



15 November 2011

## Meeting of members to consider the sale of AEZ's main undertaking

Dear Investor

Please find enclosed a Notice of Meeting of Members of APN European Retail Property Group (AEZ) to consider resolutions to approve:

- The sale of AEZ's main undertaking; and
- The delisting of AEZ securities from ASX at an appropriate time. Approval is subject to the responsible entity providing members with three months notice of intention to wind up AEZ and one months notice that AEZ securities will cease to trade on ASX. If approval is given to the first resolution, it is not intended that delisting occurs immediately, rather delisting will occur at an appropriate time following the asset sales. Approval now will likely avoid the requirement to convene a second meeting and the associated additional cost to members.

If approved, these resolutions will facilitate the sale of assets by AEZ as contemplated in March 2011, when AEZ and its principal lender, The Royal Bank of Scotland plc (RBS) entered into an Omnibus Deed and an extension and amendment to the working capital facility, followed by the winding up and de-listing of AEZ.

As previously advised, a sale of AEZ's assets via an orderly, managed program provides the opportunity to maximize the saleability and value of each investment and to optimise the prospect of a return to Members.

If this asset sale program does not occur, it is likely that the various entities in the group would become insolvent and the responsible entity would have no choice but to wind up AEZ and place the various AEZ asset owning entities into insolvency administration (or equivalent corporate action in the relevant jurisdiction). This is likely to result in the various financiers to the AEZ group appointing receivers to AEZ and the various asset owning entities. The assets would then be sold in a distressed manner, potentially via auction, with increased costs of sale. In these circumstances it is almost certain that there will be no return to members.

The accompanying Notice of Meeting provides further commentary on these resolutions.

The directors of the responsible entity believe the resolutions are in the best interests of Members and unanimously recommend that investors vote in favour of each resolution, either by proxy or by attendance at the meeting.

Yours sincerely  
APN Funds Management Limited

John Freemantle  
Company Secretary

## NOTICE OF MEETING OF MEMBERS

# **APN** | European Retail Property Group

**APN European Retail Property Holding Trust**

ARSN 114 153 641; and

**APN European Retail Property Management Trust**

ARSN 125 377 424 (collectively "AEZ"):

**A MEETING OF MEMBERS will be held:**

**Time:** 10.00am

**Date:** Friday, 16 December 2011

**Venue:** Hall & Wilcox Lawyers,  
Level 30, 600 Bourke Street,  
Melbourne VIC 3000

**APN FUNDS MANAGEMENT LIMITED**

**ACN 080 674 479**

in its capacity as responsible entity of the:

- **APN EUROPEAN RETAIL PROPERTY HOLDING TRUST ARSN 114 153 641; and**
- **APN EUROPEAN RETAIL PROPERTY MANAGEMENT TRUST ARSN 125 377 424**

(collectively "**AEZ**")

**NOTICE OF MEETING OF MEMBERS**

**NOTICE IS HEREBY GIVEN** that a meeting of the Members of the APN European Retail Property Holding Trust ARSN 114 153 641 (**Holding Trust**) and the APN European Retail Property Management Trust ARSN 125 377 424 (**Management Trust**) will be held:

at Hall & Wilcox Lawyers, Level 30, 600 Bourke Street, Melbourne VIC 3000

on 16 December 2011

at 10.00 a.m.

APN Funds Management Limited ACN 080 674 479 (**APN FM**), in its capacity as the responsible entity of AEZ, issues this notice.

APN FM has called this meeting to consider:

- (a) the sale of AEZ's main undertaking; and
- (b) the eventual delisting of AEZ from the official list of the ASX upon AEZ's eventual winding up.

Additional information concerning the proposed resolutions is contained in the Explanatory Memorandum which accompanies and forms part of this notice of meeting.

**Resolution 1 - Sale of main undertaking**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, for the purposes of ASX Listing Rule 11.2 and for all other purposes, approval is given for APN FM to dispose of AEZ's main undertaking in such manner and on such terms as APN FM sees fit (subject to its fiduciary and statutory duties to Members)."*

**Resolution 2 –Delisting**

If Resolution 1 is passed, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, if APN FM exercises its discretion to wind up AEZ by providing Members with 3 months written notice (in accordance with the constitution for each of the Holding Trust and the Management Trust and the Corporations Act), the Members approve the delisting of AEZ from the official list of the ASX provided that:*

- (a) *such delisting occurs 3 months from the date that APN FM provides Members with notice that it intends to wind up AEZ or as soon as reasonably practical thereafter; and*
- (b) *APN FM provides Members with notice that it intends to wind up AEZ by 30 November 2012 or such later date approved by the ASX; and*

- (c) *Members are provided with at least 1 month's written notice of the date that the Securities will cease trading on the ASX together with (to the extent practicable) APN FM's estimate of the forecast distribution for each Security (if any) on the winding up of AEZ."*

### **Voting Exclusion**

APN FM will disregard any votes cast on a Resolution by any person who might obtain a benefit, except a benefit solely in the capacity of a Member, if the resolution is passed, and any associates of that person.

