
Good afternoon Ladies and Gentlemen.

Welcome to the 2004 annual meeting of Unitholders of Macquarie CountryWide Trust.

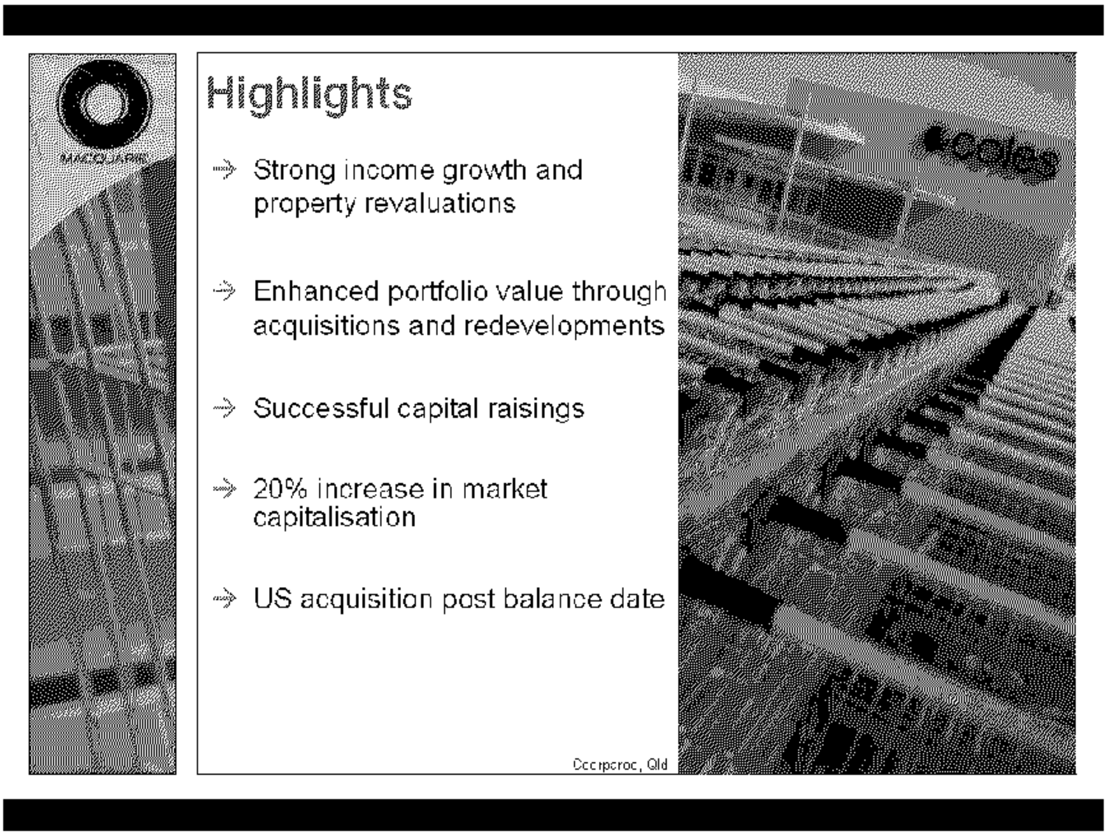
My name is David Clarke and I have been appointed Chairman by Macquarie CountryWide Management Limited, the Manager of the Trust.

First of all I'd like to introduce my fellow Directors.

To my left: John Harkness, Maurice Koop, Alan Rattray-Wood and Mark Baillie.

Also present today is Alternate director Simon Jones, the Chief Executive Officer of the Trust, Kylie Rampa and Company Secretary, John Wright.

CountryWide's auditor, Mark Haberlin from PricewaterhouseCoopers, is also present.




It has been an outstanding year for CountryWide, with all components of our strategy combining to deliver excellent results.

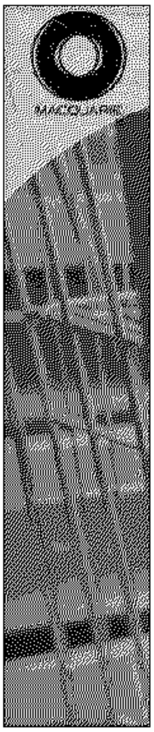
The food-based retail sector, on which our activities are focused performed very well, helping us to achieve both strong income growth as well as property revaluations.

We continued to enhance the value of our portfolio through acquisitions, particularly in the United States, and redevelopments.

We also undertook a series of capital raisings which were well supported, highlighting the market's confidence in our capital management strategy.

All of these factors enabled us to achieve strong growth in earnings and distributions and drove a 20 per cent increase in market capitalisation.
I will speak on all these issues today and outline significant developments since balance date, in particular our recent US acquisitions.

