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28 February 2019

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ASX Limited

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Dear Sir/Madam

## **Takeover bid by ESR Real Estate (Australia) Pty Ltd for Propertylink Group – notice of variation of offers**

We act for ESR Real Estate (Australia) Pty Ltd ACN 625 761 962 (**ESR Australia**) (a subsidiary of ESR Cayman Limited) in relation to its off-market takeover bid (**Takeover Bid**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the fully paid ordinary stapled securities in Propertylink Group (ASX:PLG) (**Propertylink**).

We refer to the bidder's statement dated 19 November 2018 (**Bidder's Statement**) and the first supplementary bidder's statement dated 21 January 2019 (**First Supplementary Bidder's Statement**) in respect of the Takeover Bid.

We **attach** on behalf of ESR Australia a letter that will be sent to Propertylink securityholders today and which attaches a notice of variation of the offers made under the Takeover Bid pursuant to section 650D of the Corporations Act (**Extension Notice**).

The Extension Notice provides for an extension of the offer period so that the offers made under the Takeover Bid remain open for acceptance until **7.00pm (Sydney time) on Friday, 8 March 2019**.

The Extension Notice was lodged with the Australian Securities and Investments Commission and sent to Propertylink earlier today and will be also given to each of the persons to whom offers have been made referred to in section 650D(1)(c).

Yours faithfully  
**Corrs Chambers Westgarth**



**Adam Foreman**  
Partner



28 February 2019

Dear Propertylink Securityholder

**ESR AUSTRALIA HAS AN INTEREST IN 88.96% OF PROPERTYLINK SECURITIES AND EXTENDS OFFER TO 7.00PM ON FRIDAY, 8 MARCH**

- Offer extended to close at 7.00pm on Friday, 8 March 2019
- ESR encourages you to accept the board-recommended Offer
- ESR intends to compulsorily acquire remaining securities and if it becomes entitled to do so you will be paid later than you would be if you had accepted the Offer
- ESR will control Propertylink and if you do not accept the Offer you may be subject to risks associated with being a minority securityholder in Propertylink

ESR Real Estate (Australia) Pty Ltd (**ESR Australia**) refers to its off-market takeover offer (**Offer**) to acquire all of the fully paid ordinary stapled securities (**Propertylink Securities**) in Propertylink Group (ASX:PLG) (**Propertylink**).

**ESR has an interest in 88.96% of Propertylink Securities**

As at 7.00pm on 27 February 2019, the aggregate percentage of Propertylink Securities in respect of which ESR Australia and its associates had a relevant interest was 88.96%.

**Extension of Offer Period**

ESR Australia has extended the offer period under the Offer (**Offer Period**) so that the Offer remains open for acceptance until **7.00pm (Sydney time) on Friday, 8 March 2019** (unless extended in accordance with the Corporations Act).

A formal notice of variation under section 650D of the Corporations Act 2001 (Cth) (**Corporations Act**) in connection with the extension of the Offer Period is attached to this letter and a notice in this form has been lodged with ASIC and Propertylink.

**You are encouraged to ACCEPT the Offer**

If you have not already validly accepted the Offer, ESR Australia encourages you to accept this recommended cash offer promptly and before the close of the Offer.

The Offer is now unconditional.

If you accept the Offer, ESR Australia will pay you the consideration under the Offer by the earlier of:

- 20 business days after the Offer is accepted; and
- 21 days after the end of the Offer Period.<sup>1</sup>

This means that if you validly accept the Offer on or before 7.00pm on Thursday, 28 February 2019, you will be paid your consideration on **Wednesday, 20 March 2019**.

If you validly accept the Offer on or before 7.00pm on Friday, 8 March 2019 you will be paid your consideration on or before **Friday, 29 March 2019**.

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<sup>1</sup> Subject also to ESR Australia being provided with all required transfer documents and ESR Australia not otherwise being entitled to reduce or withhold payment in accordance with the terms of the Offer.



You may accept the Offer in accordance with the instructions in section 3 of the Bidder's Statement<sup>2</sup> or the instructions set out in the Acceptance Form. Eligible Participants<sup>3</sup> may no longer register their support for the Offer through the institutional acceptance facility and should accept the Offer in the same way as all other Propertylink securityholders.

#### **Compulsory acquisition of remaining Propertylink securities not accepted**

Please note that, should ESR Australia acquire a relevant interest of 90% in the Propertylink Securities, it proposes to, in accordance with the Corporations Act, proceed to compulsorily acquire any Propertylink Securities which are not accepted into the Offer, an intention which was stated in ESR Australia's Bidder's Statement.

Should ESR become permitted to compulsorily acquire the remaining Propertylink Securities, Propertylink securityholders who do not accept the Offer during the Offer Period will only be paid their consideration under the Offer following the end of the compulsory acquisition process.

