Merger of Novion Property Group and Federation Centres

to create one of Australia’s leading REITs, invested across the full retail asset spectrum

3 February 2015

novion Property Group

FEDERATION CENTRES

Disclaimer

The information in this presentation is an overview and does not contain all information necessary for investment decisions. Investors should rely on their own examination of Novion Property Group (**"Novion"**) and Federation Centres (**"Federation"**) and consult with their own legal, tax, business and / or financial advisers in making investment decisions. This presentation is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction and is not financial product advice.

The information contained in this presentation has been prepared by Novion and Federation. However, no representation or warranty expressed or implied is made as to the accuracy, correctness, completeness or adequacy of any statements, estimates, opinions or other information contained in this presentation. This presentation does not constitute, and shall not be relied upon as, a promise, representation, warranty or guarantee as to the past, present or future performance of Novion or Federation or the Merged Group if the transaction the subject of this presentation is successful. To the maximum extent permitted by law, Novion and Federation, their directors, officers, employees, agents and advisers disclaim liability for any direct, indirect or consequential loss or damage which may be suffered by any person (including because of negligence or otherwise) through the use (directly or indirectly) or reliance on anything contained in or omitted from this presentation.

This presentation contains forward-looking information. Indications of, and guidance on, future earnings, distributions, cost savings and financial position and performance are forward-looking statements. Forward-looking statements are based on Novion's and Federation's current intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors which could cause actual results or expected cost savings to differ materially. Novion, Federation, and their related bodies corporate, and their respective directors, officers, employees, agents and advisers do not give any assurance or guarantee that the occurrence of any forward-looking information, view, intention or expected cost saving referred to in this presentation will actually occur as contemplated.

Information in this presentation including, without limitation, any forward-looking statements or opinions may be subject to change without notice. Subject to any continuing obligations under applicable law or any relevant listing rules of the ASX, Novion and Federation disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements in this presentation to reflect any change in expectations in relation to any forward-looking statements or any such change in events, conditions or circumstances on which any such information or statements were based.

Unless otherwise stated, all dollar values are in Australian dollars (A$), all Novion and Federation balance sheet and asset metrics are as at 31 December 2014 (adjusted for the 1H15 distribution reinvestment plan for Novion and post balance date acquisitions and sales for Novion and Federation) and all references to Novion or Federation 'securities' are references to 'stapled securities'.

Contents

novion Property Group

FEDERATION CENTRES

Introduction

Creating significant value for securityholders

- **Novion Property Group ("Novion") and Federation Centres ("Federation") have entered into a Merger Implementation Agreement to merge subject to certain conditions (the "Merger")**
- **Creates one of Australia's leading REITs, with over $22 billion in assets under management ("AUM") invested across the full retail asset spectrum (the "Merged Group")**
- **Combines two highly complementary platforms to provide existing Novion and Federation securityholders with an enhanced investment proposition relative to each group on a stand alone basis**
  - Increased portfolio scale and expertise
  - Material value creation via cost savings and future opportunities
  - Significant earnings and distribution accretion for each group
  - Improved growth opportunities
  - Enhanced asset, geographic and tenant diversification
  - Greater relevance for equity and debt investors
- **The Novion and Federation Boards unanimously support the Merger and believe it represents a unique and compelling opportunity that creates significant value for both Novion and Federation securityholders**

Key details

Implementation	• Merger to be implemented via Novion schemes of arrangement – will require Novion securityholder approval • Federation acting as the legal acquiring entity was determined to be the most efficient transaction structure having regard to the existing corporate structures of Novion and Federation • Each Novion security will be exchanged for 0.8225 Federation securities – implies a current Novion value of $2.55 per security relative to Novion's last close of $2.32[1] • Novion securityholders will own ~64% of the Merged Group; Federation securityholders will own ~36% • The Merged Group is expected to transition to a new corporate name as part of the integration process • All existing Novion and Federation debt is expected to be refinanced • Potential pre emptive rights over 50% interests in 6 assets valued at $0.8 billion are assumed not to be triggered[2]
Governance	• Peter Hay (a current Novion Independent Non-executive Director) will be Chairman of the Merged Group • Steven Sewell (current Federation CEO) will be CEO of the Merged Group • Highly experienced Board and senior executive team that draws on the breadth of both groups' skills and expertise • Corporate office expected to be consolidated in a single location, with regional offices in other cities
Board support and Gandel Group intention	• Novion's Board unanimously recommends the Merger, in the absence of a superior proposal and subject to an independent expert concluding the Merger is fair and reasonable to, and in the best interests of, Novion securityholders • Federation's Board believes the Merger is in the best interest of Federation securityholders and is unanimous in its support of the Merger • Novion's largest securityholder, the Gandel Group (which has a 21.6% direct interest in Novion[3] and is the co-owner of Novion's largest asset, Chadstone Shopping Centre), has advised that its intention is to vote in favour of the Merger, based on the disclosed Merger terms and in the absence of a superior proposal

1. Based on closing trading prices as at 2 February 2015.
2. Represents the current book value of interests potentially subject to pre-emptive rights. If exercised, these are not considered to be material to the medium / long-term performance of the Merged Group.
3. The Gandel Group has a 26.2% relevant interest in Novion securities, comprising a 21.6% direct interest and a 4.6% interest held pursuant to a right of first refusal arrangement with the Commonwealth Bank of Australia ("CBA").

Strategic rationale - summary

1. Increased portfolio scale and expertise

- Creates one of Australia's leading REITs, with over $22 billion in AUM invested across the full retail asset spectrum
- #1 owner / manager of Australian sub-regional and outlet centres; #2 in super-regional and regional centres combined
- Brings together each group's expertise to create an industry leading executive team

2. Material value creation via cost savings and future opportunities

- Expected to result in at least $42 million p.a. of net operational cost savings (upon full integration) and $35 million p.a. of net mark-to-market financing savings (crystallised on implementation), with a further $7 million p.a. of expected cash flow savings via capitalised costs (within 12 months) – total net cost savings of at least $84 million p.a.[1]
- Operational cost savings alone have the potential to create over $700 million of value for Novion and Federation securityholders[2]
- Opportunities for additional revenue and strategic synergies to be extracted over time

3. Significant earnings and distribution accretion for each group

- Novion FY15 pro forma EPS and DPS accretion of +14.6% and +8.9% respectively[3]
- Federation FY15 pro forma EPS and DPS accretion of +5.8% and +8.1% respectively[3]

1. See page 19 for further detail.
2. Assumes net P&L corporate and operational cost savings of $42 million p.a. (net of capitalised cost savings and the annual funding cost associated with the one-off costs to achieve these savings) are capitalised at an earnings yield of 5.9% (the blended FY15 trading earnings yield of Novion and Federation as at 2 February 2015).
3. See pages 23 and 24 for further detail.

Strategic rationale - summary

4. **Improved growth opportunities**
   - Ability to apply each group's operational expertise and active management capability across the enlarged portfolio
   - Provides the capability to unlock and optimise the combined development pipeline of $2.5 billion
   - Opportunity to integrate and expand strategic partnerships

5. **Enhanced asset, geographic and tenant diversification**
   - Scale and relevance across all major retail asset classes
   - Exposure to all key Australian retail markets
   - Balanced exposure to discretionary and non-discretionary retail spending
   - One of the largest retail landlords in Australia with more than 9,500 tenancies[1]

6. **Greater relevance for equity and debt investors**
   - Market capitalisation of over $11 billion[2] – the third largest A-REIT and an ASX top 30 entity
   - Enlarged balance sheet to provide greater funding flexibility and increased diversification of funding (by source and tenor)

1. Based on total AUM.
2. Based on the combination of Novion's and Federation's stand alone market capitalisations as at 2 February 2015.

Profile of the Merged Group

novion Property Group FEDERATION CENTRES

Focused on the full retail asset spectrum

Retail real estate	• Fully integrated platform focused on the ownership and management of Australian retail real estate • Own, manage and develop assets across the full retail asset spectrum – super-regional to outlet centres • Invest in retail assets with stable yields, highly predictable cash flows and income returns
Operational excellence	• Optimise asset returns via superior operational management • Maintain efficient and effective systems and processes (including a fully integrated technology platform) with a sustained focus on continuous improvement • Attract, develop and retain the best talent
Portfolio enhancement	• Deliver on strategic asset plans through redevelopment, refurbishment and tenancy remixing opportunities • Strategic portfolio management through divestment of non-core assets and targeted acquisitions • Continually seek to optimise retailer mix and customer offering
Strategic partnerships	• Focus on retail sector partnerships • Enhance existing relationships across wholesale funds, mandates and partners • Establish new products and long-term relationships including new institutional investment partners
Balance sheet strength	• Prudent capital management – target gearing range of 25-35% • Maintain significant liquidity and a diversified debt maturity profile (by source and tenor) • Maintain a strong investment grade credit rating

Significant owner and manager of Australian retail assets

Over $22bn of Australian retail AUM

2nd largest listed manager of Australian retail assets

Top 10 listed manager of retail assets globally[1]

102 owned / managed retail assets with $18.2 billion in annual retail sales

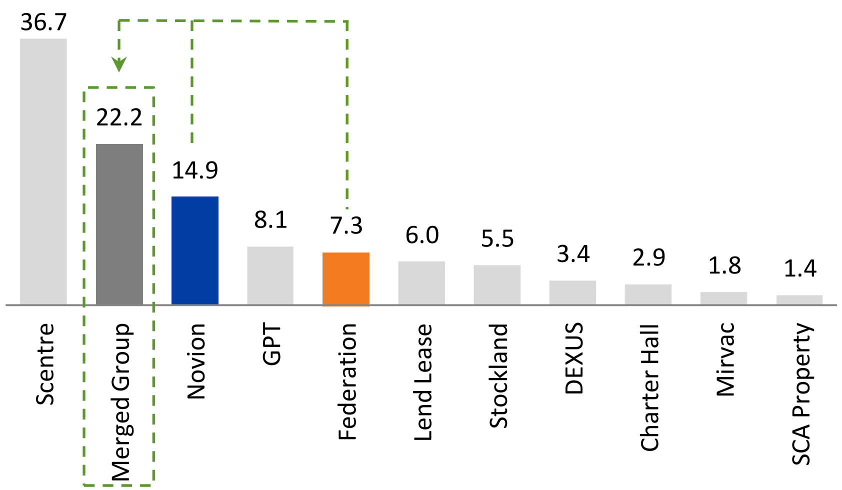
500m+ annual customer visits to 9,500+ retail tenancies across the portfolio