However, APN FM need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

In addition, section 253E of the *Corporations Act* prohibits a responsible entity or its associates from voting on a resolution if they have an interest in the resolution other than as a Member of the scheme. APN FM believes that it and its associates may have an interest in the resolutions other than as a Member of AEZ, because it is entitled to charge management fees and costs to AEZ. Accordingly, APN FM (in any capacity) and its associates will not vote on either resolution.

Please see the attached Explanatory Memorandum for further information in respect of the proposed resolutions.

By order of the board



**John Freemantle**  
**Company Secretary**

Dated: 15 November 2011

## VOTING ENTITLEMENT

The board of APN FM has determined in accordance with regulation 7.11.37 of the Corporations Regulations that for the purposes of voting at the meeting, Securities will be taken to be held by those who hold them at 7.00 p.m. (Melbourne time) on 14 December 2011. This means that if you are not the registered holder of a relevant Security at that time you will not be entitled to vote in respect of that Security.

## PROXY

If you do not plan to attend the meeting in person, you are encouraged to complete and return the Proxy Form accompanying this Notice of Meeting.

- A Member entitled to attend and cast a vote at the meeting may appoint a person to attend and vote at the meeting as the Member's proxy. A proxy need not be a Member.
- A Member may appoint the chair of the meeting as their proxy. If a Member wishes to appoint an individual other than the chair of the meeting as their proxy, the Member must write the name of that individual where indicated in the proxy form. If this section is left blank or the Member's named proxy does not attend the meeting, the chair of the meeting will be the Member's proxy.
- If the Member is entitled to cast two or more votes, they may appoint two proxies. If two proxies are appointed, each proxy may be appointed to represent a specified proportion of the Member's voting rights. If a Member appoints two proxies and the appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half the votes (disregarding fractions). If you wish to appoint two proxies please photocopy the proxy form and use one for each proxy.
- A Member may direct their proxy how to vote on the resolutions by placing a mark in the relevant box. If no box is marked, your proxy may decide whether or how to vote on the resolution. If more than one is marked, the Member's vote will be invalid.
- If a Member chooses to appoint a proxy, the Member is encouraged to direct the Member's proxy how to vote by marking either "**For**", "**Against**" or "**Abstain**" for the relevant resolution on the proxy form.
- Proxies may only be appointed by returning the enclosed proxy form no later than 48 hours before the commencement of the meeting. The Proxy Form must be signed by the Member or an attorney duly authorised in writing. Any proxy received after this time will not be valid for the meeting or any adjournment thereof.
- If the Member is a company, the form must be executed by the company or by its duly authorised officer or attorney. If an attorney signs the Proxy Form, a copy of the authority under which the appointment was signed or a certified copy of the authority must be sent to the Secretary at the same time as the Proxy Form.

Documents may be lodged online, by posting, delivery or facsimile to the Company's share registry at:

### Link Market Services Limited

#### Online:

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

#### By Post:

Locked Bag A14  
Sydney South NSW 1235

#### Delivery:

Level 12, 680 George Street  
Sydney NSW 2000

#### Facsimile:

(02) 9287 0309

## EXPLANATORY MEMORANDUM

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### PART A - PURPOSE & BACKGROUND

#### 1 Purpose of the meeting

APN Funds Management Limited (**APN FM**) as responsible entity of the APN European Retail Property Holding Trust ARSN 114 153 641 (**Holding Trust**) and the APN European Retail Property Management Trust ARSN 125 377 424 (**Management Trust**) (collectively **AEZ**) has called this meeting of Members to approve the sale of AEZ's main undertaking (pursuant to the asset sale program previously announced to Members) and the eventual delisting of AEZ from the official list of the ASX.

Each unit in the Holding Trust is stapled to a corresponding unit in the Management Trust (**Stapled Units**) such that Stapled Units are traded as a single security on the ASX.