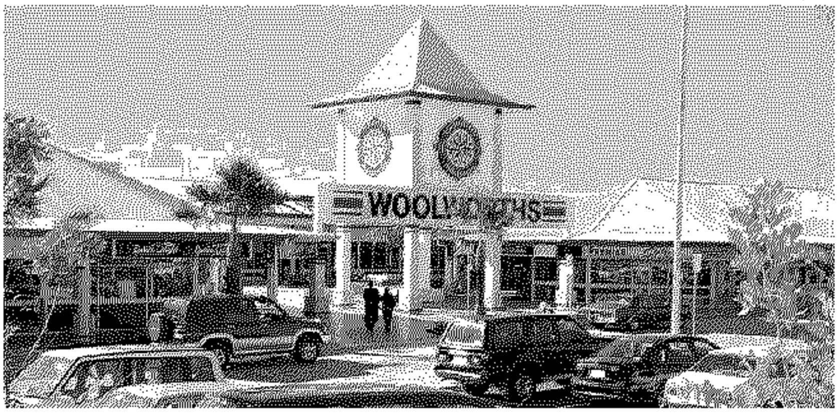
Let me start by outlining the strategy of the Trust, against which we measure performance.



## CountryWide strategy

- Focus on non-discretionary retail spending
- Properties are anchored by national grocery retailers
- Secure and growing income stream

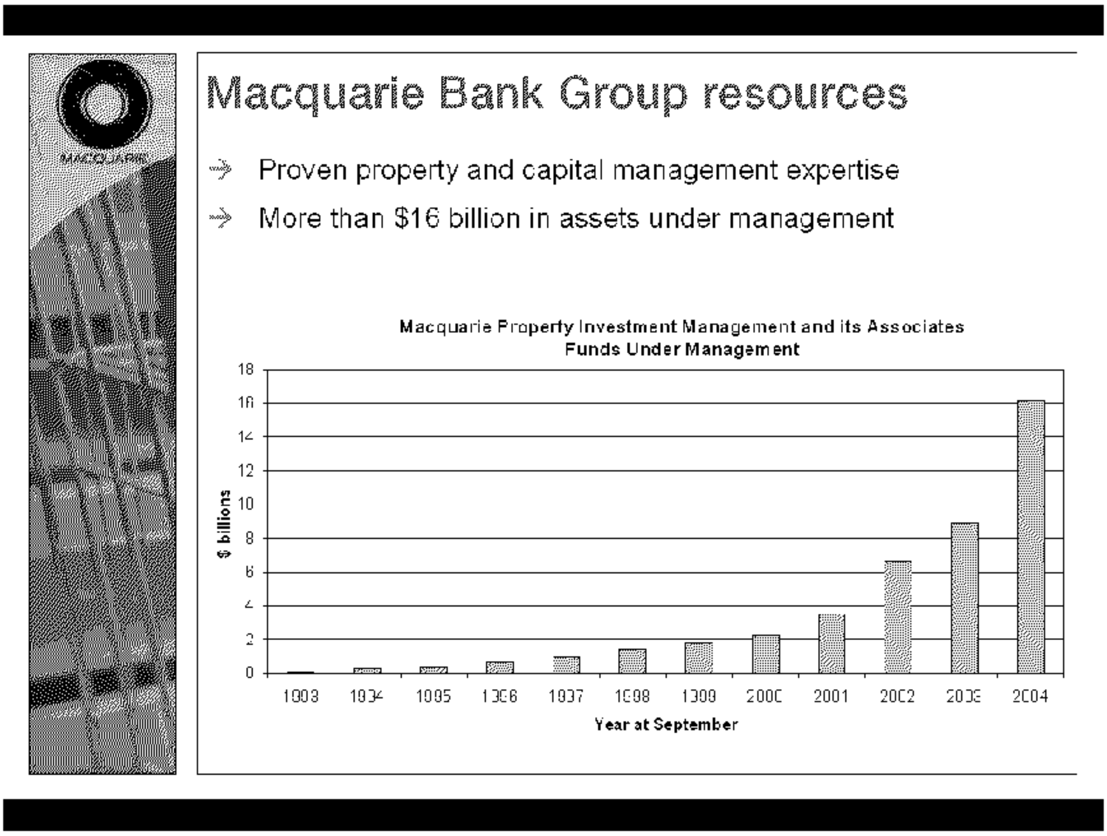
Currimundi, Qld



Since listing in November 1995, CountryWide has followed a clear strategy of investing in retail property with a focus on food and other non-discretionary spending.

The shopping centres in which we invest are anchored by national grocery retailers such as Coles and Woolworths.

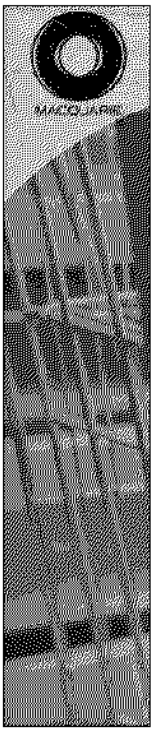
This emphasis on grocery-based retailing gives Unitholders access to a secure and growing income stream which tends to be robust in times of economic downturn.