Platform overview

	Direct portfolio	Total owned / managed
Number of retail assets	92	102[2]
Book value	$14.0bn	$22.2bn
GLA (million sqm)	2.7+	3.0+
Number of tenancies	8,500+	9,500+
Annual retail sales	$16.4bn+	$18.2bn+
Occupancy	99.6%	-
Capitalisation rate (weighted average)	6.4%	-

ASX-listed retail asset managers[3]

(by Australian retail AUM) ($bn)



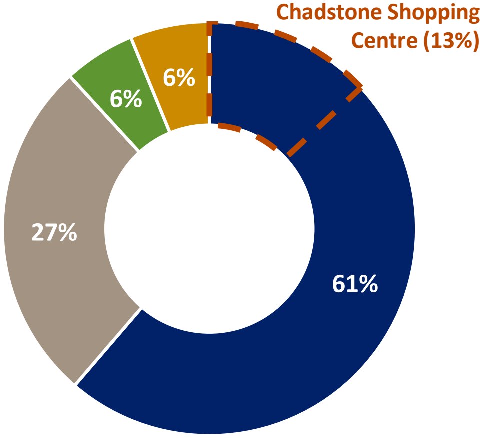
1. Based on the constituents of the FTSE EPRA / NAREIT Global index, adjusted to include CapitaLand Limited.
2. 29 of the Merged Group's direct assets will be co-owned with third parties.
3. Novion and Federation data as at 31 December 2014, adjusted for post balance date acquisitions and sales. Peer data as reported at 30 June 2014.

novion Property Group FEDERATION CENTRES

Fully diversified by asset type, geographic location and tenant mix

Asset type[1]

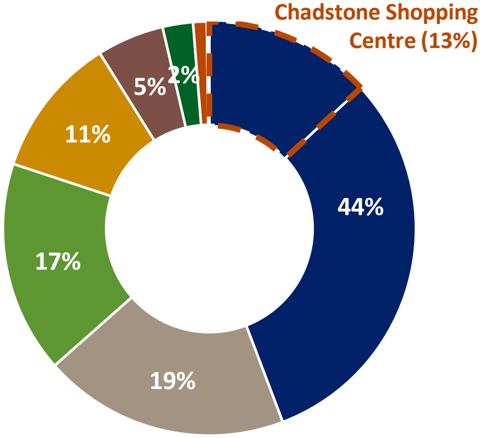
Scale and relevance across the full spectrum of Australian retail real estate



- Super-regional and regional (61%)
- Sub-regional (27%)
- Neighbourhood[3] (6%)
- Outlet centres (6%)

Geographic location[1]

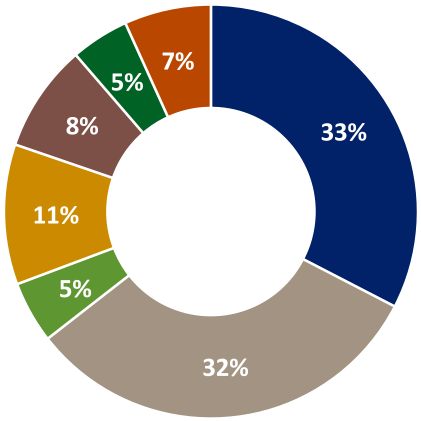
Exposure to the larger retail markets of Victoria, New South Wales, Queensland and Western Australia



- Victoria (44%)
- New South Wales (19%)
- Queensland (17%)
- Western Australia (11%)
- South Australia (5%)
- Tasmania (2%)
- ACT (1%)
- Northern Territory (<1%)

Tenant mix[2]

Balanced exposure to discretionary and non-discretionary retail spending



- Specialties (33%)
- Supermarkets (32%)
- Department stores (5%)
- Disc. dept. stores (11%)
- Mini majors (8%)
- Retail outlets (5%)
- Other retail (7%)

Note: metrics based on the Merged Group's direct portfolio. Percentages may not sum to 100% due to rounding.

1. Weighted by book value.
2. Weighted by MAT.
3. Includes 1 bulky goods centre.

Balance sheet strength

Refinanced platform provides an appropriate capital structure for the Merged Group

- The Merged Group will look to maintain a strong and conservative capital structure – with significant liquidity, a strong balance sheet and a diversified debt profile (by source and tenor)
- Financing sources to be appropriately split between bank debt and capital markets
- Pro forma gearing comfortably within the 25-35% target range
- At implementation, the Merged Group is expected to have sufficient facilities to refinance all of Novion's and Federation's existing debt, fund transaction costs and provide appropriate liquidity
  - To achieve the target debt profile, a bridge facility will form part of the Merged Group's initial debt profile – to be repaid via capital markets issuances post implementation
  - This bridge facility is expected to be priced below the Merged Group's assumed weighted average interest rate

As at 31 December 2014	Novion	Federation	Merged Group
Weighted average interest rate[1]	5.3%	4.8%	**4.1%[7]**
Facilities (total / drawn)	\$3.4bn / \$2.8bn	\$1.7bn / \$1.4bn[5]	**\$5.1bn / \$4.6bn[7]**
Weighted average debt duration	3.9 years	2.7 years	**>5.0 years[8]**
Proportion of debt hedged	82.9%	92.2%	**>75%[8]**
Credit rating (S&P – long term)	A	BBB+[6]	**TBC[9]**
Gearing (including intangibles)[2]	28.8%	25.0%	**29.9%**
Gearing (excluding intangibles)[3]	29.8%	24.9%	**31.1%**
Interest cover ratio[4]	3.4x	5.1x	**4.8x**

1. FY15 forecast.
2. Calculated as borrowings (net of deferred borrowing costs and cross currency swaps) divided by total assets.
3. Calculated as borrowings (net of cash) divided by total tangible assets (net of cash).
4. Gross interest expense (including capitalised interest) divided by operating earnings before gross interest expense (excluding capitalised interest) net of capitalised lost rent and amortised project incentives.
5. As at 31 December 2014 prior to proceeds being received from the sale of Warrnambool and Mildura Central (Victoria) and Woodlands Village (Queensland).
6. Federation has a senior secured rating of 'A-'.
7. Pro forma drawn debt includes transaction costs.
8. Based on the assumed long-term debt profile of the Merged Group (i.e. assuming the bridge facility had been repaid via debt capital markets issuance).
9. For the purposes of the financial information in this presentation, it has been assumed that the Merged Group is assigned a S&P credit rating of at least an 'A-'.

Strategic rationale

1. Increased portfolio scale and expertise

Creates one of Australia's leading REITs, with over $22 billion in AUM invested across the full retail asset spectrum

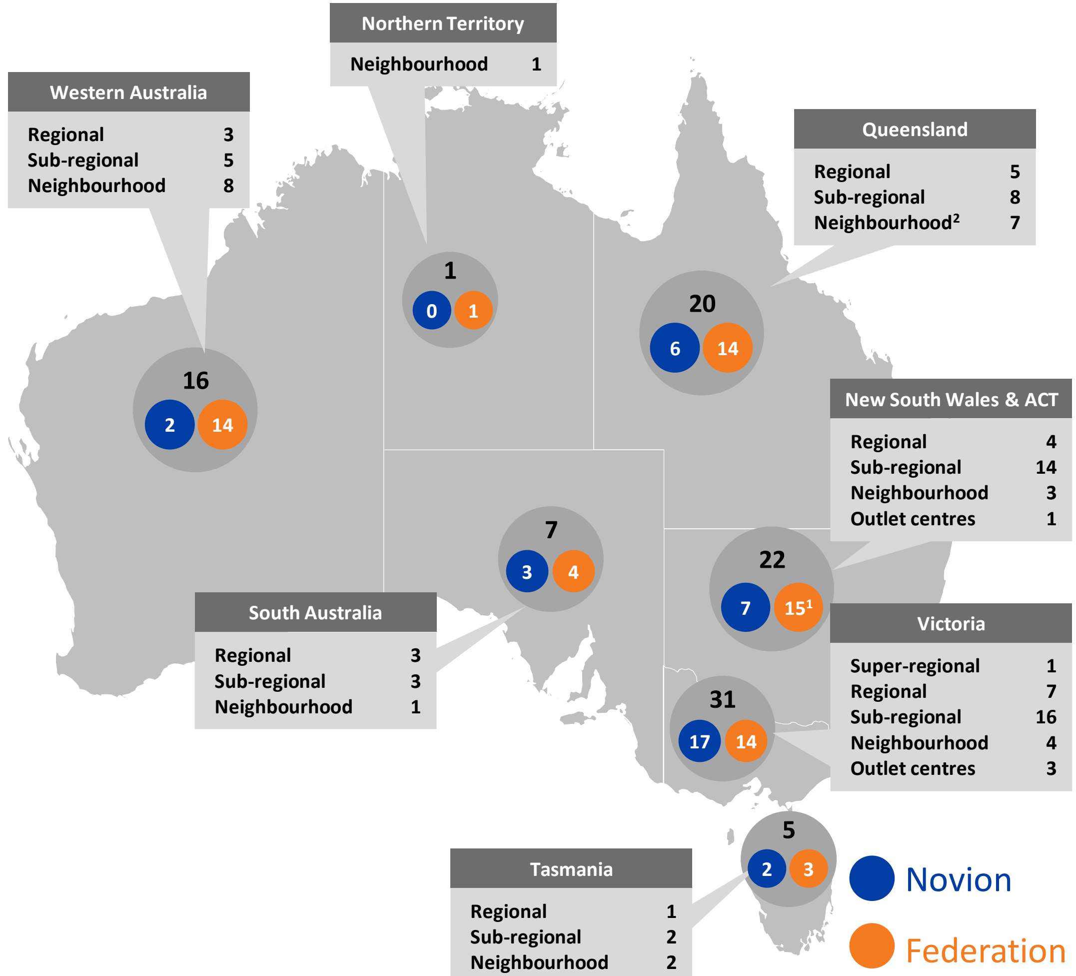
Scale and relevance across the full spectrum of Australian retail sub-sectors and geographies

#1: Sub-regional AUM

#1: Outlet centres AUM

#2: Super-regional and regional AUM combined

Retail AUM	# of assets	Value
Super-regional	1	$3.7bn
Regional	23	$11.3bn
Sub-regional	48	$5.2bn
Neighbourhood[2]	26	$1.0bn
Outlet centres	4	$1.0bn
Total	**102**	**$22.2bn**



Note: metrics based on the Merged Group's total AUM.

