

NOTICE TO NOTEHOLDERS ISSUED ON 27 AUGUST 2015

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 AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (UNITED KINGDOM) IMMEDIATELY.

NOVION RE LIMITED

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

in its capacity as Responsible Entity of Novion Trust

(formerly CFS Retail Property Trust 1)
(ARSN 090 150 280)

Level 39, MLC Centre, 19 Martin Place
Sydney NSW 2000
Australia

(Incorporated under the laws of the Commonwealth of Australia)
(the **Issuer**)

NOTICE TO HOLDERS

of the
A\$300,000,000 5.75 per cent. Convertible Notes Due 2016
ISIN XS0641119812
of the Issuer presently outstanding
(the **Noteholders** and the **Notes** respectively)

We refer to the A\$300,000,000 5.75 per cent. Convertible Notes due 2016 issued by the Issuer constituted by the trust deed dated 4 July 2011 (as amended from time to time including on 30 June 2014) between The Bank of New York Mellon (the **Trustee**) and the Issuer (the **Trust Deed**) (containing the terms and conditions of the Notes (the **Conditions**)) constituting the Notes.

All capitalised terms used but not defined herein shall have the meanings given to such terms in the Trust Deed.

REDEMPTION AT THE OPTION OF THE ISSUER

Pursuant to Condition 8(C) of the Notes, the Issuer has the right to give a notice to the Noteholders and the Trustee (**Clean-Up Notice**) to redeem all of the Notes for the time being outstanding at their Early Redemption Amount (100 per cent. of the principal amount of the Notes) together with accrued but unpaid interest, provided that at any time prior to the date of the Clean-Up Notice at least 90 per cent. in principal amount of the Notes originally issued has already been converted, redeemed or purchased and cancelled (**Clean-Up Condition**).

NOTICE IS HEREBY GIVEN to the Noteholders that as at the date of this Notice, at least 90 per cent. in principal amount of the Notes originally issued has already been converted, redeemed or purchased and cancelled and that the Clean-Up Condition has been satisfied.

Pursuant to Condition 8(H) of the Notes, we hereby notify Noteholders that:

- (a) the Conversion Price as at the date of this Notice is A\$2.40 per Novion Security;
- (b) the Conversion Period ends on the close of business on the date no later than seven business days prior to the Redemption Date (as defined below);

- (c) the closing price of the Novion Securities as derived from the ASX as at 29 May 2015 (being the latest practicable date prior to the publication of this Notice) was A\$2.4540;
- (d) the date of redemption is 28 September 2015 (**Redemption Date**);
- (e) the Early Redemption Amount is 100 per cent. of the principal amount of the Notes together with accrued but unpaid interest;
- (f) the Issuer undertakes to pay cash in Australian dollars equal to the Early Redemption Amount on the Redemption Date; and
- (g) the aggregate principal amount outstanding of the Notes as at 26 August 2015 (being the latest practicable date prior to the publication of this Notice) is A\$930,000.

This Notice is given by:

Novion RE Limited

(ABN 33 084 098 180)

in its capacity as Responsible Entity of Novion Trust

(ARSN 090 150 280)

Level 39, MLC Centre

19 Martin Place

Sydney NSW 2000

Australia

Dated 27 August 2015

THE INFORMATION CONTAINED IN THIS NOTICE HAS BEEN ENTIRELY PREPARED BY THE ISSUER. NONE OF THE TRUSTEE OR AGENTS IS PROVIDING ANY TAXATION, LEGAL OR OTHER ADVICE REGARDING THE CONTENTS OF THIS NOTICE. NONE OF THE TRUSTEE OR THE AGENTS MAKES ANY RECOMMENDATION TO THE NOTEHOLDERS AS TO HOW TO EXERCISE THEIR RIGHTS UNDER THE NOTES AND THE TRUSTEE AND AGENTS RECOMMEND THAT NOTEHOLDERS SEEK THEIR OWN LEGAL, FINANCIAL, TAX AND OTHER SIMILAR ADVICE.

Contact details:**Trustee****THE BANK OF NEW YORK MELLON**

One Canada Square
40th Floor, London E14 5AL
United Kingdom
Fax: +44 207 964 6369
Attention: Global Trust Services

Principal Agent**THE BANK OF NEW YORK MELLON**

One Canada Square
40th Floor, London E14 5AL
United Kingdom
Fax: +44 207 964 6369
Attention: Global Trust Services

Registrar**THE BANK OF NEW YORK MELLON (LUXEMBOURG) S.A.**

Vertigo Building – Polaris
2-4 rue Eugène Ruppert
L-2453 Luxembourg
Fax: +352 24 524 204
Attention: New Issues Department

in the case of any notices or communications to any of the Trustee, the Principal Agent or the Registrar, with a copy to:

THE BANK OF NEW YORK MELLON

Level 2, 35 Clarence Street
Sydney NSW 2000
Australia
Fax: +612 9551 5009
Attention: Relationship Management Group