

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Australian Unity Office Fund (ASX: AOF)
ACN/ARSN ACN 606 414 368; ARSN 113 369 627

1. Details of substantial holder (1)

Name SOF-XI Legs Holding Limited and each entity set out in Annexure A ("Starwood Associates")
ACN/ARSN (if applicable) BVI Company Number 1960710

The holder ceased to be a substantial holder on 24 / 03 / 2020

The previous notice was given to the company on 16 / 03 / 2020

The previous notice was dated 16 / 03 / 2020

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to changes (5)	Class (6) and number of securities affected	Person's votes affected
24/03/2020	SOF-XI Legs Holding Limited and the Starwood Associates	Ceasing to have a relevant interest in ordinary units by virtue of the termination of the Pre Bid Agreements between SOF-XI Legs Holding Limited and Maso Capital Investments Limited, Blackwell Partners LLC – Series A, Star V Partners LLC and Maso Capital Arbitrage Fund Limited dated 29 January 2020, between SOF-XI Legs Holding Limited and Glazer Capital LLC dated 29 January 2020, between SOF-XI Legs Holding Limited and Athos Asia Event Driven Master Fund dated 29 January 2020, and between SOF-XI Legs Holding Limited and FMAP ACL Limited dated 29 January 2020, copies of which are attached to the ASIC Form 603 lodged with Australian Unity Office Fund on 29 January 2020 as Annexure B, Annexure C, Annexure D and Annexure E respectively.	Nil	27,135,128 ordinary units	27,135,128

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
SOF-XI Legs Holding Limited	Kingston Chambers PO Box 173, Road Town, Tortola, British Virgin Islands
BSS SCG GP Holdings L.L.C	1209 Orange Street, Wilmington, DE 19801
Starwood Capital Group Holdings GP L.L.C	1209 Orange Street, Wilmington, DE 19801
SCGG GP II L.L.C.	1209 Orange Street, Wilmington, DE 19801
Starwood Capital Group Global II LP	1209 Orange Street, Wilmington, DE 19801
Starwood XI Management GP, LLC (Del)	1209 Orange Street, Wilmington, DE 19801
Starwood XI Management LP (Del)	1209 Orange Street, Wilmington, DE 19801
Starwood Opportunity Fund XI Global, L.P.	1209 Orange Street, Wilmington, DE 19801
SOF-11 International Management Lux, Sarl	2-4, rue Eugène Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg
SOF-11 Investor Management Lux, Sarl	2-4, rue Eugène Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg
SOF-11 Investor International Institutional, SCSp	2-4, rue Eugène Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg
SOF-11 Investor International Private, SCSp	2-4, rue Eugène Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg
SOF-11 International, SCSp	2-4, rue Eugène Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg
SOF-11 Lux Resi MasterCo Sarl	2-4, rue Eugène Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg
SOF-11 Starlight 9 EUR Sarl	2-4, rue Eugène Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg
SOF-11 Starlight 10 EUR Sarl	2-4, rue Eugène Ruppert, L-2453, Luxembourg, Grand Duchy of Luxembourg
Legs Bid Co Services Pty Ltd	c/o King & Wood Mallesons, Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

Signature

print name Lee Horan

capacity Attorney

sign here

date 26 / 03 / 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A"

This is annexure "A" of 1 page referred to in form 605 – notice of ceasing to be a substantial holder lodged by SOF-XI Legs Holding Limited (BVI Company Number 1960710).

Signed by:  _____
Lee Horan, Attorney

Date: 26 / 03 / 2020

Name	Place of incorporation
BSS SCG GP Holdings L.L.C	Delaware
Starwood Capital Group Holdings GP L.L.C	Delaware
SCGG GP II L.L.C.	Delaware
Starwood Capital Group Global II LP	Delaware
Starwood XI Management GP, LLC (Del)	Delaware
Starwood XI Management LP (Del)	Delaware
Starwood Opportunity Fund XI Global, L.P.	Delaware
SOF-11 International Management Lux, Sarl	Luxembourg
SOF-11 Investor Management Lux, Sarl	Luxembourg
SOF-11 Investor International Institutional, SCSp	Luxembourg
SOF-11 Investor International Private, SCSp	Luxembourg
SOF-11 International, SCSp	Luxembourg
SOF-11 Lux Resi MasterCo Sarl	Luxembourg
SOF-11 Starlight 9 EUR Sarl	Luxembourg
SOF-11 Starlight 10 EUR Sarl	Luxembourg
Legs Bid Co Services Pty Ltd	New South Wales