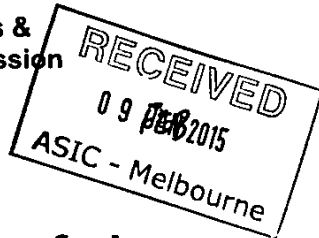


Australian Securities & Investments Commission



Form 5101
Corporations Act 2001
601GC

Notification of change to managed investment scheme's constitution

If there is insufficient space in any section of the form, print additional copies of the relevant page(s) and submit as part of this lodgement

Scheme details

Managed investment scheme name

 ARSN

 Responsible entity name

 ACN

Lodgement details

Who should ASIC contact if there is a query about this form?
 Firm/organisation

 Contact name/position description

 ASIC registered agent number (if applicable)

 Telephone number

 Postal address or DX address

1 Details of change

		ASIC form code
<input type="checkbox"/>	Modification of constitution authorised by special resolution of members	B
	Date of resolution <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D D] [M M] [Y Y]	
<input type="checkbox"/>	Replacement of constitution authorised by special resolution of members	C
	Date of resolution <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D D] [M M] [Y Y]	
<input type="checkbox"/>	Modification of constitution authorised by responsible entity	B
	Date authorised <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D D] [M M] [Y Y]	
<input checked="" type="checkbox"/>	Replacement of constitution authorised by responsible entity	C
	Date of replacement <input type="text" value="3"/> <input type="text" value="0"/> / <input type="text" value="0"/> <input type="text" value="1"/> / <input type="text" value="1"/> <input type="text" value="5"/> [D D] [M M] [Y Y]	
<input type="checkbox"/>	Consolidated constitution	D
	Date of consolidation <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> / <input type="text"/> <input type="text"/> [D D] [M M] [Y Y]	

2 Documents to be attached

- A copy of the modification or the new constitution.
The modification, or repeal and replacement, cannot take effect until the copy has been lodged.
- OR
- A consolidated copy of the scheme's constitution if directed to do so by ASIC.
-

Signature

This form must be signed by a director or secretary of the responsible entity

I certify that the information in this form is true and complete.

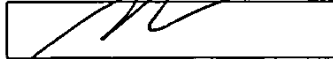
Name

MICHAEL GRAY

Capacity

- Director of responsible entity
 Secretary of responsible entity

Signature



Date signed

8 0 / 0 1 / 1 5
[D] [D] [M] [M] [Y] [Y]

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
GPO Box 9827 in your capital city.

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

Guide: Notification of change to managed investment scheme's constitution

This guide does not form part of the form. It is included by ASIC to assist you in completing and lodging the Form 5101.

Signature	This form must be signed by a director or secretary of the responsible entity.	
Lodgement period	Nil – to be lodged when required.	
Lodging fee	\$37	A receipt will not be issued unless requested. Generally, a form is not regarded as being lodged until it is received and accepted by ASIC as being in compliance with s1274(8) of the Corporations Act 2001.
Additional documents to be lodged	The responsible entity must lodge with ASIC a copy of the modification or the new constitution. The modification, or repeal and replacement, cannot take effect until the copy has been lodged. The responsible entity must lodge with ASIC a consolidated copy of the scheme's constitution if ASIC directs it to do so.	
How to provide additional information	<p>Additional Form 5101 pages If there is insufficient space in any section of the form, you may print additional copies of the relevant page(s) and submit as part of this lodgement.</p> <p>Annexures If there is insufficient space in any section of the form, you may alternately submit annexures as part of this lodgement.</p> <p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> 1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2. show the company name and ACN or ARBN 3. number the pages consecutively 4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5. mark the annexure with an identifying letter or symbol eg a,b,c or 1,2,3 etc. 6. endorse the annexure with the words: This annexure (mark) of (number) pages referred to in form (form number and title) 7. sign and date the annexure <p>The annexure must be signed by the same person(s) who signed the form.</p>	
Lodgement	Send completed and signed forms to: Australian Securities and Investments Commission, GPO Box 9827 in your capital city	<p>For more information</p> <p>Web www.asic.gov.au Need help? www.asic.gov.au/question Telephone 1300 300 630</p>



Hall & Wilcox
Lawyers

Supplemental Deed

APN Coburg North Retail Fund

ARSN 601 833 363

APN Funds Management Limited

Melbourne	Level 11 Rialto South Tower 525 Collins Street Melbourne VIC 3000 Australia GPO Box 4190 Melbourne VIC 3001 Australia	DX 320 Melbourne	T +61 3 9603 3555	F +61 3 9670 9632
Sydney	Level 18 39 Martin Place Sydney NSW 2000 Australia GPO Box 4230 Sydney NSW 2001 Australia	DX 753 Sydney	T +61 2 8267 3800	F +61 2 8267 3888

www.hallandwilcox.com.au

APN Coburg North - Supplemental Deed to Constitution [Final].DOCX

Supplemental Deed

Contents

1	Definitions and interpretation	2
2	Amendments	2
3	Effective date	2
4	Remaining provisions	3
5	No resettlement	3
6	Governing law and jurisdiction	3
	Signing Page	4

