

# Supplemental Deed Poll

**MAp Airports Limited**

Amending the Constitution for MAp Airports Trust 1 (ARSN 099  
597 921)

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<b>Date</b>	15 October	2009
<b>Parties</b>		
1.	MAp AIRPORTS LIMITED (ACN 075 295 760) of Level 9, 130 Pitt Street, Sydney 2000 as responsible entity of MAp Airports Trust 1 (the <i>Manager</i> ).	
<b>Recitals</b>		
A	The Manager is the responsible entity of the trust known as the MAp Airports Trust 1 (ARSN 099 597 921) (the <i>Trust</i> ) constituted under a trust deed dated 13 July 2001 as amended from time to time (the <i>Constitution</i> ).	
B	The Trust has been registered pursuant to section 601EB of the <i>Corporations Act 2001</i> (Cth) (the <i>Corporations Act</i> ) by the Australian Securities and Investments Commission ( <i>ASIC</i> ) as a managed investment scheme.	
C	Under section 601GC(1)(a) of the Corporations Act, the Constitution may be amended by special resolution of the Members of the Trust.	
D	At a meeting of Members of the Trust on 30 September 2009, it was resolved by special resolution to amend the Constitution in the manner which has been set out in clause 2 of this Supplemental Deed Poll for convenience.	
E	Under section 601GC(1)(b) of the Corporations Act, the Constitution may be amended by the manager if the Manager reasonably considers that the change will not adversely affect members' rights, and the Manager may give effect to the amendments by executing a supplemental deed.	
F	It is the reasonable opinion of the Manager that the changes affected by clause 3 of this Supplemental Deed will not adversely affect members' rights.	
G	Pursuant to section 601GC(2) of the Corporations Act, the modifications to the Constitution set out in this Supplemental Deed Poll cannot take effect until a copy has been lodged with ASIC.	

**IT IS DECLARED** as follows.

## 1. Definitions and Interpretation

### 1.1 Definitions

Unless otherwise defined in this Deed terms defined in the Constitution bear the same meaning when used in this Deed.



*Effective Date* means the date on which a copy of this Supplemental Deed Poll is lodged with ASIC pursuant to section 601GC(2) of the Corporations Act.

## 1.2 Interpretation

Clauses 30.1 and 30.2 of the Constitution apply to this Supplemental Deed Poll as if set out in this Supplemental Deed Poll.

## 1.3 Benefit of this Supplemental Deed Poll

This Supplemental Deed Poll is made by the Manager with the intent that the benefit of this Supplemental Deed Poll shall enure to the Members of the Trust jointly and severally.

## 2. Amendment of Constitution made by Members

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With effect on and from the Effective Date, but not before, the following words, "(with the exception of the 2009 calendar year, in which case such fees must not exceed in aggregate \$850,000)" are inserted in clause 21.4(q)(i) following the words "per annum"

## 3. Amendment of Constitution by Manager

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With effect on and from the Effective Date, but not before, the Manager amends the Constitution by:

- (a) deleting the words in clause 6.2(e) and substituting the words "NOT USED";
- (b) deleting clause 6.2(ea);
- (c) inserting the following words in clause 17.1 after the words "Corporations Act requires":

"For so long as the Trust is Stapled to the Stapled Trust and to the Stapled Company a meeting of members will be convened to coincide with the Stapled Company annual general meeting."
- (d) deleting the words in clause 17.9 and substituting the following words:

"Despite clause 17.8:

  - a) the Manager may determine that the appointment of a proxy is valid even if it contains only some of the information required by the Corporations Act; and
  - b) the Manager may establish procedures for accepting appointments of proxy by electronic means, including procedures for authentication of an appointment other than by signature.";
- (e) deleting clauses 21.1C, 21.2A, 21.2B and 21.2C;
- (f) deleting the words in clause 21.2 and replacing them with the words, "No performance fees are payable with respect to the Trust.";
- (g) deleting the following definitions from clause 30:
  - (i) **Benchmark Index;**
  - (ii) **Benchmark Return;**
  - (iii) **Deficit;**

- (iv) **Performance Fee;**
  - (v) **Period;**
  - (vi) **Period End Date;**
  - (vii) **Return;**
  - (viii) **Shareholders;**
  - (ix) **Surplus; and**
  - (x) **Trust Index; and**
- (h) inserting the following words in the definition of **Base Fee** in clause 30 after the words "in respect of a Quarter":
- "means an amount equal to the aggregate costs (determined in accordance with generally accepted accounting principles in Australia) incurred by the Manager in performing its role as responsible entity of the Trust during the relevant Quarter plus an amount equal to 15% of such costs provided that the amount does not exceed:".

## 4. **Governing Law and Jurisdiction**

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This Deed shall be governed by the law of New South Wales and the Manager submits to the non-exclusive jurisdiction of its Courts.

## 5. **No Resettlement**

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The Trustee confirms that it is not by this Supplemental Deed Poll intending to:

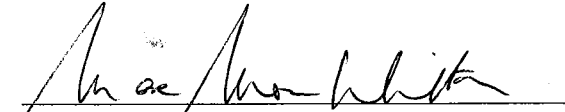
- (a) resettle or redeclare the Trust declared under the Constitution; or
- (b) cause the transfer, vesting or accruing of any property comprising the assets of the Trust in any person.

# Supplemental Deed Poll

Allens Arthur Robinson 

**EXECUTED** and delivered as a Deed in Sydney.

Executed as a deed in accordance with  
section 127 of the *Corporations Act 2001* by  
**MAP AIRPORTS LIMITED:**



Director Signature

MAX MOORE-WILTON

Print Name



Director/Secretary Signature

**Sarah Webb**

Print Name