (**shortfall pool**);
- (ii) the issue price of New Units under the Shortfall Facility is equal to 0.1 cents per New Unit (the same as the issue price for New Units under the Entitlement Offer). A final instalment of 0.2237 cents per New Unit will be payable in respect of those New Units;
- (iii) applicants must apply for New Units using the Shortfall Facility Application Form and pay the application monies by cheque or BPay in accordance with the instructions on that form;

- (iv) the Responsible Entity will have the discretion to reject applications under the Shortfall Facility if in the opinion of the Responsible Entity:
- (A) an applicant has sought to obtain a larger Entitlement than it would otherwise be entitled to, whether through means of unit-splitting, aggregation of entitlements or otherwise; or
  - (B) an applicant or a third party has engaged in any other activity that is designed to circumvent the intention behind the Shortfall Facility, being to make additional New Units available to Eligible Unitholders only;
- (v) if the shortfall pool is not sufficient to meet all applications under the Shortfall Facility, the number of New Units an applicant will receive will be subject to scaleback based on the applicant's Record Date unitholding relative to the unitholdings of all Eligible Unitholders who subscribe for New Units under the Shortfall Facility;
- (vi) there will be no allocation to an Eligible Unitholder if (and only to the extent that) in the opinion of the Responsible Entity:
- (A) this would cause a person's voting power (within the meaning of the Corporations Act) in the Fund to exceed 20%;
  - (B) this would cause a breach of any relevant law; or
  - (C) this would lead to any person, other than a member of the Brookfield Multiplex Group, holding voting power in the Fund of at least 50% in circumstances where that would entitle the lenders under the Debt Facility to determine that the loan covenant waiver previously provided by them no longer applies (further details of that loan covenant waiver are set out in section 4.7 of the Offer Booklet).

An Eligible Unitholder may increase their holding in MAFCA if they successfully apply for their Entitlement in full under the Entitlement Offer and apply, and are allotted, units under the Shortfall Facility. You do not need to participate in the Shortfall Facility to avoid dilution.

You may apply for additional New Units under the Shortfall Facility at 0.1 cents per unit irrespective of whether you apply for your Entitlement under the Entitlement Offer. An application form headed "Shortfall Facility Application Form" is enclosed with this letter. If you intend to apply for New Units under the Shortfall Facility in addition to your Entitlement you will need to complete and lodge both the Application Form that was enclosed with the Offer Booklet as referred to in (a) above and the Shortfall Facility Application Form which is enclosed with this letter. On the Shortfall Facility Application Form you should fill out the number of additional New Units above your Entitlement for which you are applying and pay the sum of 0.1 cents for each of these additional New Units in accordance with the instructions in the Shortfall Facility Application Form.

There is no assurance that you will receive all or any New Units applied for in excess of your Entitlement. If scaleback applies, you will be repaid the relevant portion of your Shortfall Facility application monies without interest. By applying under the Shortfall Facility you authorise the Responsible Entity to deposit any refund owing to you in any bank account the details of which you have previously provided or by cheque to your registered address (at the Responsible Entity's election).

(c) **Make no application for New Units**

If you do not apply for your full Entitlement, your percentage holding in the Fund and the net tangible asset value of your Existing Units in the Fund will be diluted.

(d) **Sell your Existing Units pursuant to the Cash-out Facility Offer**

If you do not participate in the Entitlement Offer, you may choose to accept the conditional offer made by Brookfield Multiplex Capital Management Limited as agent for the Underwriter to sell some or all of your Existing Units to the Underwriter at the price of 0.1 cents per Existing Unit.

The Cash-out Facility Offer is subject to a number of terms and conditions which are set out in Annexures A and B of the Offer Booklet. In addition, certain supplementary disclosure in relation to the Cash-out Facility Offer is being sent to you on or about the date of this letter in accordance with regulatory requirements.

To participate in the Cash-out Facility Offer you will need to complete the Cash-out Facility Acceptance Form which was enclosed with the Offer Booklet in accordance with the instructions in the Cash-out Facility Acceptance Form.

The Responsible Entity advises that it is in the process of applying to ASIC for relief and a modification to the law which, if successful, will mean that the acquisition of Existing Units by the Underwriter pursuant to the Cash-out Facility Offer need not be approved at a meeting of members of the Fund. Please refer to Annexure B of the Offer Booklet for further information.

(e) **Sell your Existing Units on ASX or off-market**

Whether you participate in the Entitlement Offer or not, you are entitled to sell your Existing Units on the ASX or off-market if a purchaser is available.

In certain circumstances there is the risk that the Fund may cease to be listed on ASX and you should read all risks associated with the Entitlement Offer in the Offer Booklet.