1. Tuggeranong Hyperdome (50% owned by Federation) is currently managed by Novion.
2. Includes 1 bulky goods centre.

1. Increased portfolio scale and expertise

Competitive advantages across all retail sub-sectors

#1 in sub-regional assets

Stable and high performing portfolio of scale

#1 in outlet centres

Strong portfolio with proven ability to create value and growth

#2 in super-regional and regional assets combined

Joint owner of Australia's largest shopping centre (by MAT)

Leading portfolio in strong catchment areas

Note: rankings by Australian retail AUM.
1. Existing Federation asset.
2. Existing Novion asset.

1. Increased portfolio scale and expertise

Combination of Board and management expertise

Board of Directors – highly experienced Board with representation from Novion and Federation Boards

- The Merged Group will initially have 11 Board members, comprised of 6 existing Novion Directors (including 2 Gandel Group representatives[1]), 4 existing Federation Directors and the Merged Group's CEO
- Provides experience across real estate, retail, finance, funds management, legal and governance and continuity through the integration process
- Peter Hay (a current Novion Independent Non-executive Director) will be Chairman of the Merged Group
- Richard Haddock AM (current Chairman of Novion) will continue as a Director of the Merged Group and Bob Edgar (current Chairman of Federation) will step down as a Director should the Merger be implemented
- All Non-executive Directors will seek election at the Merged Group's first Annual General Meeting (expected to be in late 2015)
- See pages 48 – 50 for the Merged Group's Board structure and biographies

Management – expert skills in managing the full spectrum of retail assets

- Steven Sewell (current Federation CEO) will be CEO of the Merged Group
- Executive management team will be selected by drawing on the depth of expertise from both Novion and Federation
  - Novion's super-regional and regional expertise, international, luxury and outlet retailer relationships, funds management and development capabilities
  - Federation's regional and sub-regional expertise, co-owner relationships and development capability
- Should the Merger be implemented, Angus McNaughton (CEO and Managing Director of Novion) and Michael Gorman (Deputy CEO and Chief Investment Officer of Novion) will step down from their current roles
- See pages 46 – 47 for the Merged Group's Executive Committee biographies

1. The Gandel Group will have a direct interest in the Merged Group of 13.8% and a relevant interest of 16.8%. The Gandel Group currently has a 26.2% relevant interest in Novion securities, comprising a 21.6% direct interest and a 4.6% indirect interest held pursuant to a right of first refusal arrangement with CBA.

1. Increased portfolio scale and expertise

The Merged Group's executive management team will draw on the depth of expertise from Novion and Federation

Chief Executive Officer

- **Steven Sewell**

Executive Committee

- **EGM People & Culture** – Colleen Harris
- **Chief Financial Officer** – Tom Honan
- **EGM Investments** – Richard Jamieson
- **EGM Leasing** – Stuart Macrae
- **EM National Leasing**[1] – Peter Coroneo
- **EGM Business Development** – David Marcun
- **EGM Centre Management** – Justin Mills
- **General Counsel** – Carolyn Reynolds
- **EGM Development**[2] – Daryl Stubbings
- **EGM Development**[2] – Jonathan Timms

Existing Novion executive: EGM Investments, EGM Leasing, EGM Business Development, EGM Centre Management, EGM Development (Daryl Stubbings)

Existing Federation executive: Steven Sewell, EGM People & Culture, Chief Financial Officer, EM National Leasing, General Counsel, EGM Development (Jonathan Timms)

1. Executive Manager National Leasing is not a direct report to the CEO but will sit on the Executive Committee.
2. Co-heads of Development.

2. Material value creation via cost savings and future opportunities

Expected to result in identified cost savings of at least $84 million p.a.

- Total net P&L cost savings[1] impacting underlying earnings of at least $77 million p.a. expected to be realised upon full integration – expect to achieve 85% (on an annual basis) after 12 months
- Further $7 million p.a. of expected cash flow savings via capitalised costs
- Approximately $460 million of one-off transaction costs are expected to be incurred to implement these cost saving initiatives (see page 41 for further detail) – the interest expense of $18 million p.a. associated with funding these costs is incorporated in the savings below (i.e. shown on a net basis after funding costs)

Cost saving	Full integration impact p.a.	Timing
Corporate overhead and operational cost savings	$42 million[2]	Expect to achieve 75% (on an annual basis) after 12 months; over 90% (on an annual basis) after 24 months
Mark-to-market financing savings	$35 million[3]	100% realised on implementation
Total P&L cost savings	**$77 million**	Expect to achieve 85% (on an annual basis) after 12 months
Capitalised cost savings[4]	$7 million	
Total cost savings	**$84 million**	

1. Net of external share of cost savings allocated to properties, the annual funding cost associated with the one-off costs incurred to achieve these savings and capitalised costs.
2. Net of $7 million p.a. of funding costs associated with the one-off costs (of $181 million) incurred to achieve these operational savings.
3. Net of $11 million p.a. of funding costs associated with the one-off costs (of $277 million) incurred to achieve these financing savings. Note, this estimate may vary based on market conditions during the course of implementation.
4. Capitalised cost savings improve cash flow generation and development returns, however will not be recognised in underlying earnings. The Merged Group expects to be fully achieving these savings within 12 months. Approximately $5 million relates to operational cost savings and approximately $3 million relates to financing savings (round to $7 million).

2. Material value creation via cost savings and future opportunities

Expected to result in corporate overhead and operational cost savings of at least $42 million p.a.

- After a detailed review, Novion and Federation have jointly identified material operational cost savings, with the potential for more to be achieved through the integration process
- These savings are expected to be generated by:
  - Integrating board, management and executive teams
  - Consolidating corporate costs and two highly complementary platforms
  - Integrating reporting and IT systems
  - Reduced listing, statutory and regulatory costs
  - Procurement efficiencies and cost optimisation at an individual asset level
  - Improved occupancy costs across the portfolio
- Expected to result in a materially lower management expense ratio for both groups of 26bps – see page 43 for further detail
- These operational cost savings alone have the potential to create over $700 million of value for Novion and Federation securityholders[1]

1. Assumes net P&L corporate overhead and operational cost savings of $42 million p.a. (net of capitalised cost savings and the annual funding cost associated with the one-off costs to achieve these savings) are capitalised at an earnings yield of 5.9% (the blended FY15 trading earnings yield of Novion and Federation as at 2 February 2015).

2. Material value creation via cost savings and future opportunities

Expected to crystallise financing savings of at least $35 million p.a.

- As part of the Merger, each group's existing debt platforms are expected to be refinanced to provide for an appropriate capital structure for the Merged Group
  - Given the current attractive debt markets, this will result in material financing savings to the benefit of both Novion and Federation securityholders
- Total net P&L financing savings of approximately $35 million[1] p.a. are expected to be realised upon implementation
  - These mark-to-market savings represent the interest cost saving from financing the Merged Group relative to Novion's and Federation's existing interest expense on a stand alone basis
- Additionally, the scale of the platform is expected to drive greater capital markets access – this should deliver diversification and pricing benefits over time

1. Net of $11 million p.a. of funding costs associated with the one-off costs (of $277 million) incurred to achieve these financing savings. Note, this estimate may vary based on market conditions during the course of implementation.

2. Material value creation via cost savings and future opportunities

Opportunity for additional revenue and strategic synergies over time[1]

Retailer relationships

- Portfolio reach will provide significant opportunities for retailers
  - Potential to facilitate efficient geographical expansion
  - Roll out of new retail stores and concepts across the enlarged portfolio

Management and leasing

- Opportunity to apply active management and leasing strategies across the enlarged portfolio to create value
  - Combination of best practices in tenant and centre management
  - Access to international retailers
  - Cross-fertilisation of key retailers
  - Targeting the best performing retailers
- Application of shared marketing best practices
- Combine customer experience strategies to drive foot traffic, dwell time, loyalty and sales

Development capability

- Larger national development team improves the ability to execute and expand both groups' future development pipelines
- Enhanced opportunities to unlock and optimise developments via the Merged Group's extensive combined asset base, tenant coverage and development team capability

1. The financial impact of these opportunities is not included in the FY15 pro forma financials.

3. Significant earnings and distribution accretion for each group

Novion pro forma financial metrics assuming full year impact of the Merger if implemented on 1 July 2014

	Novion		
	Pre	Post (Novion equivalent)[4]	Impact
FY15 earnings and distribution impact			
FY15 pro forma EPS	13.8c	15.8c	▲ +14.6%
FY15 pro forma DPS	13.8c	15.0c	▲ +8.9%
Payout ratio	100%	95%[5]	(5%)
31 December 2014 balance sheet impact			
Net asset value per security (NAV)	$2.09	$2.09	▲ 0.2%
Net tangible assets per security (NTA)	$1.97	$1.90	▼ (3.4%)
Gearing – including[1] / excluding[2] intangibles	28.8% / 29.8%	29.9% / 31.1%	▲ +110bps / +130bps
Management expense ratio[3]	39 bps	26 bps	▼ (13 bps)

- Impact of the Merger on actual FY15 underlying earnings is expected to be neutral given anticipated timing of implementation
- Novion securityholders are expected to receive a 2H15 distribution that is at least equal to current guidance of 6.9 cents per security (based on full year FY15 distribution guidance of 13.8 cents per security and the 1H15 payment of 6.9 cents per security)

Note: see pages 39 and 40 for additional detail on the pro forma financial metrics.
1. Calculated as borrowings (net of deferred borrowing costs and cross currency swaps) divided by total assets.
2. Calculated as borrowings (net of cash) divided by total tangible assets (net of cash).
3. Calculated as corporate overheads (net of recoveries from properties) divided by total AUM.
4. EPS, DPS, NAV and NTA for current Novion securityholders equate to the post transaction Federation metrics (as the legal acquiring entity) multiplied by the exchange ratio.
5. Assumed target payout ratio of the Merged Group, subject to approval of the Merged Group Board.