This Explanatory Memorandum provides information on AEZ and the proposed resolutions. Please read this document in its entirety.

#### 2 Background

- 2.1 As previously announced, APN FM as responsible entity of the Holding Trust was for some time in breach of various covenants under its working capital facility (**WCF**) with The Royal Bank of Scotland, Plc (**RBS**). Additionally, certain of AEZ's subsidiaries were also in breach of their loan facilities. RBS agreed to an extension of the WCF on a number of occasions, although at all times it reserved its rights in respect of covenant breaches. The exercise by RBS of its rights in respect of covenant breaches would have almost certainly led to the winding up of AEZ.
- 2.2 For the 18 months preceding November 2010, APN FM investigated possible ways to remedy the WCF covenant breaches and recapitalise AEZ, including raising capital, alternative debt funding and asset sales. Ultimately, it was decided that none of these alternatives was in the best interests of Members.
- 2.3 In November 2010, RBS advised APNFM that it was unwilling to extend the WCF further without the loan covenant breaches being dealt with and an asset sale program being put in place.
- 2.4 Accordingly, and as announced to the market in November 2010, APN FM formed the view (having considered all other alternatives) that the only viable course of action (other than winding up) was to dispose of AEZ's assets in an orderly, progressive manner. In APN FM's view this was the only way to ensure the continued operation and solvency of AEZ, to repay the debt to RBS and to preserve any unitholder value.
- 2.5 As notified to the market on 15 March 2011, AEZ and RBS entered into an Omnibus Deed and an extension and amendment to the WCF (**Extension Documents**). If the Extension Documents had not been entered into, the WCF would have been due and payable in full on 14 March 2011 and there is a strong likelihood that either RBS or AEZ would have appointed a receiver to AEZ and/or commenced a winding up of AEZ resulting in the loss of any unitholder value.
- 2.6 The Extension Documents restructure the RBS debt including the granting of additional security, restrictions on the application of proceeds and a "pay if you can" arrangement which is intended to ensure and prioritise the continued solvency of AEZ. The Extension Documents also contemplate and run in parallel to an asset sale program (**Asset Sale Program**), and allow for RBS to monitor and approve the progress of the proposed Asset Sale Program under the control of APN FM.

## 2.7 The Asset Sale Program:

- (a) sets out a number of milestones for the sale of AEZ's assets, with the understanding that AEZ is likely to be wound up and delisted on completion of the Asset Sale Program with, after discharging bank debt and all other liabilities, any surplus assets distributed to Members ; and
- (b) contemplates all of AEZ's assets being sold at any time up to the date that the WCF expires (i.e. 30 November 2012).

## PART B - SALE OF MAIN UNDERTAKING

### 3 Why Member approval is being sought

ASX Listing Rule 11.2 provides that if a listed entity proposes to make a significant change in the nature or scale of its activities which involves the entity disposing of its main undertaking, it must obtain the approval of Members.

The ASX has determined that the sale of AEZ's assets will ultimately constitute the disposal of its main undertaking. APN FM is therefore seeking Member approval under ASX Listing Rule 11.2 in order to permit APN FM to sell its main undertaking. The approval excludes assets that have already been sold, without the ASX requiring Member approval, as at the date of the Meeting.

### 4 Summary of the Portfolio

The investment assets of the Holding Trust as at 30 June 2011 as per AEZ's audited financial statements and corresponding senior debt are set out in the table below:

Asset	Book Value (€'m)	Senior Bank Debt (€'m)
<b>Spain</b>		
Festival Park*	51.2	44.8
Cuadernillos*	9.1	55.7
La Vega*	1.9	15.7
Pamplona*	6.7	5.3
<b>Italy</b>		
San Guillianio	8.0	4.9
Gallarate	5.2	3.4
<b>Germany</b>		
Roller (ex Dortmund)	52.2	48.8 (inc. Dortmund)
Dortmund*	11.0	
Leipzig	35.4	34.1
Halle	43.8	29.4
<b>Greece</b>		
City Gate*	12.2	35.7
Units in the APN Champion Retail Fund and the APN Champion Sub-Trust**	14.7	-
<b>Austria</b>		
Traisenpark	58.1	40.0
<b>Vienna</b>		
Units in the APN Vienna Retail Fund and APN Vienna Sub-Trust	2.9	-

\* The ASX has advised APN FM that it does not require APN FM to obtain Member approval for the sale of these assets as these sales were considered to be time critical and did not of themselves constitute the disposal of AEZ's main undertaking.