If the Entitlement Offer is successfully completed the liability on your Existing Units will be reduced from 40 cents per Unit to 0.2237 cents per Existing Unit whether or not you apply for any New Units.

If you are considering acquiring New Units or selling all or some of your Existing Units under the Cash-out Facility Offer you should read the Offer Booklet (including section 6, which sets out certain risks) for more information. The Offer Booklet contains important information in relation to the Entitlement Offer and Cash-out Facility Offer. You should read it in its entirety carefully before making any decision whether to increase or decrease your holding in the Fund or accept the offer under the Cash-out Facility Offer and you should obtain independent advice.

In particular, in the event that the Entitlement Offer is not completed, the final instalment on your Existing Units will not be reduced from 40 cents per Existing Unit and Eligible Unitholders risk the payment of the 40 cents call per Existing Unit being accelerated from its current payment date of 15 June 2011.

**Bookbuild**

The Responsible Entity will conduct the Bookbuild for any New Units not taken up, either through the Entitlement Offer itself or under the Shortfall Facility. The Bookbuild is intended to have the following key features:

- (a) to be conducted by an appropriate holder of an Australian financial services licence selected by the Responsible Entity, in the manner that bookbuilds are normally conducted in Australia by professional bookrunners;
- (b) will be offered only to institutional investors who are "wholesale clients" (within the meaning of the Corporations Act);
- (c) the offer price of New Units under the Bookbuild is equal to 0.1 cents per New Unit (the same as the issue price for New Units under the Entitlement Offer). A final instalment of 0.2237 cents per New Unit will be payable in respect of those New Units. Settlement for New Units will occur on a delivery versus payment basis;
- (d) there will be no allocation to an investor under the Bookbuild if (and only to the extent that) in the opinion of the Responsible Entity:
  - (i) this would cause a person's voting power (within the meaning of the Corporations Act) in the Fund to exceed 20%;
  - (ii) this would cause a breach of any relevant law; or
  - (iii) this would lead to any person, other than a member of the Brookfield Multiplex Group, holding voting power in the Fund of at least 50% in circumstances where that would entitle the lenders under the Debt Facility to determine that the loan covenant waiver previously provided by them no longer applies;
- (e) it will occur only after allocations under the Entitlement Offer and Shortfall Facility are known. The Bookbuild is expected to be conducted after market close on the day the notice of any shortfall is given to ASX, which is expected to be 9 November 2009; and



- (f) a person who subscribes under the Bookbuild for New Units that would lead to it acquiring a substantial holding (as that term is defined in the Corporations Act) in the Fund, will only be allocated New Units in excess of the level at which they would acquire a substantial holding if they:
- (i) issue a public statement to ASX stating definitively that they will, or authorise the Responsible Entity to issue a public statement to ASX on their behalf stating definitively that they will hold their New Units until the earlier of:
    - (a) the “record date” for determining who is liable to pay the final instalment under the New Units; or
    - (b) the date upon which it has disposed of all of those New Units (provided that it may only do so in on-market transactions undertaken in the ordinary course of business on the stock market of a securities exchange or by Crossings permitted under section 17 of the ASX Market Rules or pursuant to a bona fide takeover bid);
  - (ii) either demonstrate, to the reasonable satisfaction of the Responsible Entity, that they have (or will have) the financial ability to pay the final instalment on the New Units when it becomes due and payable or provide a guarantee and indemnity from a parent entity or other entity of substance, to the reasonable satisfaction of the Responsible Entity, in respect of the obligations to pay the final instalment on the New Units.

The Responsible Entity, with the consent of the Underwriter, will have the discretion to waive any of the conditions in paragraph (iv) of the Shortfall Facility terms above or paragraph (f) of the Bookbuild terms above.

All New Units not taken up under the Entitlement Offer, Shortfall Facility and Bookbuild will be taken up by the Underwriter in accordance with and subject to the terms of the Underwriting Agreement.