3. Significant earnings and distribution accretion for each group

Federation pro forma financial metrics assuming full year impact of the Merger if implemented on 1 July 2014

	Federation		
	Pre	Post	Impact
FY15 earnings and distribution impact			
FY15 pro forma EPS	18.2c	19.2c	▲ +5.8%
FY15 pro forma DPS	16.9c	18.3c	▲ +8.1%
Payout ratio	93%	95%[4]	+2%
31 December 2014 balance sheet impact			
Net asset value per security (NAV)	$2.58	$2.54	▼ (1.5%)
Net tangible assets per security (NTA)	$2.44	$2.32	▼ (5.2%)
Gearing – including[1] / excluding[2] intangibles	25.0% / 24.9%	29.9% / 31.1%	▲ +490bps / +620bps
Management expense ratio[3]	55 bps	26 bps	▼ (29 bps)

- Impact of the Merger on actual FY15 underlying earnings is expected to be neutral given anticipated timing of implementation
- Federation securityholders are expected to receive a 2H15 distribution that is at least equal to current guidance of 8.5 cents per security (based on full year FY15 distribution guidance of 16.9 cents per security and the 1H15 payment of 8.4 cents per security)

Note: see pages 39 and 40 for additional detail on the pro forma financial metrics.
1. Calculated as borrowings (net of deferred borrowing costs and cross currency swaps) divided by total assets.
2. Calculated as borrowings (net of cash) divided by total tangible assets (net of cash).
3. Calculated as corporate overheads (net of recoveries from properties) divided by total AUM.
4. Assumed target payout ratio of the Merged Group, subject to approval of the Merged Group Board.

4. Improved growth opportunities

Merger provides the capability to accelerate the combined development pipeline

- Combined development pipeline of $2.5 billion across 18 key projects[1]
- Enhanced opportunities to unlock and optimise developments via the Merged Group's extensive combined asset base, tenant coverage and development team capability
- Diversified pipeline enables a staged delivery of projects

Recently completed developments

DFO Homebush, NSW (Novion)

- $100 million development over 30,000 sqm of GLA
- 8.5% initial yield, 14.3% IRR

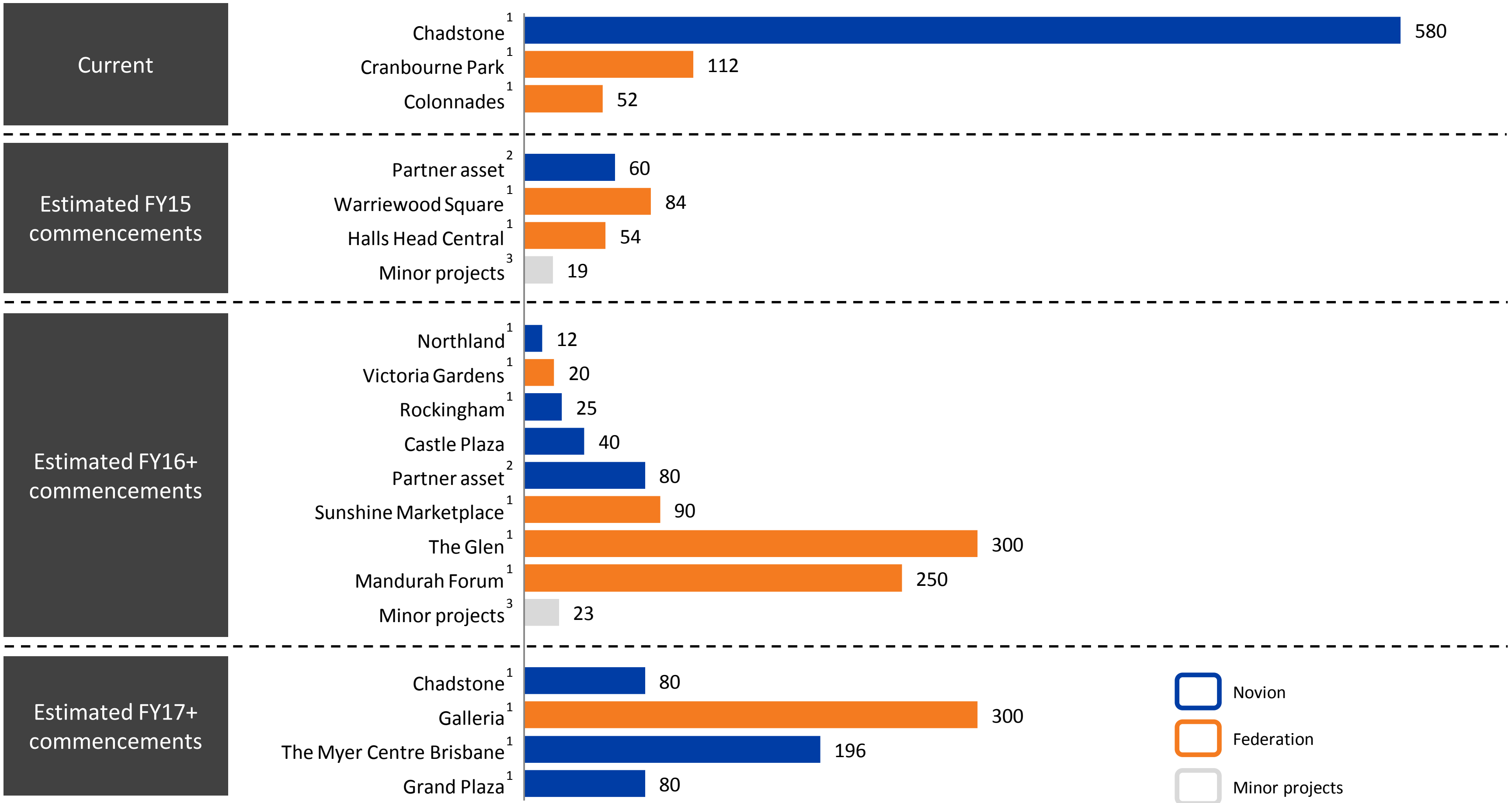
Warnbro Centre, WA (Federation)

- $39 million development over 9,600 sqm of GLA
- 9.7% initial yield, 14.5% IRR

1. Based on Novion's current pipeline of $1.2 billion across 9 projects and Federation's current pipeline of $1.3 billion across 9 projects (including developments undertaken for strategic partners and minor projects).

4. Improved growth opportunities

Current pipeline of $2.5 billion across 18 key projects



Note: where not 100%, footnotes refer to the Merged Group's ownership interest: 1. (50%); 2. (0%); 3. Varied.

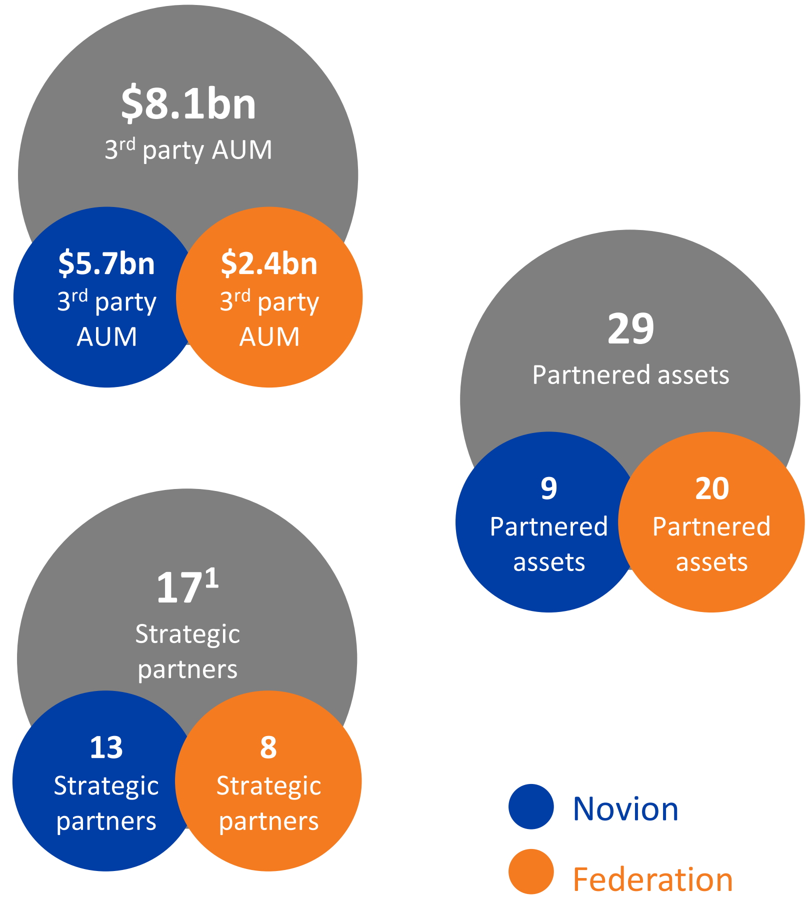
4. Improved growth opportunities

Opportunity to integrate and expand strategic partnerships

- The Merger provides an opportunity to integrate and expand each group's strategic partnership networks
  - Novion's established wholesale funds management platform and joint venture relationships
  - Federation's demonstrated value enhancing co-ownership strategy and established relationships
- The Merged Group may look to utilise its expanded balance sheet (including its $7.5 billion portfolio of 100% owned assets) to seed new capital partnerships and / or co-invest into new initiatives
  - Provides opportunities to recycle capital into higher returning redevelopments and repositioning opportunities, while retaining ongoing asset management fees

Benefits for strategic partners

- Scale and diversity of platform to provide:
  - Partnership opportunities
  - Combined capability and expertise to deliver enhanced outcomes and returns
  - Operating cost savings



Note: as Novion currently manages 100% of Tuggeranong Hyperdome (50% owned by Federation), the combined portfolio assumes Federation's 50% interest is no longer classified as 3rd party AUM.

