

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS IMMEDIATELY.

**COMMONWEALTH MANAGED INVESTMENTS LIMITED
(ABN 33 084 098 180 AFSL 235 384)**

in its capacity as the Responsible Entity of

**COMMONWEALTH PROPERTY OFFICE FUND
(ARSN 086 029 736)**

NOTICE TO HOLDERS

of the

A\$200,000,000 5.25% CONVERTIBLE NOTES DUE 2016

We refer to the A\$200,000,000 5.25% Convertible Notes due 2016 (the **Notes**) issued by Commonwealth Managed Investments Limited (the **Issuer**) in its capacity as responsible entity of Commonwealth Property Office Fund constituted by the trust deed dated 11 December 2009 (the **Trust Deed**) between the Issuer and The Bank of New York Mellon (the **Trustee**) relating to the Notes.

Terms not defined in this Notice have the respective meanings given to them in the Trust Deed.

Redemption

This Notice is a Redemption Notice pursuant to Condition 8(c)(ii) of the Notes.

At the date of this Notice, the Issuer has converted over 90 per cent. of the principal amount of the Notes originally issued. The principal amount of Notes on issue as at the date of this Notice is A\$9,206,000. In addition, the Issuer has recently received conversion requests in respect of Notes with an aggregate principal amount of A\$8,775,000. Once payment of the Cash Settlement Amount is made in respect of such Notes, the principal amount of outstanding Notes will be A\$431,000.

The Issuer gives notice to Noteholders of the exercise of the Issuer's right to redeem all of the outstanding Notes pursuant to Condition 8(c)(ii) of the Notes. The Redemption Date will be Tuesday, 6 May 2014. Unless a Noteholder has validly exercised the Conversion Right attaching to some or all of their Notes (in which case such Notes will be converted instead of redeemed), on the Redemption Date, the Issuer will pay each Noteholder:

- (a) the Early Redemption Amount in respect of their Notes (equal to 100% of the principal amount of their Notes, being A\$1,000 per Note); plus
- (b) accrued but unpaid interest on those Notes at the rate of 5.25% per annum up to the Redemption Date (equal to approximately A\$21.15 per Note).

The Issuer will pay the amounts above, in accordance with clause 4.1 of the Paying, Transfer and Conversion Agency Agreement, to the Principal Agent (Bank of New York Mellon) for distribution to Noteholders.

Conversion

Noteholders should be aware that, notwithstanding the exercise of the Issuer's right to redeem all of the outstanding Notes pursuant to Condition 8(c)(ii) of the Notes, the Conversion Period for conversion of the Notes continues until 7 business days before the Redemption Date – i.e. Wednesday, 23 April 2014.

To have their Notes converted, Noteholders should ensure that they validly exercise the Conversion Rights in respect of their Notes on or before Tuesday, 22 April 2014 – i.e. one Stock Exchange Business Day before the end of the Conversion Period. The Conversion Date for Notes to be converted, which must fall within the Conversion Period, is one Stock Exchange Business Day following the date of valid exercise of the Conversion Rights in respect of such Notes.

Pursuant to Condition 8(h) of the Notes, the Issuer notifies Noteholders of the following information:

- (a) the Conversion Price of the Notes at the date of this Notice is A\$1.1182 per CPA Unit; and
- (b) the closing price of CPA Units as derived from the ASX as at 10 March 2014 (being the latest practicable date prior to the publication of this Notice on which a closing price could be obtained) was A\$1.245.

Cash Settlement of Notes

The Issuer notifies Noteholders that, if a Noteholder validly exercises the Conversion Rights attaching to their Notes during the Conversion Period, the Issuer hereby irrevocably exercises its right under Condition 6(b)(iv) of the Notes to pay the Cash Settlement Amount to such Noteholder to satisfy in full the Conversion Rights in respect of all of the Notes to otherwise be converted.

This Notice is given by:

COMMONWEALTH MANAGED INVESTMENTS LIMITED
in its capacity as responsible entity of Commonwealth Property Office Fund

Dated: 4 April 2014