Through the Macquarie Bank Group, CountryWide also has access to proven property and capital management expertise.

Macquarie Property and its associates are one of Australia's leading developers and managers of sector-specific property funds, with approximately $16 billion in assets under management.

Its trusts aim to consistently outperform industry benchmarks and CountryWide is no exception.



## Sector leader

- Leading property trust specialising in grocery-based retail property
- Currently a portfolio of 146 properties valued in excess of $1.8 billion
- Included in S&P/ASX 100 Index
- Successful expansion offshore
- Diversified portfolio positioned to explore and develop growth opportunities


Ascot, Qld

Ballajura WA

CountryWide has therefore become Australia's leading retail property trust that specialises in grocery-based retail property.

CountryWide has built a portfolio of 146 properties valued at $1.8 billion and is now established in the S&P/ASX 100 Index.

Our success in Australia has paved the way for our recent expansion into offshore markets, namely New Zealand and the United States.

This has diversified the portfolio and enabled us to explore and develop growth opportunities.

## Results – 30 June 2004

| | | |
|---|---|---|
| Net Profit* | $81.1 million | ↑ 30.2% |
| EPU* | 14.58 cents | ↑ 6.4% |
| DPU | 14.30 cents | ↑ 4.8% |
| NTA** | $1.62 per unit | ↑ 15.7% |

* before Manager's performance fee and swap unwinding costs

** adjusting for payment of the June 2004 distribution

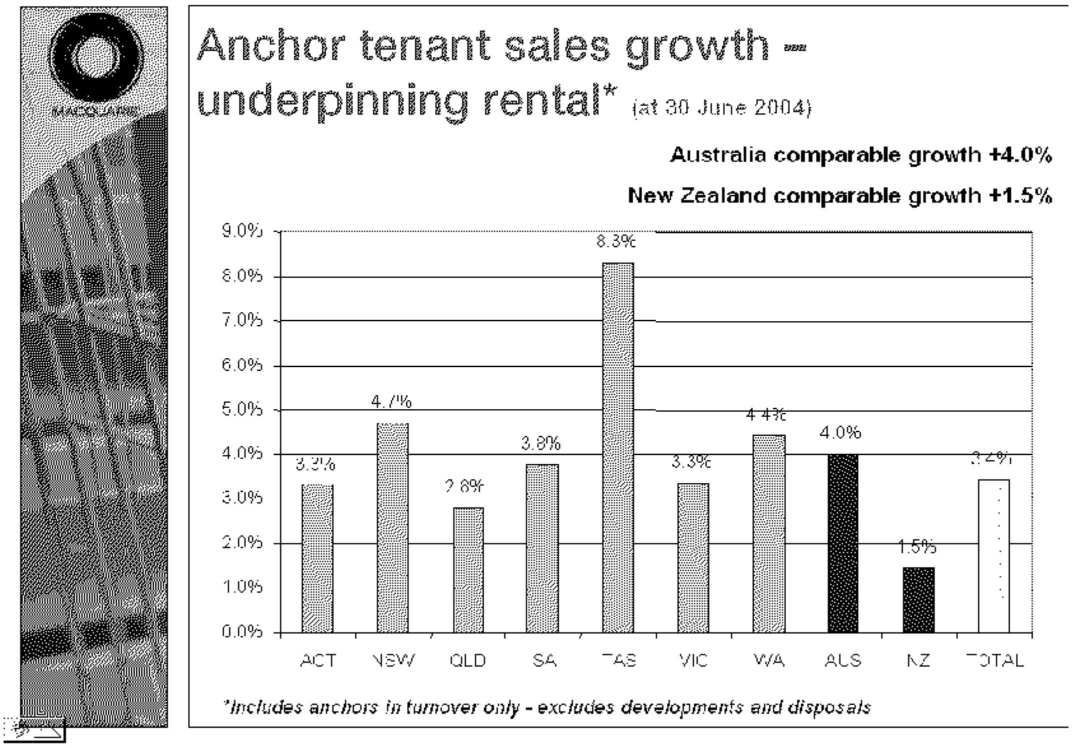
Takapuna, NZ

Nambour, Qld

The success of our strategy is reflected in the financial results.
In the year to 30 June, the Trust recorded a 30 per cent increase in net profit to $81.1 million.

Earnings per unit increased 6.4 per cent to 14.58 cents, enabling a 4.8 per cent increase in distributions to 14.3 cents per unit.

The Trust's net tangible assets increased by 15.7 per cent, from $1.40 per unit to $1.62.




There were several key contributors to the growth in income.

First of all, consumer spending in supermarkets was higher.

In Australia, for example, our anchor tenants experienced sales growth of around 4 per cent over the year.