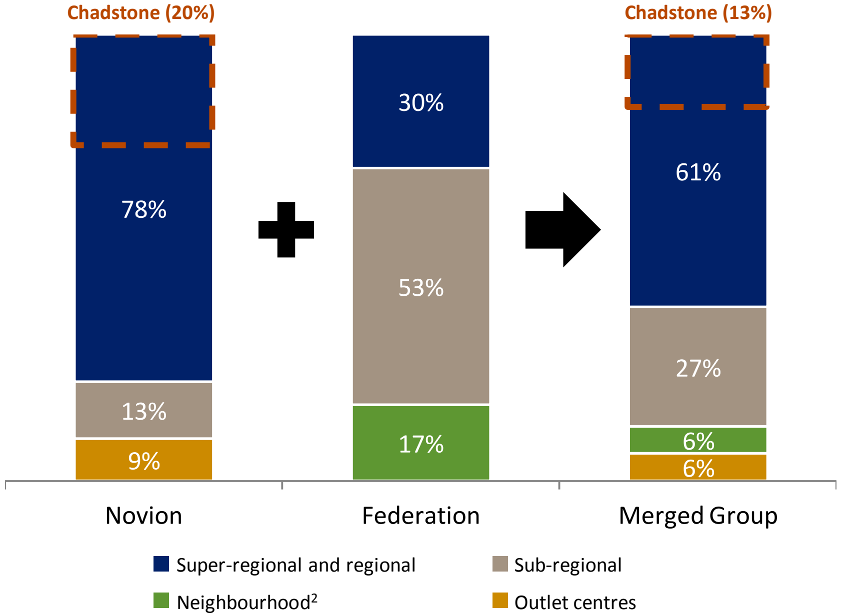
1. Four strategic partners are strategic partners of both Novion and Federation.

5. Enhanced asset, geographic and tenant diversification

Asset diversification

- Scale and relevance across all retail sub-sectors, providing a unique exposure to the Australian retail asset class
- Leading market shares across the full spectrum of retail sub-sectors, with a specialist integrated management capability
- Diversified retail asset base provides the opportunity to maximise tenant relationships, retail trends and developments across retail categories
- Scope to leverage 'best in class' management skills and scale benefits to drive asset performance

Retail asset type[1]



Sub-regional AUM: #1

Outlet centres AUM: #1

Super-regional and regional AUM combined: #2

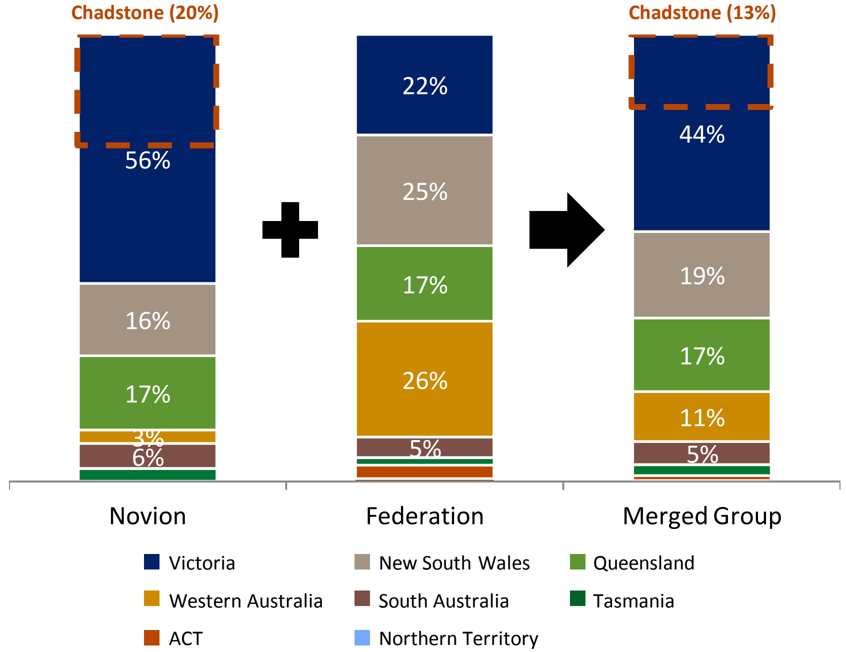
1. Weighted by book value.
2. Includes 1 bulky goods centre.

5. Enhanced asset, geographic and tenant diversification

Geographic diversification

- Exposure to Australia's key markets of Victoria, New South Wales, Queensland and Western Australia
- Victoria exposure dominated by Chadstone Shopping Centre, Australia's largest super-regional centre (by MAT)
- Centres located in established catchments predominantly in metropolitan areas
- Breadth of exposure to various sub-economies within Australia
- National management platform with offices in every mainland state and management teams on-site in the majority of centres
    - Localised on-the-ground knowledge ensures national retailer relationships are effectively maintained

Geographic location[1]



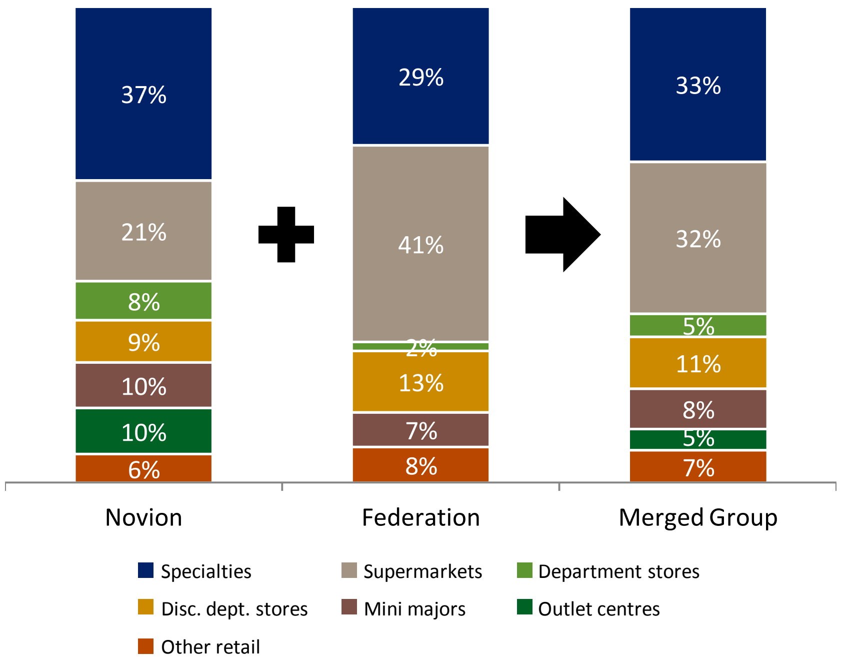
1. Weighted by book value.

5. Enhanced asset, geographic and tenant diversification

Tenant diversification

- Balanced exposure to discretionary and non-discretionary retail spending
- Anchor tenants represent 56% of sales
- 3.0+ million square metres of lettable area[1]
- 9,500+ retail tenancies[1]
- 500+ million customer visits annually[1]
- >$18 billion in annual retail sales[1]

Tenant mix[2]



1. Based on total AUM.
2. Weighted by MAT.

novion Property Group FEDERATION CENTRES

5. Enhanced asset, geographic and tenant diversification

The Merged Group will be one of Australia's largest retail landlords, with increased relevance and strategic importance

- The Merged Group will be the largest landlord to Woolworths and Wesfarmers Group - supermarket sales will represent 32% of total portfolio sales
- Opportunity to integrate and expand Novion’s and Federation's existing relationships with other leading domestic and international retailers across the combined portfolio
- Increased relevance and strategic importance expected to enhance access to new international retailers

Retailer type	Major retailer	Number of stores[1]					
		Novion	Federation	Merged Group	Scentre	Stockland	GPT
Supermarkets	the fresh food people Woolworths	22	42	**64**	31	26	12
	coles	32	36	**68**	36	22	12
Discount department stores	Kmart	15	23	**38**	25	12	6
	BIGW	9	15	**24**	19	11	8
	Target	18	12	**30**	33	12	9
Department stores	MYER	5	4	**9**	22	2	7
	DAVID JONES	3	1	**4**	16	-	4
Total		**104**	**133**	**237**	**182**	**85**	**58**

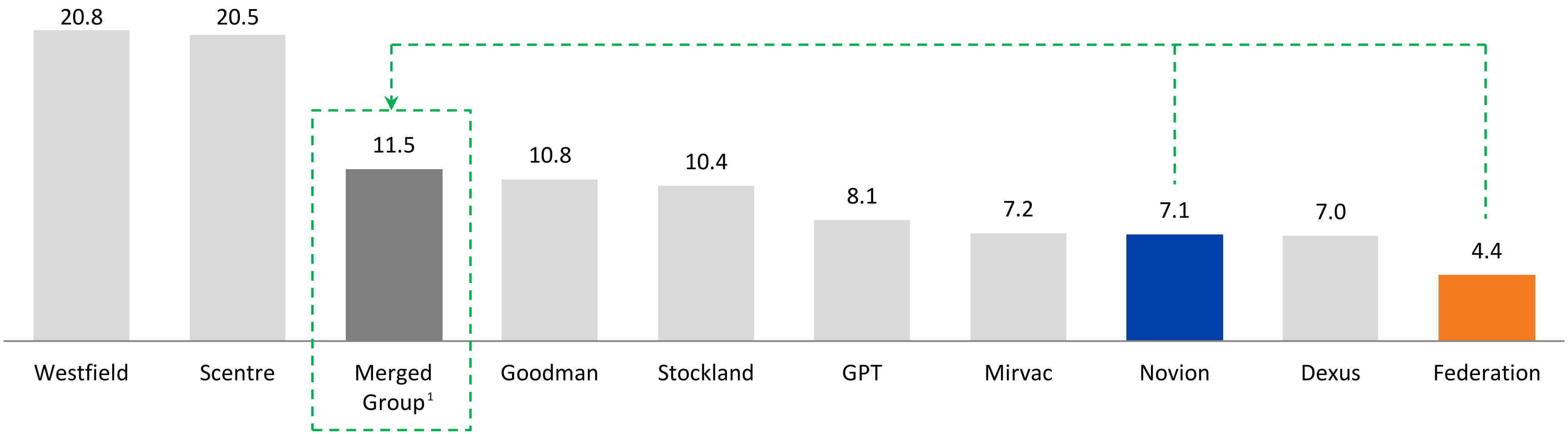
1. Novion and Federation data as at 31 December 2014, adjusted for post balance date acquisitions and sales. Scentre as at 31 December 2014, Stockland and GPT as at 30 June 2014. Peer data based on publicly available information.

novion Property Group FEDERATION CENTRES

6. Greater relevance for equity and debt investors

- Combined market capitalisation of over $11 billion[1]
  - Third largest A-REIT
  - Top 30 company on the ASX
  - Top 10 listed manager of retail assets globally[2]
- Enlarged balance sheet to provide greater funding flexibility
  - Enhances the ability to access diversified funding sources
- Scale and cost savings expected to improve the Merged Group's cost of capital

Australian REITs by market capitalisation ($billion)[3]



1. Based on the combination of Novion's and Federation's stand alone market capitalisations as at 2 February 2015.
2. Based on the constituents of the FTSE EPRA / NAREIT Global index, adjusted to include CapitaLand Limited.
3. Based on closing trading prices as at 2 February 2015.