**Updated Timetable**

Suspension of trading in Existing Units (ASX code: MAFCA)	Wednesday 4 November 2009, close of trading
Entitlement Offer closes	Wednesday 4 November 2009, 5pm AEDT
ASX announcement: notification of under-subscriptions	Monday 9 November 2009
Bookbuild	Monday 9 November 2009, close of trading
Settlement date Last day to register transfers of Existing Units with a final instalment amount of 40 cents per Unit (ASX Code: MAFCA)	Wednesday 11 November 2009
Allotment of New Units Date of revision of final instalment amount payable on Existing Units from 40 cents per Unit to 0.2237 cents per Existing Unit Despatch of holding statements for Existing Units and New Units	Thursday 12 November 2009
Trading in Existing Units with reduced final instalment amount of 0.2237 cents per Unit commences on a normal settlement basis (ASX Code: MAFCB) Trading in new Units with final instalment amount of 0.2237 cents per Unit commences on a normal settlement basis (ASX Code: MAFCB)	Friday 13 November 2009
Last day for acceptance under the Cash-out Facility Offer	19 November 2009

**Trading History**

The market value of a Unit as at 8 October 2009, being the day the Offer Booklet was lodged with the ASX, was 0.1 cents per Unit. This market value is the close of trade price on 6 October 2009 as trading was halted on 7 October 2009 and 8 October 2009.

To assist Eligible Unitholders in assessing whether to take up some or all of their Entitlements under the Entitlement Offer or to sell their Existing Units under the Cash-out Facility Offer, below is a table which sets out, in respect of the Units, the highest trading price, closing price and volume weighted average price per Unit from the date of the Offer Booklet up until the day prior to the date of this letter.

Date	Highest trading price	Closing price	VWAP
7 October 2009 <sup>1</sup>	N/A	N/A	N/A
8 October 2009 <sup>1</sup>	N/A	N/A	N/A
9 October 2009	0.600	0.600	0.548
12 October 2009	0.900	0.900	0.862
13 October 2009	1.200	1.200	1.117
14 October 2009	1.000	1.000	1.000
15 October 2009	-	1.000	-
16 October 2009	1.000	0.200	0.320
19 October 2009	-	0.200	-
20 October 2009	0.200	0.200	0.200
21 October 2009	0.200	0.200	0.200

On behalf of the Responsible Entity, thank you for your ongoing support of the Fund.

Yours sincerely



**Peter Morris**  
Chairman

<sup>1</sup> Note: there was no trading on 7 October 2009 and 8 October 2009.



# Brookfield MULTIPLEX

MULTIPLEX PRIME PROPERTY FUND ARSN 110 096 663  
Responsible Entity: **Brookfield Multiplex Capital Management Limited**  
ABN 32 094 936 866 AFSL No. 223809

All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: 1800 685 455  
From outside Australia: +61 2 8280 7141  
Facsimile: (02) 9287 0303  
Website: www.linkmarketservices.com.au

**SRN/HIN:**  
**Entitlement Number:**  
**Subregister:**  
**Number of Eligible Units held as  
at the Record Date, 7:00pm (AEDT)  
on 16 October 2009:**  
**Final Instalment Payable per Unit: A\$0.002237**

<b>Offer Closes 5:00pm (AEDT):</b>	<b>4 November 2009</b>
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## SHORTFALL FACILITY APPLICATION FORM

As an Eligible Unitholder on the Record Date you are entitled under the Shortfall Facility to apply for additional New Units at an Entitlement Offer Price of A\$0.001 per New Unit. A further payment of 0.2237 cents per New Unit will be payable on 15 June 2011 (or earlier in certain circumstances).

The offer to acquire New Units under the Shortfall Facility is in addition to your entitlement to acquire 178 New Units for every one Unit that you hold on the Record Date under the Entitlement Offer but is only available to the extent that other Eligible Unitholders do not take up their entitlements in full and then is subject to the Scaleback policies set out in the Supplementary Information to which this Shortfall Facility Application Form is attached.

This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your financial or professional advisers.

If you have already returned your Application Form for the Entitlement Offer you must also return this Shortfall Facility Application Form if you wish to acquire additional New Units under the Shortfall Facility. If you have not yet returned your Application Form for the Entitlement Offer, you must return BOTH the completed Application Form and the Shortfall Facility Application Form if you wish to acquire New Units under the Entitlement Offer and the Shortfall Facility.

Details of your payment options are provided overleaf.

**IMPORTANT:** The Offer is being made under the Offer Booklet dated 7 October 2009 and the Supplementary Information dated 22 October 2009. The Offer Booklet and Supplementary Information contain information about investing in New Units. Before applying for New Units, you should carefully read the Offer Booklet and Supplementary Information. This Shortfall Facility Application Form should be read in conjunction with the Offer Booklet and Supplementary Information. If you do not have a paper copy of the Offer Booklet or the Supplementary Information, you can obtain a paper copy at no charge, by calling the Multiplex Prime Property Fund Offer Information Line on 1800 685 455 (within Australia) or +61 2 8280 7141 (from outside Australia).

Unless the context otherwise appears, capitalised terms used in this Shortfall Facility Application Form have the same meaning they bear in the Offer Booklet and Supplementary Information.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE UNITHOLDER AND HOLDING RECORDED ABOVE.