\*\* Please note that the 30 June 2011 AEZ accounts included all of the assets and liabilities of the APN Champion Retail Fund and the APN Champion Sub-Trust on a consolidated basis as required by accounting standards as AEZ has a 55% effective interest in the APN Champion Sub-Trust. The value of the units set out in the table above reflects the AEZ share of the net asset value of the APN Champion Retail Fund and the APN Champion Sub-Trust.

The net asset value per Security in AEZ as at 30 June 2011 is -\$0.17. However, taking into account the limited recourse nature of some of the debt within the group, the net asset value per Security in AEZ as at 30 June 2011 is \$0.01.

The table above does not set out all of the assets and liabilities (including, but not limited to, AEZ's liability under the WCF of approximately €22.5 million and foreign exchange contract liabilities of approximately €15.3 million) within the AEZ group. Members are referred to the 30 June 2011 financial reports of AEZ lodged with the ASX on 30 September 2011 for full details. This Explanatory Memorandum should be read subject to all of the notes, assumptions and qualifications set out in the full financial report of AEZ.

APN FM is unable to guarantee that assets will be sold for the values set out above. Actual sale prices of assets and resulting net proceeds may be more or less than that set out above.

## **5 Asset Sales**

5.1 As at the date of this notice of meeting APN FM has:

- (a) sold Dortmund (part of the Roller portfolio) for €11 million
- (b) entered into an agreement to sell the Spanish Portfolio for €70 million; and
- (c) entered into an agreement to sell Traisenpark shopping centre in St Pölten, Austria, for €61.5 million subject to the Member approval being sought pursuant to Resolution 1.

APN FM may also progress to sell City Gate without Member approval. If this asset is sold prior to the meeting, APN FM will announce the sale to the market. The approval of Members being sought pursuant to the resolution will not relate to the sale of the assets that have already been sold by APN FM as at the date of the meeting.

5.2 APN FM may sell the assets of AEZ in any way which it considers appropriate to maximise value – which may include on a single, multiple or portfolio basis - acting at all times in the best interest of Members.

5.3 Under the Asset Sale Program it is proposed that APN FM sells the assets of AEZ by no later than 30 November 2012 (although the approval is not limited in this regard). APN FM will only sell any or all of the assets of AEZ as and when it believes that it is in the best interests of Members to do so. In selling any or all of the assets of AEZ APN FM will act in accordance with its fiduciary and statutory duties to Members.

5.4 APN FM will keep Members advised of asset sales as they occur.

5.5 APN FM will continue to consider other options that may provide a greater return to Members should superior options present themselves.

5.6 Even if Members approve the sale of assets pursuant to the resolution there is no guarantee that there will be a return to Members.

## **6 Directors Recommendation**

If:

- (a) Resolution 1 is not passed by Members;
- (b) the WCF is not extended beyond 30 November 2012 (noting that RBS has already indicated that it will not extend the term of the WCF); and
- (c) APM FM is not able to otherwise refinance the WCF and other loans made to the group (noting that APN FM believes that it will not be able to refinance AEZ's debt facilities given that in some instances the value of the debt exceeds the value of the properties), it is likely that the various entities in the group would become insolvent and APN FM would have no choice but to wind up AEZ and place the various AEZ asset owning entities into insolvency administration (or equivalent corporate action in



the relevant jurisdiction). This is likely to result in the various financiers to the AEZ group appointing receivers to AEZ and the various asset owning entities. The assets would then be sold in a distressed manner, potentially via auction, with increased costs of sale. In these circumstances it is almost certain that there will be no return to Members.

Conversely, a sale of AEZ's assets via an orderly, managed program provides the opportunity to maximize the saleability and value of each investment.

**Accordingly, the directors of APN FM believe that Resolution 1 is in the best interests of Members and unanimously recommend that investors vote in favour of the resolution.**

If Resolution 1 is not passed, Resolution 2 will not be put to Members.

## **PART C - DELISTING**

### **7 Winding up and delisting**

Pursuant to clauses 29(b) and 28(b) of the constitution of each of the Holding Trust and the Management Trust respectively, and s.601NA of the Corporations Act, APN FM has the power to terminate each of the Holding Trust and the Management Trust by providing Members with 3 months written notice. Upon termination APN FM is required to realise the remaining assets of AEZ and distribute the surplus assets (if any, after accounting for liabilities) to Members.