Implementation process

Novion Board process and recommendation

- Novion received in October 2014 an unsolicited and confidential expression of interest from Federation to merge both groups
- The Board of Novion then implemented a process to properly assess the merits of the Merger to determine whether a compelling transaction for Novion securityholders could be developed
  - Involved an exchange of information to facilitate a thorough mutual due diligence exercise on each other and the Merged Group
  - Included an assessment of the Merger relative to Novion's strategic landscape and alternatives
  - Detailed assessment of the Merger provides Novion with a high level of confidence in the Merged Group's ability to achieve the identified cost savings
- Based on the strategic rationale outlined and the terms agreed with Federation, the Board of Novion believes the Merger represents a unique and compelling opportunity for Novion securityholders that creates significant value
- The Board of Novion recommends the Merger in the absence of a superior proposal and subject to an independent expert concluding the Merger is fair and reasonable to, and in the best interests of, Novion securityholders
- Novion's largest securityholder, the Gandel Group (which has a 21.6% direct interest in Novion[1] and is the co-owner of Novion's largest asset, Chadstone Shopping Centre), has advised that its intention is to vote in favour of the Merger, based on the disclosed Merger terms and in the absence of a superior proposal

1. The Gandel Group has a 26.2% relevant interest in Novion securities, comprising a 21.6% direct interest and a 4.6% indirect interest held pursuant to a right of first refusal arrangement with CBA.

Implementation process

- Implementation of the Merger requires the approval by Novion securityholders of Novion schemes of arrangement

- Novion schemes of arrangement are required as Federation acting as the legal acquiring entity was determined to be the most efficient transaction structure having regard to the existing corporate structures of Novion and Federation
  - Novion securityholders will own ~64% of the Merged Group; Federation securityholders ~36% based on the exchange ratio
  - Each Novion security will be exchanged for 0.8225 Federation securities
  - Exchange ratio implies a current Novion value per security of $2.55 (based on Federation's closing price as at 2 February 2015) – a 9.9% premium to Novion's closing price of $2.32 as at 2 February 2015

- The Merger is also subject to other customary conditions including: court approval, regulatory approvals (including Foreign Investment Review Board ("FIRB")) and an independent expert concluding the Merger is fair and reasonable to, and in the best interests of, Novion securityholders

- The obligations of Novion and Federation regarding the implementation of the Merger are governed by a Merger Implementation Agreement entered into by both parties – released to the ASX and summarised on page 44

- A scheme booklet (which will include an independent expert's report) is expected to be sent to Novion securityholders in April 2015

Indicative implementation timetable

Key dates	Date
Announcement of the Merger	3 February 2015
Novion FY15 half year results	18 February 2015
Federation FY15 half year results	19 February 2015
Federation 1H15 distribution payment	25 February 2015
Novion 1H15 distribution payment and allotment of DRP securities	26 February 2015
First court hearing Scheme booklet dispatched to Novion securityholders	April 2015
Novion securityholder meeting to approve the schemes Final court hearing	May 2015
Implementation date	June 2015

Note: these dates are indicative only and may be subject to change

Summary

The Merger of Novion and Federation creates one of Australia's leading REITs, with over $22 billion in AUM invested across the full retail asset spectrum

Combines two highly complementary platforms to provide existing Novion and Federation securityholders with an enhanced investment proposition relative to each group on a stand alone basis

The Novion and Federation Boards unanimously support the Merger and believe it represents a unique and compelling opportunity that creates significant value for both Novion and Federation securityholders

Appendix

A1 FY15 pro forma underlying earnings and distributions

$ million	Novion	Federation	Adj.		Pro forma
Direct property income	578[1]	346[2]	9	A	933
Other investment income	-	2	-		2
Total investment income	**578**	**348**	**9**		**935**
Property, development and leasing fees	39	13	-		52
Funds management fees	11	2	-		13
Total income	**629**	**363**	**9**		**1,001**
Corporate overheads (net of recoveries)	(58)	(40)	40	A	(58)
Net interest expense	(146)	(62)	28	B	(180)
Other expenses	(2)	(2)	-		(4)
Underlying earnings	**423[3]**	**259**	**77**	C	**759**
Earnings per security (cents)	**13.8**	**18.2**	**-**		**19.2[4]**
Distribution per security (cents)	**13.8**	**16.9**	**-**	D	**18.3[4]**

The Merger is expected to be neutral to actual FY15 underlying earnings based on the expected implementation date

Key assumptions

FY15 pro forma impact assuming the transaction was implemented and fully integrated on 1 July 2014

Novion and Federation stand alone positions based on current FY15 guidance

Novion and Federation's stand alone positions are presented on the basis of each group's current accounting policies and income / expense treatments – as such, the pro forma position excludes the impact of any alignments deemed necessary post implementation (not expected to be material to the Merged Group)

A Represents operating cost savings of $49 million p.a.[5] that are expected to be realised upon full integration
- $9 million p.a. through direct property income
- $40 million p.a. through corporate overheads

B Adjustment reflecting expected combined interest cost savings of $46 million p.a. from the implementation date, offset by incremental interest on total transaction implementation costs ($18 million p.a.) – net adjustment of $28 million p.a.[5]

C Excludes $7 million p.a. of additional capitalised cost savings expected to be realised within 12 months

D Reflects a distribution payout ratio of 95% of underlying earnings

Note: some P&L metrics may not sum due to rounding.
1. Net of $39 million of corporate overheads recovered from properties.
2. Net of $20 million of corporate overheads recovered from properties.
3. Equivalent to Novion's 'distributable earnings' as Novion has reported in prior periods.
4. For current Novion securityholders, these equate to an equivalent earnings per security of 15.8c (19.2c multiplied by the exchange ratio) and an equivalent distribution per security of 15.0c (18.3c multiplied by the exchange ratio).
5. For adjustment "A", deducting $7 million p.a. of funding costs associated with the one-off costs incurred to achieve these operational savings (of $181 million) equates to total net operational cost savings of $42 million p.a. (as presented on pages 6, 19 and 20). For adjustments "B", adding back these funding costs equates to total net mark-to-market financing savings of $35 million p.a. (as presented on pages 6, 19 and 21).

A2 Pro forma 31 December 2014 balance sheet

$ billion	Novion	Federation	Adj.[1]		Pro forma
Property investments	9.1	5.0	-		14.1
Intangible assets	0.4	0.2	0.3	A	0.9
Other assets	0.3	0.1	(0.1)		0.3
Total assets	**9.7**	**5.3**	**0.3**		**15.3**
Borrowings	2.8	1.3	0.4	B	4.6
Other liabilities	0.5	0.3	(0.1)		0.7
Total liabilities	**3.3**	**1.6**	**0.3**		**5.2**
Net assets	**6.4**	**3.7**	**(0.0)**		**10.1**
Securities on issue (m)	3,077	1,428	2,531	C	3,959
Net asset value per security (NAV)	**$2.09**	**$2.58**			**$2.54**[2]
Net tangible assets per security (NTA)	**$1.97**	**$2.44**			**$2.32**[2]
Gearing (including intangibles)[3]	**28.8%**	**25.0%**			**29.9%**
Gearing (excluding intangibles)[4]	**29.8%**	**24.9%**			**31.1%**

Key assumptions

Based on unaudited 31 December 2014 balance sheets for Novion and Federation. Novion 31 December 2014 balance sheet is pro forma for the 1H15 distribution reinvestment plan. Federation 31 December 2014 balance sheet is pro forma for the sale of Warrnambool and Mildura Central (Victoria) and Woodlands Village (Queensland)

A Intangible asset adjustment reflects the current expectation of the application of acquisition accounting to the merger – this assessment will be finalised upon implementation

B Adjustment reflecting assumed transaction costs of $458 million less $38 million of non-cash adjustments to the carrying value of borrowings on refinancing. See page 41 for further detail

C Securities on issue adjustment reflects each Novion security being exchanged for 0.8225 Federation securities

Note: some balance sheet metrics may not sum due to rounding.

1. Excludes adjustments for non-cash items deemed necessary post implementation.
2. For current Novion securityholders, these equate to an equivalent NAV per security of $2.09 ($2.54 multiplied by the exchange ratio) and an equivalent NTA per security of $1.90 ($2.32 multiplied by the exchange ratio).
3. Calculated as borrowings (net of deferred borrowing costs and cross currency swaps) divided by total assets.
4. Calculated as borrowings (net of cash) divided by total tangible assets (net of cash).