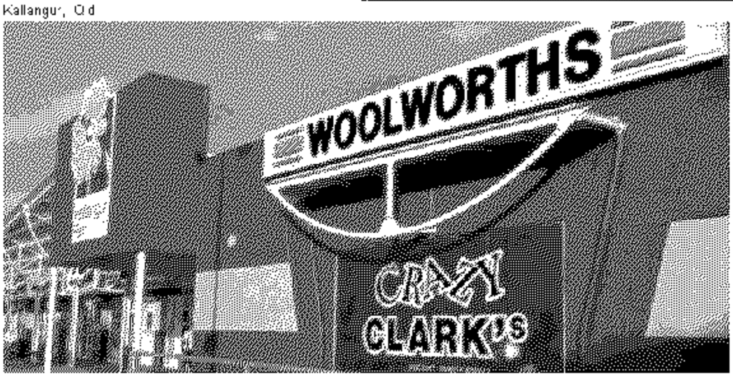
This helped drive CountryWide's rental growth as most of these anchor tenants pay the Trust a component of their sales turnover, in addition to their base rent.

# Revaluations

→ Strong revaluations contribute to 15.7% increase in NTA

| | Increase over Book Value |
|---|---|
| Australia | $44 million |
| New Zealand | $20 million |
| USA | $46 million |
| **Total** | **$110 million** |

Kallangur, Qld

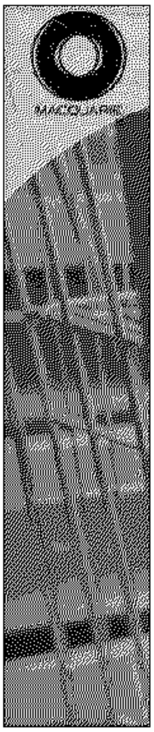



The strength of the grocery-based retail sector has enhanced the value of our properties.

During the year to 30 June, we revalued 105 properties, or 78 per cent of the portfolio.

This added $110 million to their book value, an increase of just under 10 per cent.

## Redevelopments

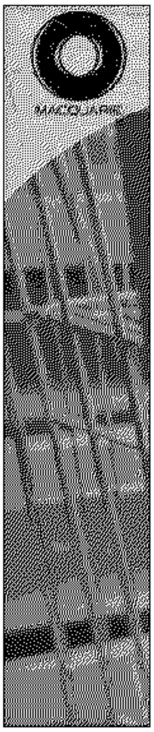


In addition to ongoing active property management, there are two strategies which CountryWide uses to add value to the portfolio.

The first of these is the maintenance of a strong development pipeline.

This enables us to strengthen the portfolio, attract quality national retailers, generate solid rental returns and negotiate longer leases.

We completed four redevelopments during the year to 30 June, while another 14 projects were either commenced or worked on during the period.



## Redevelopments – Nambour Plaza

- Completed: June 2004
- Development yield: 9.0%
- Project costs: $27 million
- Received ***"API Excellence in Property - 2004 NAB Property Development Award"***

Chief among these was Nambour Plaza on the Queensland Sunshine Coast, the largest redevelopment CountryWide has ever undertaken.

The redevelopment has revitalised Nambour as a shopping precinct, established the Plaza as the largest employer in the region and been instrumental in the revegetation of Petrie Creek, immediately adjacent to the centre.

These benefits were recognised by the Australian Property Institute, which awarded CountryWide the 2004 Best Development Award for its work at Nambour Plaza.

# Acquisitions

- Adding value through strategic acquisitions
- 12 properties acquired during the year for $308.6 million (MCW share):
  - 4 Australian properties
  - 8 US properties
- Acquisitions increased total assets by 33% to $1.3 billion


Caboolture, Qld


Cherry Park, Troutdale, OR

The second way in which CountryWide seeks to add value to its portfolio is through strategic acquisitions.

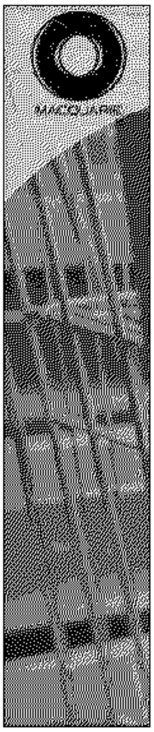
Our goal is to target acquisitions that we expect to enhance the total return to Unitholders.

In this context, CountryWide acquired 12 properties during the year to 30 June at a cost to the Trust of $308.6 million.

This included four properties in Australia and eight in the United States, which we purchased with our joint venture partner Regency Centers.

These acquisitions increased the Trust's total assets by 33 per cent to $1.3 billion.

There have also been significant acquisitions since 30 June, which I will outline later.