**Brookfield  
MULTIPLEX**

Please detach and enclose with payment

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

**A** Number of New Units applied for (see instructions overleaf)

**B** Payment amount  
(Multiply the number in section A by A\$0.001)

**A\$**

**C PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS** – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “**Multiplex Prime Property Fund Account**” 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"/>	<b>A\$</b> <input type="text"/>

**D CONTACT DETAILS** – Telephone Number Telephone Number – After Hours Contact Name

See overleaf for payment options.

## MULTIPLEX PRIME PROPERTY FUND

The Entitlement Offer to which this Shortfall Facility Application Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer and Shortfall Facility are not being made to any person in the U.S. or to a U.S. Person. The Offer Booklet, Supplementary Information and Shortfall Facility Application Form do not constitute an offer or invitation to acquire New Units in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

### APPLICATION FOR NEW UNITS

By either returning the Shortfall Facility Application Form with payment to the Registry, or making payment received by BPAY®.

- you represent and warrant that you have read and understood the Offer Booklet and Supplementary Information and that you acknowledge the matters, and make the warranties and representations set out in the Offer Booklet and Supplementary Information and the Shortfall Facility Application Form; and
- you provide authorisation to be registered as the holder of New Units acquired by you and agree to be bound by the Constitution of Multiplex Prime Property Fund.

### HOW TO APPLY FOR NEW UNITS

#### 1. IF PAYING BY BPAY® (AVAILABLE TO UNITHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: [www.bpay.com.au](http://www.bpay.com.au)

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Units you wish to apply for by A\$0.001. The number of New Units must be equal to or less than the 50,435,912,983 (i.e. the total number of New Units being issued under the Entitlement Offer) less the number of New Units for which you have applied in the Application Form attached to the Offer Booklet. Please refer to the Scaleback policies set out in the Supplementary Information.

Refer below for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Shortfall Facility Application Form when paying for any New Units that you wish to apply for in respect of that holding.

#### 2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Shortfall Facility Application Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Shortfall Facility Application Form.

##### A. Acceptance of New Units

Enter into section A the number of New Units you wish to apply for. The number of New Units must be equal to or less than the 50,435,912,983 (i.e. the total number of New Units being issued under the Entitlement Offer) less the number of New Units for which you have applied in the Application Form attached to the Offer Booklet. Please refer to the Scaleback policies set out in the Supplementary Information.

##### B. Payment Amount

Enter into section B the total amount payable to you. To calculate the total amount multiply the number in Section A by A\$0.001.

### C. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section C. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Multiplex Prime Property Fund Account" 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 or money order for the incorrect amount, Multiplex Prime Property Fund may treat you as applying for the lesser of as many New Units as you apply for and as many New Units as your cheque, bank draft or money order will pay for.

### D. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Units, if necessary.

### 3. INELIGIBLE UNITHOLDERS

By applying for New Units under this Shortfall Facility Application Form or by accepting the Entitlement Offer, you represent and warrant that you are not in the U.S. or acting for the account or benefit of a person in the U.S. and that applying for New Units does not breach any law in any relevant overseas jurisdiction.

### 4. HOW TO LODGE YOUR APPLICATION FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Offer Booklet or Supplementary Information electronically, your completed Shortfall Facility Application Form with the payment for New Units may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Shortfall Facility 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	Hand Delivery
Multiplex Prime Property Fund C/- Link Market Services Limited GPO Box 3560 Sydney NSW 2001	Multiplex Prime Property Fund C/- Link Market Services Limited Level 12, 680 George Street Sydney NSW 2000 <i>(Please do not use this address for mailing purposes)</i>

Make sure you send your completed Shortfall Facility Application Form and payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEDT) on 4 November 2009. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Multiplex Prime Property Fund reserves the right not to process any Shortfall Facility Application Forms that are incomplete and/or cheques received after the Closing Date.

**If you require further information on how to complete this Shortfall Facility Application Form, please contact the Multiplex Prime Property Fund Offer Information Line on 1800 685 455 (within Australia) or +61 2 8280 7141 (from outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday.**

## PAYMENT OPTIONS

If you wish to take up additional New Units, you have two payment options detailed below.

#### OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions above. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (AEDT) on 4 November 2009. 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 in time. By paying by BPAY® you will have deemed to have completed a Shortfall Facility Application Form for the number of New Units the subject of your application payment.

#### 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 overleaf with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AEDT) on 4 November 2009.



Biller Code: 574590  
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](http://www.bpay.com.au)

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See above for details and further instructions on how to complete and lodge this Shortfall Facility Application Form.