Supplemental Deed

Date 30 JAN 2 2015

By

APN Funds Management Limited ACN 080 674 479 of Level 30, 101 Collins Street, Melbourne, Victoria in its capacity as responsible entity of the APN Coburg North Retail Fund (**Responsible Entity**)

Recitals

- A By deed dated 25 September 2014 as amended from time to time (**Constitution**) a trust known as the APN Coburg North Retail Fund (**Fund**) was established.
- B The Fund is registered with the Australian Securities & Investments Commission (**ASIC**) as a managed investment scheme under section 601EB(1) of the Corporations Act 2001 (**Corporations Act**) and APN Funds Management Limited is its responsible entity. The Australian Registered Scheme Number of the Fund is 601 833 363.
- C The Responsible Entity accepted appointment as responsible entity of the Fund upon the establishment of the Fund and has held such office up to and including the date of this deed.
- D Clause 20.2 of the Constitution provides that:
"20.2 Responsible Entity may amend
Subject to the Corporations Act (where the Fund is a Registered Scheme) and any other approval that may be required by law, the Responsible Entity may by deed replace or amend this Constitution (including this clause) or as otherwise permitted by law."
- E Section 601GC of the Corporations Act provides that:
"(1) [Constitution may be modified etc] The constitution of a registered scheme may be modified, or repealed and replaced with a new constitution:

(a) by special resolution of the members of the scheme; or
(b) by the responsible entity if the responsible entity reasonably considers the change will not adversely affect members' rights.

(2) [Copy of modification or new constitution must be lodged] The responsible entity must lodge with ASIC a copy of the modification or the new constitution. The modification, or repeal and replacement, cannot take effect until the copy has been lodged.

(3) [Consolidated constitution must be lodged] The responsible entity must lodge with ASIC a consolidated copy of the scheme's constitution if ASIC directs it to do so.

(4) [Copy of constitution to be sent to member] The responsible entity must send a copy of the scheme's constitution to a member of the scheme within 7 days if the member:

- (a) asks the responsible entity, in writing, for the copy; and
- (b) pays any fee (up to the prescribed amount) required by the responsible entity."

F In accordance with clause 3.4 of the Constitution which provides that the Responsible Entity may create different Classes, the Responsible Entity proposes to create Class B Units. The Responsible Entity wishes to amend the Constitution to provide that all Class B Units will convert automatically to ordinary Units in the Fund 12 months following the issue of the Class B Units.

G The Responsible Entity reasonably considers that:

- (c) the changes proposed to be made by this document do not adversely affect Unit Holders' rights; and
- (d) the conversion of Class B Units to ordinary Units complies with section 601FC(1)(d) of the Corporations Act.

Terms of this deed

1 Definitions and interpretation

Words which are defined in the Constitution and which are used in this deed have the same meaning in this deed as the Constitution, unless the context requires otherwise.

2 Amendments

In exercise of the power contained in clause 20.2 of the Constitution, the Responsible Entity hereby amends the Constitution as follows:

- (a) Inserting clause 3.4(d) as follows:

Without limiting this clause 3.4, subject to the Corporations Act, the Responsible Entity may issue Class B Units on the terms it determines at its absolute discretion.

- (b) Inserting clause 3.4(e) as follows:

Unless otherwise determined by the Responsible Entity and subject to this clause 3.4, Class B Units will automatically convert to ordinary Units on the date that is the first anniversary of the date of issue of Class B Units.

3 Effective date

The amendments set out in this deed take effect from the date of this deed.

4 Remaining provisions

Except as specifically amended by this deed, all terms and conditions of the Constitution remain unaltered. The Constitution, as amended by this deed, is to be read as a single document incorporating the amendments effected by this deed.

5 No resettlement

The Responsible Entity confirms that it is not, by clause 2 of this deed, resettling or redeclaring the trust, and the Constitution continues in effect as amended by clause 2.

6 Governing law and jurisdiction

The executing party submits to the non-exclusive jurisdiction of courts of the State of Victoria including the Federal Court sitting in the State of Victoria and any courts that may hear appeals from those courts about any proceedings in connection with this deed.


EXECUTED as a Deed

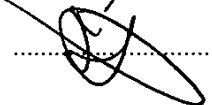
Supplemental Deed

Signing Page

DATED:

EXECUTED by **APN FUNDS MANAGEMENT LIMITED ACN 080 674 479** acting in its capacity as responsible entity of the APN Coburg North Retail Fund in accordance with the *Corporations Act 2001* by being signed by the following officers:


..... Director


..... Director/Company Secretary