## Capital raisings

- Successful capital raisings of $175 million during the period:
  - DRP
  - UPP
  - Institutional Placement
- Further $75 million raised post balance date via UPP and Institutional Placement
- Ability to pursue growth opportunities

Fairview Market, Greenville, SC

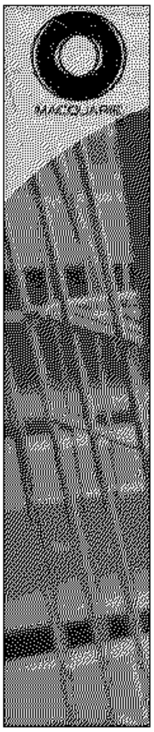
To fund its acquisitions, the Trust raised $175 million through the Distribution Reinvestment Plan, the Unit Purchase Plan and an institutional placement.

Since balance date, we have raised a further $75 million from the Unit Purchase Plan and another institutional placement.

This high level of ongoing support highlights the confidence that investors have in our capital management capabilities.

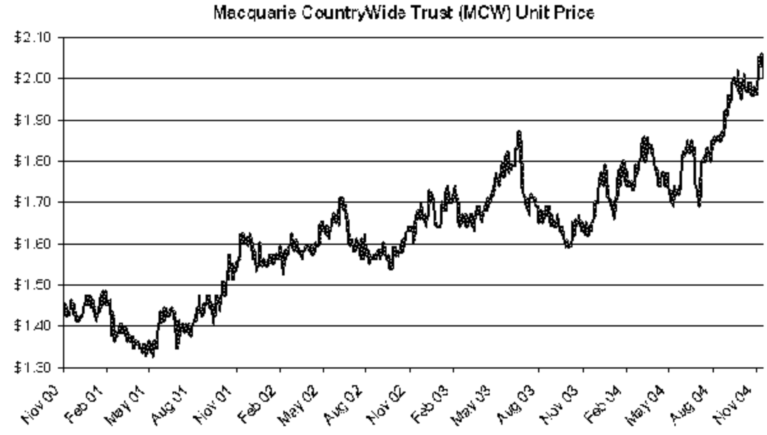
Our ability to raise capital enables us to pursue growth opportunities as they arise and we thank Unitholders for their support in this regard.

In the meantime, Macquarie Bank continues to lobby to have the Unit Purchase Plan limit increased above the current limit of $5,000, which we see as being too restrictive.



# Management fee

- Performance fee earned for the 6 months to 31 December 2003
- Under performance for the 6 months to 30 June 2004 must be earned back
- Share price reached a record high of $2.06 on 12 November 2004




*Source: IRESS*

For the year to 30 June, the Manager received a performance fee of $1.8 million, relating to out performance achieved in the first six months of the financial year.

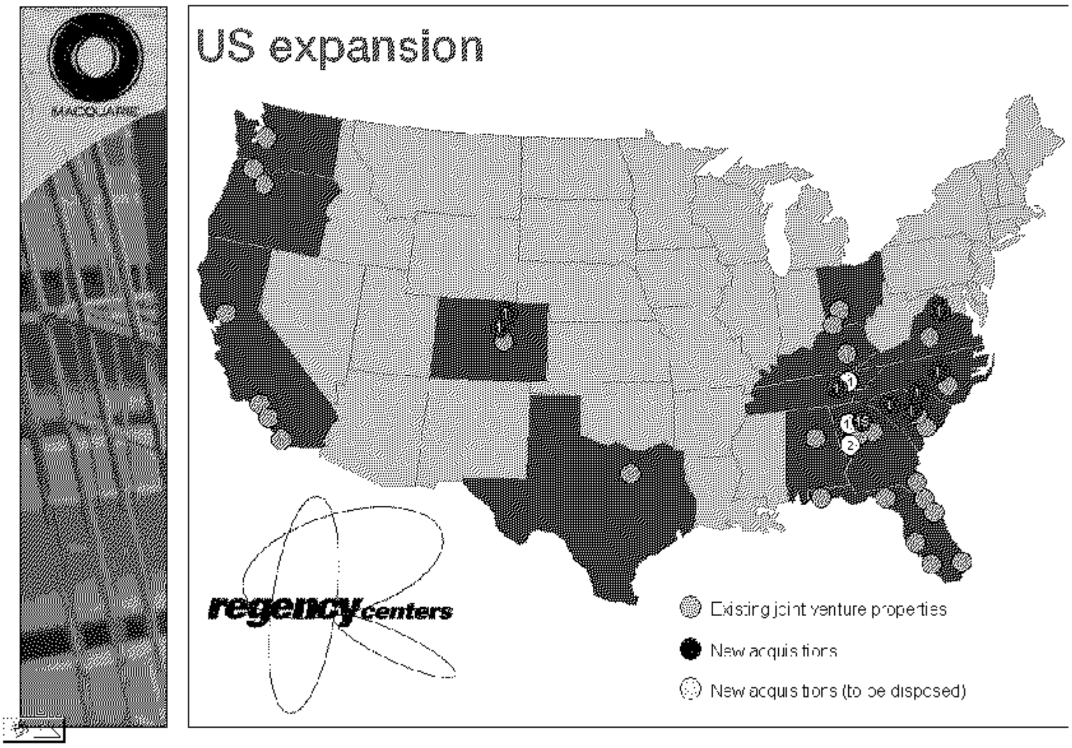
Merger and takeover activity caused some volatility in the sector in the second half and the Trust under performed the benchmark index over that period.