A3 Summary of key Merger assumptions

1. Novion stand alone

- FY15 underlying earnings based on current FY15 guidance
- Balance sheet metrics based on unaudited 31 December 2014 balance sheet adjusted for the 1H15 distribution reinvestment plan
- AUM metrics include Mildura Central (Victoria) which is expected to settle after 31 December 2014

2. Federation stand alone

- FY15 underlying earnings on current FY15 guidance
- Balance sheet metrics based on unaudited 31 December 2014 balance sheet, adjusted for the post balance date sales of Warrnambool and Mildura Central (Victoria) and Woodlands Village (Queensland)

3. Merger

- Full year FY15 impact assuming the transaction was implemented on 1 July 2014
- Each Novion security exchanged for 0.8225 Federation securities
- Distribution payout ratio of 95% of underlying earnings

4. Cost savings

- Total cost savings of $84 million p.a., attributed by:
  - Total net P&L cost savings of $77 million p.a.
    - Corporate and operational cost savings of $42 million p.a.
    - Financing savings – mark-to-market interest cost savings of $35 million p.a.
  - Capitalised cost savings of $7 million p.a.
- Expect to be realising 85% (on an annual basis) of total net P&L cost savings after 12 months

5. Refinancing

- All existing debt is repaid
- Merged Group is assigned an S&P credit rating of at least 'A-' (TBC by S&P)
- Weighted average interest cost of 4.1% post refinancing

6. Transaction costs

- Total transaction costs of $458 million, attributed by:
  - Stamp duty, advisory and other implementation costs of $106 million
  - Operational cost saving implementation costs of $75 million
  - Debt restructuring costs of $277 million (including $29 million of net derivative liability positions repaid)

7. Other

- Novion is the accounting acquirer of Federation for the purposes of calculating goodwill
- Potential pre-emptive rights over 50% interests in 6 assets valued at $0.8 billion (current book value) are assumed not to be triggered as part of the transaction

A4 Direct portfolio information

As at 31 December 2014[1]	Novion	Federation	Merged
Number of owned shopping centres	27	65	92
Book value	$9.1bn	$4.9bn	$14.0bn
Capitalisation rate (weighted average)	6.1%	7.0%	6.4%
Gross lettable area ('000 sqm)	1,327	1,446	2,773
No. of tenancies	c.4,200	c.4,300	c.8,500
Occupancy (weighted average)	99.7%	99.5%	99.6%
Annual retail sales (gross)[2]	$7.8bn	$8.6bn	$16.4bn
Specialty occupancy cost (weighted average)	15.9%	14.8%	15.5%

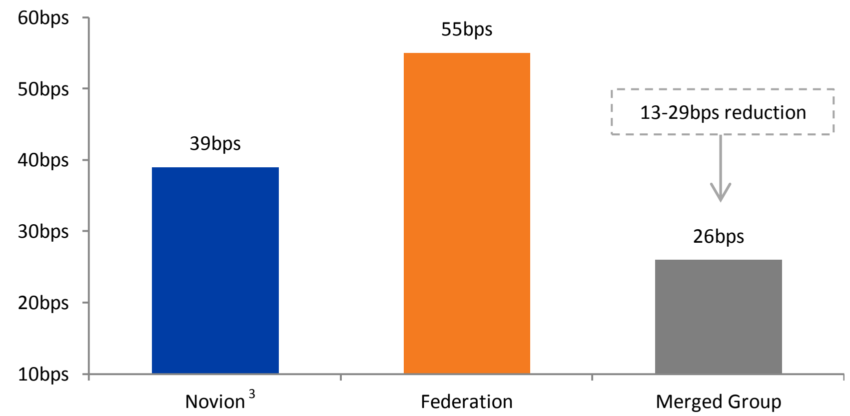
1. Novion and Federation data as at 31 December 2014, adjusted for post balance date acquisitions and sales.
2. Based on annual retail sales for the 12 months to 31 December 2014.

A5 Management expense ratio

Reduction in management expense ratio (MER)

- The corporate overhead savings (net of recoveries) of at least $40 million[1] p.a. are expected to enhance the operational efficiency of the Merged Group relative to Novion and Federation on a stand alone basis
- The management expense ratio of the Merged Group is expected to be approximately 26bps[2] on full integration
- Potential for greater efficiencies to be achieved through the integration process beyond those savings identified
- The reduction in MER illustrates the scale benefits expected to be achieved by the Merged Group

FY15 forecast management expense ratio[2]



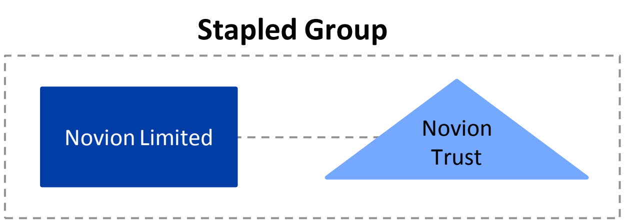
1. Refer to adjustment "A" on page 39.
2. Calculated as corporate overheads (net of recoveries to properties) divided by total AUM.
3. Novion has previously reported an MER of <55bps (as disclosed in its FY14 annual results). The variance relates to that calculation being based on gross corporate overheads (including costs recovered from properties) less development management costs divided by the value of Novion's direct portfolio only.

A6 Summary of the Merger Implementation Agreement

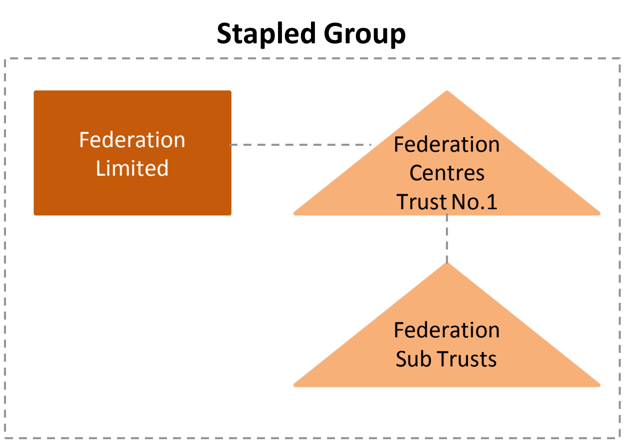
- Novion and Federation have entered into a Merger Implementation Agreement to give effect to the Merger
- Conditions precedent include:
  - Customary regulatory approvals (including FIRB, ASIC and ASX approvals) and court approval of both the Novion company and trust schemes;
  - Novion securityholder approval of the schemes (75% of votes cast; 50% of securityholders voting) and de-stapling resolutions (75% of votes cast);
  - No material adverse change in Novion or Federation;
  - Conclusion by an independent expert that the schemes are fair and reasonable to, and are in the best interest of, Novion securityholders; and
  - No fall in the S&P / ASX200 A-REIT Index of 20% or more over three consecutive trading days
- Deal protection measures for both Novion and Federation with exclusivity obligations on both parties as well as restrictions in conduct of business until implementation of the Merger
- Break fee of $40 million payable by Novion and Federation in certain circumstances
- Customary termination rights including for an unremedied breach of the agreement (including for a breach of a representation or warranty) and a change in the Novion Board recommendation
- The full terms of the Merger Implementation Agreement are appended to the transaction announcement that has been released to the ASX and is on the Novion and Federation websites

A7 Merged Group corporate structure

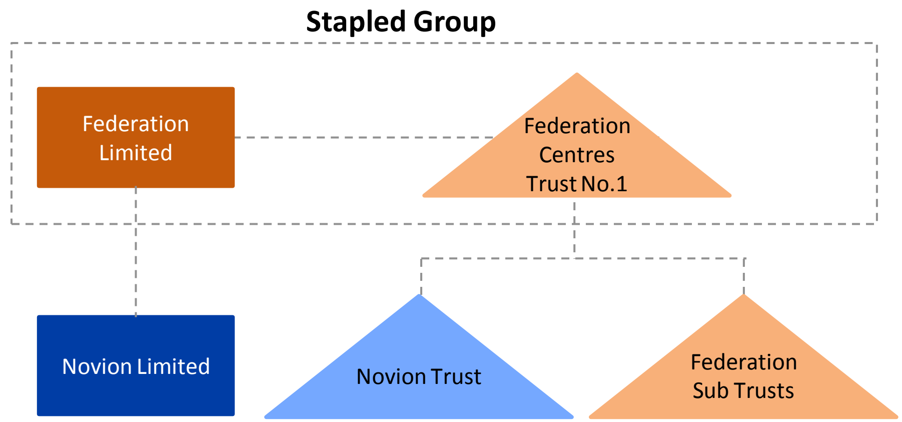
Novion today (post internalisation)



Federation today (post simplification)



Merged Group



- Federation acting as the legal acquiring entity was determined to be the most efficient transaction structure having regard to the existing corporate structures of Novion and Federation
- Transaction to be legally effected by way of Novion schemes of arrangement
  - Novion Limited will become a wholly owned subsidiary of Federation Limited
  - Novion Trust will become a wholly owned subsidiary of Federation Centres Trust No. 1
- Each Novion security will be exchanged for Federation securities in accordance with the exchange ratio

Executive Committee biographies

Steven Sewell – Chief Executive Officer

Steven commenced as Federation Centre's Chief Executive Officer in February 2012 and was appointed a Director in July 2012. Steven has extensive experience in the management and development of Australian shopping centres. He was formerly Chief Executive Officer of Charter Hall Retail REIT (formerly Macquarie Countrywide Trust) for more than five years and National Head of Property Management for QIC Property.

Steven is the current Chairman of the Shopping Centre Council of Australia and a Director of the Property Council of Australia Limited.

Colleen Harris – EGM People & Culture

Colleen has more than 18 years' experience in human resources with a focus on the design and implementation of talent, performance and reward frameworks that are linked to individual and business performance. Prior to joining Federation Centres her industry experience spanned advertising, financial services, gaming, hospitality and entertainment and includes senior roles with National Australia Bank and Crown Limited.

Tom Honan – Chief Financial Officer

Tom has more than 25 years' experience in the finance industry in Australia and the United States. Prior to joining Federation Centres he served as Chief Financial Officer with Transurban Group. Other previous roles include Chief Financial Officer at Computershare, Director of Finance, Asia Pacific at Nike Inc and senior executive positions at Price Waterhouse and Exxon / Mobil.

Richard Jamieson – EGM Investments

Richard has more than 25 years' experience in banking and finance roles. Prior to joining Novion as Chief Financial Officer ("CFO") he was the Acting General Manager, Superannuation, Marketing and Direct, for BT Financial Group. Prior to this Richard held various senior finance roles including CFO for BT Financial Group, CFO for Westpac New Zealand Limited, and Infrastructure Fund Manager and CFO at Colonial First State Global Asset Management. Richard is a member of the Institute of Chartered Accountants in Australia.