APN FM intends to exercise its power to terminate AEZ when it believes that it is in the best interests of Members to do so.

APN FM will provide Members with at least 3 months notice of any decision to terminate AEZ.

Upon termination APN FM proposes to delist AEZ from the ASX. APN FM will provide Members with at least 1 month's notice of the actual date that the Securities will be delisted from the ASX.

As the WCF will expire on 30 November 2012, it is currently intended that AEZ will be terminated no later than 30 November 2012 and delisting will occur 3 months from the date that APN FM provides Members with notice that it intends to wind up AEZ or as soon as reasonably practical thereafter.

However, if APN FM has:

- significantly progressed the Asset Sale Program;
- not repaid RBS the amount outstanding under the WCF; and
- not sold all of its assets by 30 November 2012,

it may seek an extension of the term of the WCF in order to complete the orderly winding up and delisting of AEZ. There is no guarantee that RBS will grant such an extension and Members should note that RBS has already indicated that it will not extend the term of the WCF. An extension to the term of the WCF may or may not result in an extension to the date that AEZ is delisted.

The approval being sought pursuant to Resolution 2 therefore relates to a delisting of AEZ 3 months from the date that APN FM provides Members with notice that it intends to wind up AEZ (intended to be provided by 30 November 2012 or such later date as approved by the ASX in the circumstances described above) or as soon as reasonably practical thereafter.

Therefore, if APN FM provides Members with notice on 30 November 2012 that it intends to wind up AEZ, AEZ will be delisted on 28 February 2013 or as soon as reasonably practical thereafter.

## 8 Directors Recommendation

If Resolution 2 is not passed by Members, it is likely that APN FM would be required to hold a further meeting of Members at the time that it elects to wind up AEZ for the purposes of approval of the delisting by Members (and not approval of the winding up). The costs of this further meeting will be payable from the assets of AEZ. Given that upon the passing of Resolution 1 APN FM is able to dispose of the main undertaking of AEZ and wind down the operations of AEZ, it is more efficient to obtain this approval now and avoid the unnecessary cost to AEZ of holding a further Member meeting. However, at this stage the ASX cannot guarantee that it will not require further Member approval of a delisting at the time the delisting occurs.

**Accordingly, the directors of APN FM believe that Resolution 2 is in the best interests of Members and unanimously recommend that investors vote in favour of the resolution.**

## PART D - GENERAL

### 9 Voting thresholds

A Member is entitled to vote at the meeting by being present in person or by proxy at the meeting.

In order for either resolution to be passed, at least 50% of total votes that may be cast by Members entitled to vote on the resolutions must vote in favour of the resolution.

### 10 Interests of APN FM and its associates

APN Funds Management Limited (in its own right and in its capacity as responsible entity of various other managed funds) and its associates control approximately 10.93% of the units in AEZ.

Name of holder of AEZ Units	Holding in AEZ
APN Funds Management Limited	0.12%
APN Funds Management Limited as responsible entity of various registered managed investment schemes	6.24%
APN Property Group Limited (the parent company of APN Funds Management Limited')	0.73%
Chris Alyward (director of APN Property Group Limited and shareholder in APN Property Group Limited)	3.73%
Clive Appleton (director of APN Property Group Limited and shareholder in APN Property Group Limited)	0.06%
Howard Benchley (director of APN Property Group Limited and APN Funds Management Limited and shareholder in APN Property Group Limited)	0.04%
John Harvey (director of APN Funds Management Limited and shareholder in APN Property Group Limited)	0.01%

Section 253E of the *Corporations Act* prohibits a responsible entity or its associates from voting on a resolution if they have an interest in the resolution other than as a Member of the scheme. APN FM believes that it and its associates may have an interest in the resolutions other than as a Member of AEZ, because APN FM is entitled to charge management fees and costs to AEZ. Accordingly, APN FM and its associates will not vote on the resolutions.