The compulsory acquisition process, which is subject to the Corporations Act, does not need to commence until 1 month after the end of the Offer Period, and is likely to take approximately 4 to 6 weeks from that time, but may take longer in some circumstances. The compulsory acquisition will be on the same terms as those that applied to the Offer. Accordingly, Propertylink securityholders that have their Propertylink Securities acquired under the compulsory acquisition process might not be paid the same consideration for at least 2 months from the end of the Offer Period.

Propertylink securityholders who wish to be paid sooner should accept the Offer before the Offer closes. Propertylink securityholders who validly accept the Offer on or before 7.00pm on Friday, 8 March will be paid their consideration under the Offer on or before 29 March 2019.

#### **Risks of remaining of minority Propertylink securityholder**

Propertylink securityholders who do not accept the Offer will risk remaining minority securityholders in Propertylink with less influence over the future direction of Propertylink and subject to other risks associated with being a minority securityholder set out in section 2.7 of the Bidder's Statement (unless ESR Australia proceeds with compulsory acquisition).

Given that ESR Australia has acquired a relevant interest in more than 50.1% of the Propertylink Securities, it will seek to appoint nominees to the Propertylink Board so that its nominees represent a majority of the directors on the Propertylink Board. ESR Australia may through its representatives on the Propertylink Board control the decisions and the future direction of Propertylink to the extent permissible by law and the ASX Listing Rules.

As stated in the Bidder's Statement, ESR Australia's current intention is to seek to reduce the leverage of Propertylink and to reduce the distribution payout ratio in the absence of any more favourable capital management initiative that may be available at the relevant time.

#### **Propertylink Board continues to unanimously recommend Offer**

The Propertylink Board continues to unanimously recommend that Propertylink securityholders accept the Offer in the absence of a superior proposal and each of the directors of the Propertylink Board have already accepted the Offer in respect of any Propertylink Securities that they own or control.

The independent expert has also determined that the Offer is fair and reasonable to Non-Associated Securityholders<sup>4</sup> in the absence of a superior proposal.

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<sup>2</sup> As released to ASX on 19 November 2018.

<sup>3</sup> As that term is defined in ESR Australia's first supplementary bidder's statement dated 21 January 2019.

<sup>4</sup> As that term is defined in the target's statement dated 20 November 2019.



#### **Further Information**

If you have any questions about the Offer or you require assistance with your acceptance, please call the Offer Information Line on 1300 420 709 (from within Australia) or +61 1300 420 709 (from outside Australia) between 8.30am and 5.30pm Sydney time Monday to Friday. You can also obtain further information about the Offer and download a copy of the Acceptance Form at <https://events.miracle.com/ESR-Offer>.

Yours sincerely,

A handwritten signature in blue ink that reads "Phillip Pearce". The signature is fluid and cursive, with a long horizontal line extending from the end of the name.

Phillip Pearce  
Director



## Notice of variation of offers – Extension of offer period

### Section 650D of the *Corporations Act 2001* (Cth)

To: Australian Securities and Investments Commission (**ASIC**)

Propertylink (Holdings) Limited ACN 092 684 789, Propertylink Investment Management Limited ACN 136 865 417 as responsible entity for Propertylink Australian Industrial Partnership ARSN 613 032 570 and Propertylink Investment Management Limited ACN 136 865 417 as responsible entity for Propertylink Trust ARSN 613 032 750  
(**Propertylink**)

Each Propertylink securityholder and other person referred to in section 650D(1)(c) of the *Corporations Act 2001* (Cth) (as modified by ASIC Class Order [CO 13/521])

Reference is made to the offers dated 21 November 2018 from ESR Real Estate (Australia) Pty Ltd ACN 625 751 962 (**ESR Australia**) for all of the stapled securities in Propertylink (**Offer**) contained in its bidder's statement dated 19 November 2018 (as supplemented by its first supplementary bidder's statement dated 21 January 2018).

### Extension of offer period

ESR Australia gives notice under section 650D(1) of the *Corporations Act 2001* (Cth) that the Offer is varied by extending the period during which the Offer remains open for acceptance until **7.00pm (Sydney time) on Friday, 8 March 2019**.

### ASIC lodgement

A copy of this notice was lodged with ASIC on 28 February 2019. ASIC takes no responsibility for the contents of this notice.

### Approval

This notice has been approved by a resolution passed by the directors of ESR Australia.

Date: 28 February 2019

Signed for and on behalf of ESR Real Estate (Australia) Pty Ltd

A handwritten signature in blue ink, appearing to read "Philip Pearce", is written over a horizontal line.

**Philip Pearce**  
Director