Stuart Macrae – EGM Leasing

Stuart has more than 25 years' experience in property management, development and leasing. Prior to his current appointment as GM Leasing with Novion, Stuart was General Manager of Leasing within CFSGAM Property since 2002 and prior to that held a number of senior leasing roles within Gandel Retail Management from 1989 to 2002.

Peter Coroneo – EM National Leasing

Peter has more than 25 years' national and international experience in the property industry, with deep experience in real estate investment management, development and retail leasing. Prior to joining Federation Centres Peter held senior roles at QIC Properties, including Head of Leasing and Chief Operating Officer, and at LaSalle Investment Management.

A8 Executive Committee biographies

David Marcun – EGM Business Development

David has more than 20 years' experience in the property sector, predominantly in finance and operations roles. Prior to his current appointment as Novion's Chief Operating Officer and Head of Asset Management, he was Chief Operating Officer at CFSGAM Property from 2009. During his career David was involved in the float of Gandel Retail Trust in 1994 and the acquisition of Gandel Retail Management by CFSGAM in 2002. David is also a member of Institute of Chartered Accountants in Australia.

Justin Mills – EGM Centre Management

Justin has more than 17 years' experience in the retail property sector, in centre management, asset management, investment management and strategy. Prior to his current appointment as Novion's General Manager, Retail Management and Strategy, he was General Manager, Retail Management and Strategy at CFSGAM Property from 2009. Justin joined CFSGAM in 2002 where his roles also included Assistant Fund Manager of CFS Retail Property Trust Group, Centre Manager of Chadstone Shopping Centre and Regional Manager.

Carolyn Reynolds – General Counsel

Prior to joining Federation Centres Carolyn was a partner at law firm Minter Ellison from July 2003 and has more than 20 years' experience as a commercial litigation and corporate lawyer. This includes extensive legal work on property and major entertainment complex related activities associated with the Marina Bay Sands Integrated Resort in Singapore. Carolyn has also acquired diverse experience relating to boards, gained from her legal work and involvement with several not-for-profit organisations.

Daryl Stubbings – EGM Development

Daryl has over 25 years' experience in asset management and development. Prior to his current appointment, Daryl was Regional Development Manager since 2006, both at Novion and within CFSGAM Property which he joined in 2005. Over the past 10 years, Daryl has completed in excess of $2 billion in major redevelopments and expansions of regional shopping centres, most recently managing the development of the $1.2 billion Emporium Melbourne project.

Jonathan Timms – EGM Development

Jonathan has more than 20 years' experience in the property industry in both Australia and overseas, specialising in retail property. Prior to joining Federation Centres Jonathan was President of Tesco's China Property Company and involved with a large-scale mall development program. His other senior roles in asset management and development included 10 years with AMP Capital.

novion Property Group FEDERATION CENTRES

A9 Board of Directors

Highly experienced Board with representatives from both Novion and Federation Boards

Non-executive Directors will seek election at the Merged Group's first Annual General Meeting (expected to be in late 2015)

Chairman

Peter Hay

Existing Novion Director

Existing Federation Director

Directors

Trevor Gerber[1]

Richard Haddock AM

Tim Hammon

Peter Kahan

Charles Macek
Chair of Remuneration & HR Committee

Fraser MacKenzie[1]

Karen Penrose
Chair of Audit & Risk Committee

Steven Sewell[2]
Chief Executive Officer

Wai Tang

David Thurin

1. These Directors will be Directors on the Board of Federation Centres Limited (as responsible entity of Federation Centres Trust No. 1), however, as Federation Limited's constitution currently states its Board can have a maximum of 8 Directors, these Directors will be Alternate Directors and participate on the Federation Limited Board until their formal election is sought (together with all non-executive Directors) at the Merged Group's first Annual General Meeting. An appropriate Board protocol will be established for the period up to the first Annual General Meeting which will include Alternate Directors on the Federation Limited Board being treated as Directors to the fullest extent consistent with Federation Limited's constitution.
2. Steven Sewell will step down as a Director of the Federation Limited Board from implementation of the Merger until the Merged Group's first Annual General Meeting.

A9 Board of Directors biographies

Peter Hay – Chairman, Independent Non-executive Director (Appointed to Novion Board July 2014)

Peter Hay has a strong background and breadth of experience in business, corporate governance, finance and investment banking advisory work, with a particular expertise in relation to mergers and acquisitions. Mr Hay was a partner of the legal firm Freehills until 2005, where he served as Chief Executive Officer from 2000.

Mr Hay is a director of the Australian Institute of Company Directors and is also a member of its Corporate Governance Committee, and has been a member of the Australian Government Takeovers Panel since 2009. Mr Hay is also the chairman of Newcrest Mining Limited and director of GUD Holdings Limited.

Trevor Gerber – Independent Non-executive Director (Appointed to Novion Board April 2014)

Trevor Gerber has had a long career in property funds management. Mr Gerber was Director of Funds Management at Westfield Group with responsibility for Westfield Trust and Westfield America Trust, and prior to this was Treasurer of Westfield Group. Mr Gerber is a member of the Institute of Chartered Accountants.

Mr Gerber is also lead independent director of Sydney Airport Holdings, and a director of Tassal Group, Leighton Holdings Limited and Regis Healthcare Limited.

Richard Haddock AM – Independent Non-executive Director (Appointed to Novion Board January 2009)

Richard Haddock has had a long career in financial services and was Deputy General Manager, Australia at BNP Paribas, Sydney from 1988 to 2001. Mr Haddock is a Fellow of the Australian Institute of Management, the Financial Services Institute of Australia and the Australian Institute of Company Directors.

Mr Haddock is also a director of Retirement Villages Group Fund, the honorary treasurer and a national director of Caritas Australia, the chairman of Catholic Care, the chairman of the Australian Catholic Superannuation and Retirement Fund, and chairman of St Vincent's Curran Foundation.

Tim Hammon – Independent Non-executive Director (Appointed to Federation Board December 2011)

Tim Hammon has extensive wealth management, property services and legal experience. He is currently Chief Executive Officer of Mutual Trust Pty Limited and previously worked for Coles Myer Ltd in a range of roles including Chief Officer, Corporate and Property Services with responsibility for property development and leasing, and corporate strategy. He was also Managing Partner of various offices of Mallesons Stephen Jaques.

Peter Kahan – Non-executive Director (Appointed to Novion Board April 2014)

Peter Kahan has a long career in property funds management, with prior roles including Chief Executive Officer and Finance Director of The Gandel Group. Mr Kahan was the Finance Director of The Gandel Group at the time of the merger between Gandel Retail Trust and Colonial First State Retail Property Trust in 2002. Prior to joining The Gandel Group in 1994, Mr Kahan worked as a Chartered Accountant and held several senior financial roles across a variety of industry sectors. Mr Kahan is a member of the Institute of Chartered Accountants and the Australian Institute of Company Directors.

Mr Kahan is also Executive Deputy Chairman of Gandel Group and a director of Charter Hall Group where he is a member of the Remuneration and Human Resources Committee and Nomination Committee.

A9 Board of Directors biographies

Charles Macek – Independent Non-executive Director (Appointed to Federation December 2011)

Charles Macek brings extensive experience in the finance industry, including insurance, stockbroking, investment management and investment banking roles in Australia, New Zealand, the United Kingdom and Japan. Over the past decade he has held numerous senior positions and directorships in a range of public companies including Telstra.

Mr Macek is Chairman of Racing Information Services Australia Pty Ltd. He is a Vice Chairman of the International Financial Reporting Standards Advisory Committee, a member of the Investment Committee of UniSuper Ltd and is also a non-executive Director of Earthwatch Institute Australia

Fraser MacKenzie – Independent Non-executive Director (Appointed to Federation Board October 2009)

Fraser MacKenzie has more than 40 years' of finance and general management experience in the United Kingdom, the United States and Asia, including Chief Financial Officer for both Coles Group / Coles Myer and OPSM Group. Mr MacKenzie held senior finance and general management roles at Pfizer, Gestetner Holdings and Smith Kline & French Laboratories in addition to various accounting positions in his early career at Royal Bank of Scotland, Hambros Bank and Ernst & Young.

Karen Penrose – Independent Non-executive Director (Appointed to Novion Board April 2014)

Karen Penrose has a strong background and experience in business, finance and investment banking, in both the banking and corporate sectors. Her prior executive career includes 20 years with Commonwealth Bank and HSBC and, over the eight years to January 2014, Chief Financial Officer and Chief Operating Officer roles with two ASX listed companies.

Ms Penrose is Deputy Chair and Chair of the Audit and Risk Committee of Silver Chef Limited and a director of AWE Limited, Spark Infrastructure Group, LandCom (operating as UrbanGrowth NSW) and Marshall Investments Pty Limited

Wai Tang – Independent Non-executive Director (Appointed to Federation Board May 2014)

Wai Tang has extensive retail industry experience and knowledge gained through senior executive and board roles. Ms Tang's former senior executive roles included Operations Director for Just Group and Chief Executive Officer of the Just Group sleepwear business, Peter Alexander. Prior to joining the Just Group she was General Manager of Business Development for Pacific Brands. She was also the co-founder for the Happy Lab retail confectionery concept.

Ms Tang is currently a Non-executive Director of Kikki K and the Melbourne Festival. Past directorships include Specialty Fashion Group and L'Oréal Melbourne Fashion Festival.

David Thurin – Non-executive Director (Appointed to Novion Board April 2014)

David Thurin has had a long professional career which includes senior roles within Gandel Group and associated companies including being its Joint Managing Director. Dr Thurin was a Director of Gandel Group at the time of the merger between Gandel Retail Trust and Colonial First State Retail Property Trust in 2002. Dr Thurin is the Managing Director and founder of Tigcorp Pty Ltd, which has property interests in retirement villages and land subdivision. He has a background in medicine, having been in private practice for over a decade, and was a prior President of the International Diabetes Institute.

Dr Thurin is currently a Director of Tigcorp Pty Ltd, Melbourne Football Club and Baker IDI Heart and Diabetes Institute and is a member of the World Presidents' Organisation.