This under-performance will have to be earned back before any further performance fees are paid.

We believe that this management fee structure is particularly effective in aligning the interests of the Manager, with those of the Trust's investors.

Since 30 June, the unit price has traded up to a record high of $2.06, an increase of 34 cents.

An investor in the Trust has received returns of around 30 per cent over the 12 months to 31 October 2004, while returns over a three-year period are approximately 17 per cent per annum.




I now wish to turn to events that have occurred since balance date, in particular our US expansion.

CountryWide has long recognised growth opportunities afforded by the US property market, making our first American acquisition in June 2001.

Since then we have progressively increased our American exposure, through our partnership with Regency Centers.

Regency is the leading owner, operator and developer of grocery-anchored shopping centres in the United States, with an asset portfolio valued at more than $US3.2 billion.

Regency have a proven ability to source high-quality properties, which have added value to our portfolio.

In August, we announced with Regency the acquisition of 26 US shopping centres and three parcels of land at a cost of US$317 million, being a 100% interest in the properties.

The properties are primarily located in and around Atlanta, Georgia and include 16 neighbourhood shopping centres anchored mainly by national retailers Publix and Kroger.

# Benefits of the US acquisition

- Acquisitions are 0.4 cents EPU accretive on annualised basis
  - 0.3 cents per unit for the financial year ending 30 June 2005
- Exposure to locations with strong demographics
- High occupancy rate - over 97%
- Greater tenant diversification
- Positioned for further acquisition opportunities in the US

Northlake Promenade, Atlanta, GA

Cobb Center, Smyrna, GA

These acquisitions deliver numerous benefits.

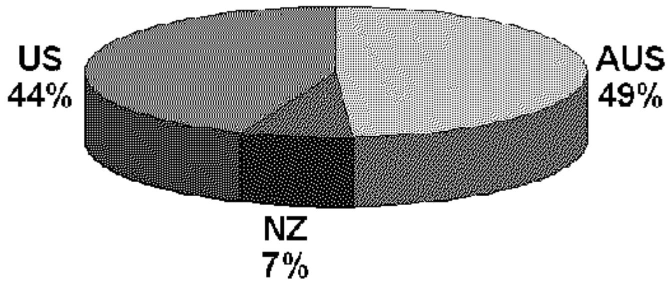
They are expected to increase the Trust's earnings by 0.4 cents per unit on an annualised basis and by 0.3 cents per unit in the current financial year.

The properties are located in areas with good demographics, including above average household income.

They enjoy high occupancy rates of 97 per cent and give us greater exposure to leading tenants Publix and Kroger, thus enhancing the quality of the Trust's income.

## Diversification

- Global portfolio diversification
- Exposure to a variety of geographic locations, economic markets, anchor tenant incomes and regulatory environments




The Trust's US expansion has also enabled us to deliver on our goal of diversifying the portfolio.

This has been critical in providing another layer of security and certainty for our investors.

In just over four years, our portfolio has gone from total dependence on the Australian market to now being exposed to a variety of geographic locations, economic markets, anchor tenant incomes and regulatory environments.

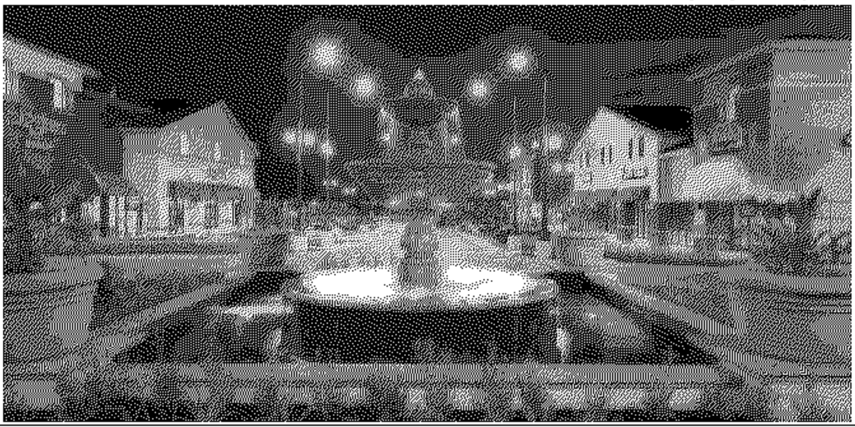
While Australian properties still make up the majority of the portfolio, our US assets now constitute 44 per cent of the portfolio.

This diversification means we are not overly dependent on any one asset or any one market and are able to withstand unforeseen under-performance by any individual assets.

