

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
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Sydney NSW 2001 Australia

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## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Saturday 17 September 2016.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/urfegm2016](http://www.votingonline.com.au/urfegm2016)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the fund. Do not write the name of the issuer fund or the registered security holder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the fund's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the fund's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the security holder.

**Joint Holding:** where the holding is in more than one name, all the security holders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Saturday 17 September 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** [www.votingonline.com.au/urfegm2016](http://www.votingonline.com.au/urfegm2016)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# US Masters Residential Property Fund

ARSN 150 256 161

## Your Address

This is your address as it appears on the fund's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Security holders sponsored by a broker should advise their broker of any changes.

**Please note you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **US Masters Residential Property Fund** (Fund) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered security holder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Fund to be held at **Level 15, 100 Pacific Highway, North Sydney NSW 2060 on Monday, 19 September 2016 at 10:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	"That the issue of up to 43,935,577 Units to applicants under the Offer, on the terms and conditions as set out in the Explanatory Memorandum, is ratified and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 2(f)	"That the issue of up to 7,500 Units to Patrick Broughton and Melinda Broughton as trustees for Melster Superfund #1, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2(a)	"That the issue of up to 1,000,000 Units to Mr Orange Pty Ltd, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 2(g)	"That the issue of up to 7,500 Units to Melinda E H Broughton, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2(b)	"That the issue of up to 100,000 Units to Darnal Pty Ltd, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 2(h)	"That the issue of up to 25,000 Units to Mr Maximilian Sean Walsh and Mrs Geraldine Margaret Walsh as trustees for MS & GM Walsh Superannuation Fund, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2(c)	"That the issue of up to 25,000 Units to Tristan O'Connell and Angela O'Connell as trustees for The O'Connell Family Superannuation Fund, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 2(i)	"That the issue of up to 75,000 Units to CSMB Group Pty Ltd as trustee for CM Brown Family Trust, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2(d)	"That the issue of up to 25,000 Units to Alandal Pty Ltd as trustee for Alandal Superannuation Fund, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 3	"That the issue of up to 50,000,000 Units to the entities set out in the Explanatory Memorandum, on the same terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2(e)	"That the issue of up to 20,000 Units to Ncatco Pty Ltd as trustee for Ncatco Investments Trust, on the terms and conditions as set out in the Explanatory Memorandum, is authorised and approved."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

### STEP 3 SIGNATURE OF SECURITY HOLDER/S This form must be signed to enable your directions to be implemented.

Individual or Security Holder 1

Security Holder 2

Security Holder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016