

23 November 2011



## Clarification of results of CER Share Scheme Meeting and General Meetings in relation to Aggregation

Centro Retail Limited and Centro Retail Trust (together "CER") refer to yesterday's announcement confirming that CER securityholders yesterday approved, at the Share Scheme Meeting and the General Meetings, all requisite resolutions in relation to Aggregation to create a new ASX listed entity, Centro Retail Australia (CRF). All Centro Properties Group (CNP) stakeholders also approved Aggregation by passing their requisite resolutions at meetings held yesterday, as was announced by CNP yesterday.

CER has since determined that it is appropriate to expand on certain details of the results of each of the CER Meetings as announced yesterday. An amended schedule of results is attached. This does not change the outcome of yesterday's meeting i.e. all resolutions have been approved.

Aggregation remains subject to approval of the Court, with the approval hearing set for Thursday, 24 November 2011.

### About Centro Retail Trust (ASX: CER)

Centro Retail Trust (CER) is a pure property trust specialising in the ownership of shopping centres. For more information, please visit the CER website at [cerinvestor.com.au](http://cerinvestor.com.au).

### For Further Information

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**DECLARATION OF A POLL**

Link Market Services Limited, having conducted the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

**RESOLUTION 1**

<b>APPROVAL OF SCHEME OF ARRANGEMENT PURSUANT TO SECTION 411 OF CORPORATIONS ACT 2001 BETWEEN CENTRO RETAIL LIMITED AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES</b>				
<b><u>FOR:</u></b>				
<b>2,001,702,798</b>	<b>VOTES REPRESENTING</b>	<b>98.27%</b>	<b>OF VOTES CAST</b>	
<b>1,865</b>	<b>HOLDERS REPRESENTING</b>	<b>94.48%</b>	<b>OF HOLDERS</b>	
<b><u>AGAINST:</u></b>				
<b>35,207,144</b>	<b>VOTES REPRESENTING</b>	<b>1.73%</b>	<b>OF VOTES CAST</b>	
<b>109</b>	<b>HOLDERS REPRESENTING</b>	<b>5.52%</b>	<b>OF HOLDERS</b>	
<b><u>ABSTAIN:</u></b>				
<b>(note only)</b>	<b>2,583,029</b>	<b>VOTES</b>		
	<b>20</b>	<b>HOLDERS</b>		

**RESULT OF GENERAL MEETING  
(ASX REPORT)**

**CENTRO RETAIL LIMITED and CENTRO RETAIL TRUST**

GENERAL MEETING  
Tuesday, 22 November, 2011

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes for	Votes Against	Votes Discretionary	Votes Abstain	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
1 ACQUISITION OF CPT SALE PROPERTY #	247,338,268	18,514,376	2,390,004	773,036	256,428,512	12,174,258	773,036
2 ACQUISITION OF THE SERVICES BUSINESS	797,729,381	59,848,905	7,719,692	2,494,556	827,062,751	39,396,912	2,494,556
3 ACQUISITION OF CAWF VICTORIAN ASSETS #	247,354,745	18,490,850	2,394,917	775,172	256,449,902	12,150,732	775,036
4 CRL CONSTITUTION AMENDMENTS	1,897,622,013	119,262,010	7,720,759	2,591,305	1,926,958,450	98,808,017	2,591,305
5 CRL CONSTITUTION AMENDMENTS	1,956,564,094	60,264,850	60,264,850	2,490,693	1,986,056,222	39,810,857	2,490,693
6 ISSUE OF CER STAPLED SECURITIES AND CATS	CRT 228,674,678 CRL 737,660,254	CRT 37,124,298 CRL 119,755,803	CRT 2,441,699 CRL 7,876,450	CRT 775,008 CRL 2,500,027	CRT 237,817,238 CRL 767,152,382	CRT 30,783,561 CRL 99,301,	CRT 775,008 CRL 2,500,027
7 APPROVAL OF CHANGE IN THE RESPONSIBLE ENTITY OF CENTRO RETAIL TRUST #	606,819,549	18,458,331	2,373,976	778,929	615,896,011	12,115,969	778,929

# - Note - resolution in relation to Centro Retail Trust (CRT). As referred to in the Important Notes in the Notices of General Meeting (see section 13 of the CER Explanatory Memorandum dated 5 October 2011), on a poll each CRT Unitholder has one vote for each dollar of the value of the total interests the CRT Unitholder has in CRT.

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item