## Hedging strategy

- Offshore acquisitions structured to mitigate the majority of exchange rate fluctuations, aiming to protect:
  - income distributions
  - underlying capital value

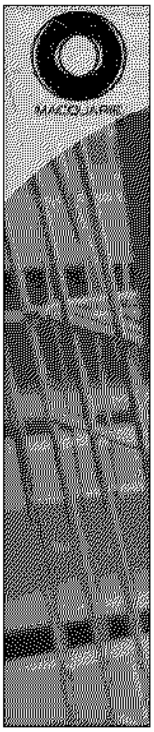
Amerige Heights, Amerige, CA



At the same time, we are mindful of protecting Unitholder returns from adverse exchange rate fluctuations resulting from offshore exposure.

As an Australian listed property trust investing in offshore assets, shifts in the exchange rate can have a marked impact on income when converted back to Australian dollars.

Thus we have adopted a conservative hedging policy, which aims to cover both offshore income earned by the Trust and the underlying value of our overseas properties.



## Outlook

- Confident in delivering earnings and distribution growth
- Positive anchor sales growth forecast
- Acquisition integration
- Continue redevelopment pipeline
- Pursue value-adding acquisition opportunities


Cccrparoc, Qld


Frihie Island, Q r

Looking forward, we are confident that our strategy will continue to deliver earnings and distribution growth.

Food-based spending continues to increase in the current financial year.

This, combined with our recent acquisitions, builds a platform for further growth and the potential for improved returns to Unitholders.

In the year ahead, we will focus on the integration of our recent acquisitions into the portfolio and we will continue with our redevelopment program.

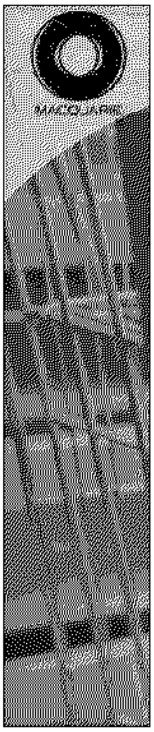
At the same time, we will continue to pursue acquisition opportunities where they are able to drive further growth.

We will constantly oversee all of our markets seeking opportunities and will continue to seek property acquisitions that add value for Unitholders.


I will now turn to formal business.

As outlined in the Notice of Meeting, it is proposed to put to Unitholders three formal resolutions.

I know that the material contained in the notice of meeting is complex and I propose to provide a brief summary of the issues for consideration today.



## Macquarie CountryWide Trust

→ **Resolution 1 – Ratification of March 2004 Placement**

*"That, for the purposes of Australian Stock Exchange (ASX) listing rule 7.4 and Australian Securities and Investment Commission (ASIC) Class Order 98/52 as it relates to clause 4.6 of the constitution, the previous placement of 62,000,000 ordinary units issued at $1.77 be and is, hereby approved."*

***Background***

On 30 March 2004, the Manager announced the acquisition of an interest in five high quality properties for A$115.8 million.

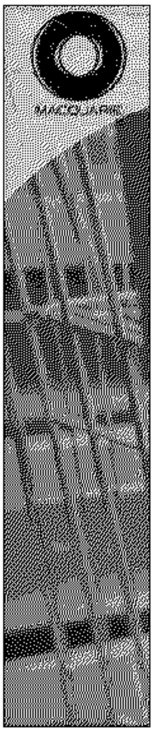
The acquisitions included three Australian properties and a 75 per cent interest in two US properties.

The acquisitions were funded through an oversubscribed placement to institutional investors raising approximately A$109.7 million.

The Trust issued 62 million ordinary units at $1.77 per unit, a 3.2 per cent discount to the five day volume weighted average price (VWAP) of $1.83.

The placement was jointly underwritten by Macquarie Equity Capital Markets Limited and JP Morgan Australia Limited.

The funds raised under the placement included an additional A$26.8 million which we used to retire debt and to fund future acquisitions and redevelopment activities.



## Macquarie CountryWide Trust

### Resolution 2 – Ratification of October 2004 Placement

*"That, for the purposes of Australian Stock Exchange (ASX) listing rule 7.4 and Australian Securities and Investment Commission (ASIC) Class Order 98/52 as it relates to clause 4.6 of the constitution, the previous placement of 26,100,000 ordinary units issued at $1.93 be and is, hereby approved."*

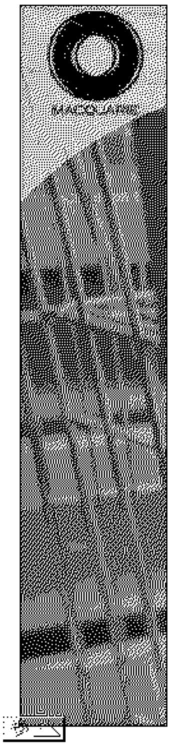
***Background***

On 18 October 2004, the Manager announced an institutional placement to raise A$50.4 million.