## 11 Important Notice

Please note that:

- (a) The information contained in this Explanatory Memorandum has been prepared by APN FM without taking into account your personal investment objectives, financial situation and needs. Before making a decision in relation to the resolutions, you should consider the information in the context of your personal financial and taxation situation and seek professional advice from a lawyer, accountant or other professional adviser if necessary.
- (b) This Explanatory Memorandum contains certain statements which relate to the future (i.e. forward looking statements). Forward looking statements involve known and unknown risks, uncertainties and assumptions and other important factors that could cause actual outcomes to be different from statements made in this document. Subject to the law, none of APN FM or any other person gives any representation, assurance or guarantee that any forward looking statement will actually occur.
- (c) The valuation of assets and liabilities requires many estimates and assumptions and therefore there are uncertainties inherent in realising assets and settling liabilities in a wind-up program. In addition, the market for assets of AEZ may be restricted and the ability of APN FM to effectively manage or control the sale process may be constrained by AEZ's lenders. Therefore, the actual amounts realised for assets and settled for liabilities could be higher or lower than amounts indicated in this Explanatory Memorandum. The directors caution Members to be aware that:
  - (i) real estate markets are illiquid and property valuations in particular are subject to a wide diversity of opinion within the valuation industry; and
  - (ii) the valuation of assets and liabilities are exposed to movements in the Australian dollar/Euro exchange rates.
- (d) Actual return to Members will be denominated in Australian dollars. Amounts expressed in this notice of meeting are in Euros. The actual values of the assets and liabilities of AEZ are subject to exchange rate fluctuations. Accordingly, any potential returns to Members are also subject to exchange rate fluctuations.
- (e) Past performance information contained in this document is not a reliable indication of future performance.

## Glossary

<b>Term</b>	<b>Meaning</b>
<b>AEZ</b>	The APN European Retail Property Holding Trust ARSN 114 153 641 and the APN European Retail Property Management Trust ARSN 125 377 424 and, where the context requires, APN Funds Management Limited ACN 080 674 479 in its capacity as responsible entity of the APN European Retail Property Holding Trust ARSN 114 153 641 and the APN European Retail Property Management Trust ARSN 125 377 424
<b>APN FM</b>	APN Funds Management Limited ACN 080 674 479 in its capacity as responsible entity of the Holding Trust and the Management Trust
<b>Asset Sale Program</b>	The Asset Sale Program:  (a) sets out a number of milestones for the sale of AEZ's assets, with the understanding that AEZ is likely to be wound up and delisted on completion of the Asset Sale Program with, after discharging bank debt and all other liabilities, any surplus assets distributed to Members; and  (b) contemplates all of AEZ's assets being sold at any time up to the date that the WCF expires (i.e. 30 November 2012).
<b>ASX</b>	ASX Limited ABN 98 008 624 691
<b>Extension Documents</b>	The Omnibus Deed and the WCF
<b>Holding Trust</b>	APN European Retail Property Holding Trust ARSN 114 153 641
<b>Management Trust</b>	APN European Retail Property Management Trust ARSN 125 377 424
<b>Member</b>	A person that holds stapled units in the Holding Trust and the Management Trust
<b>Omnibus Deed</b>	The Omnibus Deed entered into between RBS, APN FM as responsible entity of the Holding Trust and various entities in AEZ dated 15 March 2011
<b>RBS</b>	The Royal Bank of Scotland Plc
<b>Security</b>	A stapled unit in the Holding Trust and the Management Trust
<b>WCF</b>	The Working Capital Facility entered into between RBS and APN FM as responsible entity of the Holding Trust, as amended on 15 March 2011



**APN** | European Retail Property Group

**APN Property Group Limited**

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 Sydney South NSW 1235 Australia



**By fax:** +61 2 9287 0309



**All enquiries to: Telephone:** 1300 554 474 **Overseas:** +61 2 8280 7111



**X99999999999**

## SHAREHOLDER VOTING FORM

I/We being a member(s) of APN European Retail Property Group and entitled to attend and vote hereby appoint:

### STEP 1

### APPOINT A PROXY

☐

**the Chairman  
of the Meeting  
(mark box)**

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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Meeting of Members of the Company to be held at **10:00am on Friday, 16 December 2011, at Hall & Wilcox Lawyers, Level 30, 600 Bourke Street, Melbourne Victoria 3000** and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

### STEP 2

### VOTING DIRECTIONS



The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

#### Resolution 1

Sale of main undertaking

For

☐

Against

☐

Abstain\*

☐

#### Resolution 2

Delisting

☐
☐
☐


\* 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 votes will not be counted in computing the required majority on a poll.

### STEP 3

### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**AEZ PRX101**



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

### Votes on Items of Business - Proxy Appointment

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

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.
- (b) return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 14 December 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE**  [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

APN European Retail Property Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Meeting of Members, please bring this form with you.  
This will assist in registering your attendance.