

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 associates listed in Annexure B

ACN/ARSN (if applicable) ARSN 090 849 746

There was a change in the interests of the substantial holder on 11 / 10 / 2019

The previous notice was given to the company on 03 / 05 / 2018

The previous notice was dated 03 / 05 / 2018

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	41,718,977	59.60%	43,808,977	62.58%

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)(1)	41,718,977 Ordinary units	41,718,977
Scentre Management Limited	Unknown	Scentre Management Limited	Enforceable right to acquire the securities purchased by special crossing– section 608(8)	2,090,000 Ordinary units	2,090,000

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:

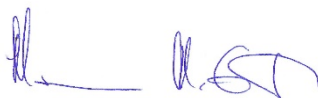
Name	Address
Scentre Management Limited	Level 30, 85 Castlereagh St, Sydney NSW 2000
See Annexure B	See Annexure B

Signature

print name MAUREEN MCGRATH

Capacity COMPANY SECRETARY

sign here



date 14 October 2019

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

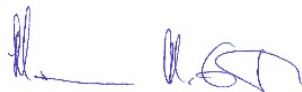


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MAUREEN MCGRATH, COMPANY SECRETARY
DATE: 14 OCTOBER 2019

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
11/10/2019	Scentre Management Limited	Special crossing	12,853,500.00	2,090,000	2,090,000

"ANNEXURE B"

This is Annexure B of 3 pages, referred to in Form 604 – Notice of change of interests of substantial holder



MAUREEN MCGRATH, COMPANY SECRETARY

DATE: 14 OCTOBER 2019

	Scentre Group Bodies 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.	Lycus Pty. Limited	002 253 161	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
8.	Orta Pty. Limited	008 617 810	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
9.	Parliv Pty Limited	056 002 558	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
10.	RE Holding Company Pty Limited	145 734 489	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
11.	RE Nominee Company Pty Limited	146 211 930	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
12.	RE1 Limited	145 743 862	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
13.	RE2 Limited	145 744 065	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
14.	Samel Pty. Limited	008 620 586	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
15.	Scentre Alliances Carindale Pty Limited	098 563 252	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
16.	Scentre Alliances Pty Limited	098 357 521	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
17.	Scentre Capital Assets Pty Limited	003 146 307	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
18.	Scentre Capital Corporation Pty Limited	008 589 384	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
19.	Scentre Custodian Pty Limited	098 698 652	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
20.	Scentre Design and Construction Pty Limited	000 267 265	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
21.	Scentre Digital Pty Limited	141 708 125	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
22.	Scentre Finance (Aust) Limited	093 642 865	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia

	Scentre Group Bodies Corporate	Company number	Registered Office address
23.	Scentre Funds Management Pty Limited	003 613 410	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
24.	Scentre Group Limited	001 671 496	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
25.	Scentre Hubs Pty Limited	607 607 376	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
26.	Scentre Limited	000 317 279	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
27.	Scentre No 1 Pty Limited	098 357 558	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
28.	Scentre No 4 Pty Limited	100 458 437	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
29.	Scentre Parramatta Pty Limited	000 856 682	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
30.	Scentre Promotion Fund Management Pty Ltd	011 047 215	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
31.	Scentre QLD No 1 Pty Limited	120 921 182	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
32.	Scentre QLD No 2 Pty Limited	120 921 155	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
33.	Scentre Services Pty Limited	002 861 690	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
34.	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
35.	Scentre Shopping Centre Management (QLD) Pty Ltd	010 310 059	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
36.	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
37.	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
38.	Scentre Shopping Centre Management (WA) Pty Ltd	060 037 621	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
39.	Scentre Shopping Centre Management Pty Ltd	000 712 710	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
40.	Scentre Sydney No 1 Pty Limited	634 239 937	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
41.	Scentre Sydney No 2 Pty Limited	634 240 305	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
42.	Titania Services Pty. Ltd.	010 746 273	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
43.	WASCF Alliances Pty Limited	121 555 708	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
44.	Westfield Gift Cards No 2 Pty Limited	130 151 861	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
45.	Westfield Gift Cards Pty Limited	113 171 663	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
46.	WestUS Pty. Limited	008 588 458	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
47.	WhatsMine Pty Limited	625 900 576	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia
48.	WSF Fund Pty Limited	120 154 663	Level 30, 85 Castlereagh Street, Sydney NSW 2000, Australia

	Scentre Group Bodies Corporate	Company number	Registered Office address
49.	Abyssinian Holdings Limited	1049375	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
50.	Chartwell Shopping Centre Limited	88142	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
51.	Downtown Shopping Centre Limited	86422	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
52.	Glenfield Mall Limited	412840	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
53.	Johnsonville Shopping Centre Limited	411162	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
54.	Queensgate Centre Limited	802329	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, New Zealand
55.	Re (NZ) Finance Limited	3183148	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
56.	Re (NZ) Finance No 2 Limited	3214987	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
57.	Scentre (New Zealand) Limited	847547	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
58.	Scentre Finance (NZ) Limited	1527864	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
59.	Scentre Leasing (NZ) Limited	839474	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
60.	Scentre NZ Holdings Limited	3183309	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
61.	Scentre Properties (New Zealand) Limited	839472	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
62.	Scentre Shopping Centre Management (NZ) Limited	843321	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
63.	Scentre Trust (NZ) Limited	934131	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
64.	SCG1 Finance (NZ) Limited	1528068	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
65.	SCG1 Finance (NZ) No 2 Limited	3214914	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland, 1023, New Zealand
66.	Shore City Centre (1993) Limited	611244	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
67.	St Lukes Group (No. 3) Limited	1851716	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
68.	St Lukes Group Holdings Limited	523140	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
69.	St Lukes Group Limited	523138	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
70.	St Lukes Square (1993) Limited	611309	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
71.	The Plaza Pakuranga Limited	411163	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand
72.	WestCity Shopping Centre Limited	611243	Level 2, Office Tower, 277 Broadway, Newmarket, Auckland , New Zealand