The Trust issued 26,100,000 ordinary units at $1.93 per unit, a 2.1 per cent discount to the five day volume weighted average price (VWAP) of $1.97.

The placement was underwritten by Macquarie Equity Capital Markets Limited and Citigroup Global Markets Australia Pty Limited.

The funds raised under the placement will be used toward the redevelopment pipeline and future acquisitions.



## Macquarie CountryWide Trust

**Resolution 3 – Underwriting of Distribution Reinvestment Plan (DRP)**

*"That, for the purposes of ASIC Class Order 98/52, as it applies to clause 4.6 of the constitution, the Manager may arrange for the DRP of the Trust for each of the next four half yearly distributions of the Trust (commencing with the distribution to which Unitholders become presently entitled as at 31 December 2004) to be underwritten and the issue by the Manager to the underwriter and sub-underwriters or any persons nominated by the underwriters of units in the Trust which are offered pursuant to the DRP but not taken up by Unitholders at the offer price under the DRP (being a price per unit representing a discount of 2.5% to the weighted average market price of units in the Trust during the 10 business days from (and including) the date upon which the units go ex-distribution entitlement), be and is hereby approved. "*

***Background***

In the past, approximately 55% of available DRP units have been taken up by Unitholders providing the Trust with a valuable source of capital.

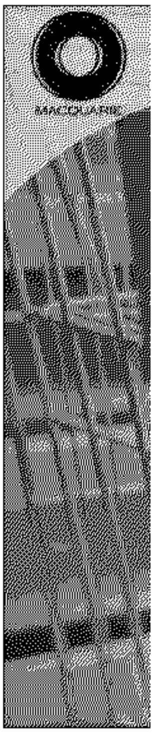
Approval of this resolution will allow for units issued under the underwritten component of the DRP to be excluded from the maximum placement capacity of the Trust under ASIC Class Order 98/52.

To maximise the effectiveness of reinvestment as a source of funds, the Manager may consider the underwriting of future DRP offers.

Underwriting of the DRP offers will effectively guarantee that an amount equal to the full amount of distributions paid each half year will be reinvested or invested in the Trust subject to the payment of underwriting fees.

To the extent Unitholders do not elect to participate in the DRP and decide to receive a cash distribution, the selected underwriter or persons nominated by it will subscribe for units at the same discount of 2.5% at which DRP units are issued, with an aggregate value equal to their cash distribution.

I would like to invite investors to ask any final questions on the proposed resolutions before we conduct a poll. If you have a question please raise your hand and a microphone will be provided to you. Please state your name before asking your question.



## Questions on resolutions

- **Resolution 1** – Ratification of March 2004 Placement
- **Resolution 2** – Ratification of October 2004 Placement
- **Resolution 3** – Underwriting of Distribution Reinvestment Plan (DRP)

If there are no further questions, I will propose the three resolutions.

**Resolution 1 – Ratification of March 2004 Placement**

"That, for the purposes of Australian Stock Exchange (ASX) listing rule 7.4 and Australian Securities and Investment Commission (ASIC) Class Order 98/52 as it relates to clause 4.6 of the constitution, the previous placement of 62,000,000 ordinary units issued at $1.77 be and is, hereby approved."

Do I have a seconder?

**Resolution 2 – Ratification of October 2004 Placement**

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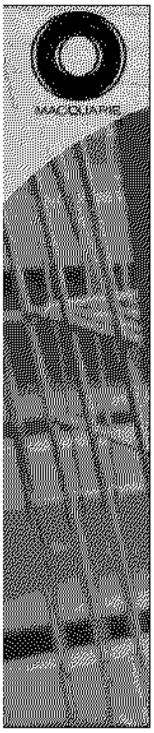
Do I have a seconder?

Would all those eligible to vote please write either for or against on their yellow voting card and hand the completed voting cards to the representatives from the registry.

Has everyone handed in their voting cards?

I now declare the poll closed.

Let us adjourn the meeting to have tea and coffee while the votes are counted.



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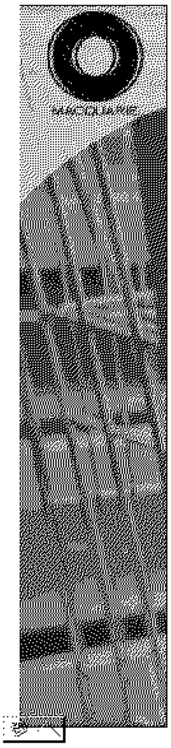
This information contained herein is current as at the date of this presentation.



That concludes the Annual Unitholder Meeting.

I would like to thank you for attending today. Please feel free to stay and ask any further questions you may have on an informal basis.



# Thank you for your support

## Macquarie CountryWide Trust

## Annual Unitholder Meeting

17 November 2004

Bay Plaza

Nambour Plaza

Seaford Shopping Centre