



360 Capital Office Fund

9 December 2014

FURTHER ANNOUNCEMENT IN RELATION TO THE MEETING OF MEMBERS 5 DECEMBER 2014

Following the meeting of Members on 5 December 2014, 360 Capital Office Fund (ASX:TOF)(Fund) advises Members approved the amendment of the Fund's Constitution.

Accordingly, the Supplemental Deed encompassing these amendments has been lodged with the Australian and Investments Commission (ASIC).

Pursuant to ASX Listing Rule 15.4.2, the Fund's Supplemental Deed is attached.

More information on the Fund can be found on the ASX's website at www.asx.com.au using the Fund's ASX code "TOF", on the Fund's website www.360capital.com.au by calling the 360 Capital investor enquiry line on 1800 182 257, emailing investor.relations@360capital.com.au or contacting:

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About 360 Capital Office Fund (ASX code TOF)

360 Capital Office Fund is the only ASX-listed office sector A-REIT focused on suburban A grade and CBD B grade rent collecting properties in Australia in the \$30 to \$100 million asset value range. The Fund has a diversified \$174 million portfolio of three quality assets, a weighted average lease expiry of 4.6 years, occupancy of 100.0%, gearing of approximately 4.9% and a forecast FY15 distribution of 17.00cpu. The Fund is externally managed by 360 Capital Group, a leading ASX-listed real estate investor and fund manager, that operates under a transparent fee structure and is the largest unitholder in the Fund with a co-investment stake of circa 28% to ensure ongoing alignment of interests with Unitholders.

About 360 Capital Group (ASX code TGP)

360 Capital Group is an ASX-listed, property investment and funds management group concentrating on strategic investment and active investment management of property assets. The company actively invests in direct property assets, property securities and various corporate real estate acquisitions within Australian real estate markets on a private equity basis. 360 Capital Group's 21 full time staff have significant property, funds and investment management experience. 360 Capital Group manages nine investment vehicles holding assets valued at over \$950 million on behalf of over 8,300 investors, has over \$134 million worth of co-investments across the 360 Capital Group platform.

CLAYTON UTZ

Supplemental Deed

360 Capital Office Fund Constitution
ARSN 106 453 196

360 Capital Investment Management Limited
ACN 133 363 185

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Supplemental Deed made on 5 December 2014

Party **360 Capital Investment Management Limited as responsible entity of the 360 Capital Office Fund ACN 133 363 185** of Level 8, 56 Pitt Street, Sydney NSW 2000 (**Responsible Entity**)

Background

- A. 360 Capital Office Fund ARSN 106 453 196 (**Scheme**) was established by trust deed. The constitution for the Scheme, as amended from time to time, is referred to in this Supplemental Deed as the "**Constitution**".
- B. The Scheme is registered by the Australian Securities and Investments Commission (**ASIC**) as a managed investment scheme and the Responsible Entity is appointed as the responsible entity of the Scheme.
- C. On 5 December 2014, the members of the Scheme approved a special resolution to modify the Constitution in accordance with section 601GC(1)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as set out in this Supplemental Deed.

Operative provisions

1. **Interpretation**

Unless defined in this deed, words defined in the Constitution or the Corporations Act have the same meaning in this deed.

2. **Operation of this deed**

This deed takes effect as a supplemental deed to the Constitution on the day it is lodged with ASIC, pursuant to section 601GC(2) of the Corporations Act.

3. **Operative provisions**

3.1 **Specific modifications**

Subject to clause 2, the Constitution is modified by replacing the word "Quarterly" with the word "monthly" in clause 10.1(b)(2).

3.2 **Provisions not affected**

The provisions of the Constitution are not otherwise effected.

4. **No resettlement**

Nothing in this Supplemental Deed constitutes a resettlement or redeclaration of the Scheme.

5. **Governing law**

This Deed is governed by and will be construed according to the laws of the State of New South Wales.

Executed as a deed.


**Executed by 360 Capital Investment
Management Limited ACN 133 363 185** in
accordance with section 127 of the Corporations
Act 2001 (Cth):



Signature of director

Tony Pitt

Full name of director



Signature of company secretary/director

Alan Raymond Sutton

Full name of company secretary/director

