

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Carindale Property Trust (ASX: CDP)

ACN/ARSN ARSN 093 261 744

1. Details of substantial holder (1)

Name Scentre Management Limited as responsible entity of Scentre Group Trust 1 ("Scentre Management Limited") and each of its related bodies corporate listed in Annexure B

ACN/ARSN (if applicable) ARSN 090 849 746

There was a change in the interests of the substantial holder on 28 / 08 / 2017

The previous notice was given to the company on 01 / 06 / 2017

The previous notice was dated 01 / 06 / 2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary Units | 37,747,614 | 53.93% | 38,916,295 | 55.59% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|-------------------|--|----------------------|---|---|-------------------------|
| Refer Annexure A. | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------------|--------------------------------|----------------|
| Scentre Management Limited | Scentre Management Limited | Scentre Management Limited | Registered holder – section 608(1)(a) | 38,916,295 Ordinary Units | 38,916,295 |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | |

6. Addresses

The addresses of persons named in this form are as follows:


| Name | Address |
|--|--|
| Scentre Management Limited | Level 30, 85 Castlereagh St, Sydney NSW 2000 |
| Related bodies corporate of Scentre Management Limited | See Annexure B |

Signature

print name MAUREEN MCGRATH

Capacity COMPANY SECRETARY

sign here



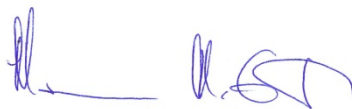
date 30 AUGUST 2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

"ANNEXURE A"

This is Annexure A of 1 page, referred to in Form 604 – Notice of change of interests of substantial holder



MAUREEN MCGRATH, COMPANY SECRETARY
DATE: 30 AUGUST 2017

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|----------------------|---|---|-------------------------|
| 01/06/2017 | Scentre Management Limited | On-market purchase | \$43,472.00 | 5,434 Ordinary Units | 5,434 |
| 06/06/2017 | Scentre Management Limited | On-market purchase | \$154,714.01 | 19,267 Ordinary Units | 19,267 |
| 24/08/2017 | Scentre Management Limited | On-market purchase | \$15,539.30 | 1,967 Ordinary Units | 1,967 |
| 28/08/2017 | Scentre Management Limited | On-market purchase | \$2,538,225.82 | 314,363 Ordinary Units | 314,363 |
| 28/08/2017 | Scentre Management Limited | Special crossings | \$6,687,412.00 | 827,650 Ordinary Units | 827,650 |

"ANNEXURE B"

This is Annexure B of 4 pages, referred to in Form 604 – Notice of change of interests of substantial holder



MAUREEN MCGRATH, COMPANY SECRETARY
DATE: 30 AUGUST 2017

| | Related Body Corporate | Company number | Registered Office address |
|-----|--|----------------|---|
| 1. | Adurant Pty. Limited | 003 155 628 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 2. | Alphen Pty. Limited | 052 136 348 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 3. | Amondi Pty Limited | 087 465 763 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 4. | Annsa Pty Ltd | 093 890 236 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 5. | Gaural Pty. Limited | 003 101 924 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 6. | Honeykent Pty. Limited | 050 057 326 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 7. | Lourens Pty. Limited | 076 681 797 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 8. | Lycus Pty. Limited | 002 253 161 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 9. | Marchet Pty Limited | 008 625 250 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 10. | Orta Pty. Limited | 008 617 810 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 11. | Parliv Pty Limited | 056 002 558 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 12. | RE Holding Company Pty Limited | 145 734 489 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 13. | RE Nominee Company Pty Limited | 146 211 930 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 14. | RE1 Limited | 145 743 862 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 15. | RE2 Limited | 145 744 065 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 16. | Regional Shopping Centre Nominees Pty. Limited | 050 044 785 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 17. | Samel Pty. Limited | 008 620 586 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 18. | Scentre Alliances Carindale Pty Limited | 098 563 252 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 19. | Scentre Alliances Pty Limited | 098 357 521 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 20. | Scentre Capital Assets Pty Limited | 003 146 307 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |

| | Related Body Corporate | Company number | Registered Office address |
|-----|--|----------------|---|
| 21. | Scentre Capital Corporation Pty Limited | 008 589 384 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 22. | Scentre Capital Financial Services Pty Limited | 008 618 166 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 23. | Scentre Custodian Pty Limited | 098 698 652 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 24. | Scentre Design and Construction Pty Limited | 000 267 265 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 25. | Scentre Digital Pty Limited | 141 708 125 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 26. | Scentre Finance (Aust) Limited | 093 642 865 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 27. | Scentre Funds Management Pty Limited | 003 613 410 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 28. | Scentre Group Limited | 001 671 496 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 29. | Scentre Holdings Pty Limited | 110 587 338 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 30. | Scentre Hubs Pty Limited | 607 607 376 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 31. | Scentre Investments Pty Limited | 062 325 786 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 32. | Scentre Limited | 000 317 279 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 33. | Scentre No 1 Pty Limited | 098 357 558 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 34. | Scentre No 4 Pty Limited | 100 458 437 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 35. | Scentre Parramatta Pty Limited | 000 856 682 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 36. | Scentre Projects (Australia) Pty Limited | 008 598 409 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 37. | Scentre Promotion Fund Management Pty Ltd | 011 047 215 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 38. | Scentre QLD No 1 Pty Limited | 120 921 182 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 39. | Scentre QLD No 2 Pty Limited | 120 921 155 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 40. | Scentre Services Pty Limited | 002 861 690 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 41. | Scentre Shopping Centre Management (ACT) Pty Ltd | 008 612 002 | Westfield Shoppingtown Belconnen, Centre Management Office Level 3, Belconnen Mall Benjamin Way, Belconnen ACT 2617, Australia |
| 42. | Scentre Shopping Centre Management (QLD) Pty Ltd | 010 310 059 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 43. | Scentre Shopping Centre Management (SA) Pty Ltd | 008 139 580 | Westfield Shoppingtown Tea Tree Plaza, Centre Manager's Office, 976 North East Road, Modbury SA 5092, Australia |
| 44. | Scentre Shopping Centre Management (VIC) Pty Ltd | 007 280 908 | Westfield Shoppingtown Southland, Level 1 Westfield Shoppingtown Southland, 1239 Nepean Highway, Cheltenham VIC 3192, Australia |
| 45. | Scentre Shopping Centre Management (WA) Pty Ltd | 060 037 621 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 46. | Scentre Shopping Centre Management Pty Ltd | 000 712 710 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |

| | Related Body Corporate | Company number | Registered Office address |
|-----|---|----------------|---|
| 47. | SCG1 Finance (Aust) Pty Limited | 108 806 711 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 48. | Titania Services Pty. Ltd. | 010 746 273 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 49. | WASCF Alliances Pty Limited | 121 555 708 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 50. | Westfield Gift Cards No 2 Pty Limited | 130 151 861 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 51. | Westfield Gift Cards Pty Limited | 113 171 663 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 52. | WestUS Pty. Limited | 008 588 458 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 53. | WSF Fund Pty Limited | 120 154 663 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 54. | Zed Investments Pty. Limited. | 003 713 362 | Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia |
| 55. | Abyssinian Holdings Limited | 1049375 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand |
| 56. | Chartwell Shopping Centre Limited | 88142 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand |
| 57. | Downtown Shopping Centre (No. 2) Limited | 886134 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand |
| 58. | Downtown Shopping Centre Limited | 86422 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand |
| 59. | Glenfield Mall Limited | 412840 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand |
| 60. | Johnsonville Shopping Centre Limited | 411162 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand |
| 61. | Kroftfield Properties Limited | 869948 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand |
| 62. | Petavid Investments Limited | 976700 | Level 30, Vero Centre, 48 Shortland Street, Auckland , New Zealand |
| 63. | Re (NZ) Finance Limited | 3183148 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand |
| 64. | Re (NZ) Finance No 2 Limited | 3214987 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand |
| 65. | Redisville Enterprises Limited | 691809 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 66. | Scentre (New Zealand) Limited | 847547 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 67. | Scentre Finance (NZ) Limited | 1527864 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 68. | Scentre Leasing (NZ) Limited | 839474 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 69. | Scentre NZ Holdings Limited | 3183309 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 70. | Scentre Properties (New Zealand) Limited | 839472 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 71. | Scentre Shopping Centre Management (NZ) Limited | 843321 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 72. | Scentre Trust (NZ) Limited | 934131 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 73. | SCG1 Finance (NZ) Limited | 1528068 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |

| | Related Body Corporate | Company number | Registered Office address |
|-----|----------------------------------|----------------|---|
| 74. | SCG1 Finance (NZ) No 2 Limited | 3214914 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand |
| 75. | Shore City Centre (1993) Limited | 611244 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 76. | St Lukes Group (No. 3) Limited | 1851716 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 77. | St Lukes Group Holdings Limited | 523140 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 78. | St Lukes Group Limited | 523138 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 79. | The Plaza Pakuranga Limited | 411163 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |
| 80. | WestCity Shopping Centre Limited | 611243 | Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand |