

Appendix 3D

Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

GPT Management Holdings Limited ACN 113 510 188 and GPT RE Limited ACN 107 426 504 as responsible entity for General Property Trust ARSN 090 110 357 (together, **GPT Group**)

We (the entity) give ASX the following information.

- 1 Date that an Appendix 3C or the last Appendix 3D was given to ASX

22 April 2015

Information about the change

Complete each item for which there has been a change and items 9 and 10.

Column 1

(Details announced to market in Appendix 3C or last Appendix 3D)

Column 2

(Details of change to buy-back proposals)

On-market buy-back

- 2 Name of broker who will act on the company's behalf

Merrill Lynch and UBS jointly.

No change.

- 3 Deleted 30/9/2001.

⁺ See chapter 19 for defined terms.

Appendix 3D

Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
4 If the company/trust intends to buy back a maximum number of shares/units – that number Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.	Up to 10% of the smallest number of stapled securities on issue at any time during the last 12 months (ie, up to 168,546,095 stapled securities in total). As such, the buy back will be within the 10/12 limit. The maximum number of stapled securities to be bought back is set out in item 5 below.	Up to 10% of the smallest number of stapled securities on issue at any time during the last 12 months (ie, up to 177,757,908 stapled securities in total). As such, the buy back will be within the 10/12 limit. The maximum number of stapled securities to be bought back is set out in item 5 below.
5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back	The maximum number of stapled securities to be bought back is 168,546,095 stapled securities.	The maximum number of stapled securities to be bought back is 177,757,908 stapled securities.
6 If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	The GPT Group intends to complete the buy-back on or before 10 May 2016.	The GPT Group intends to complete the buy-back on or before 10 May 2017.
7 If the company/trust intends to buy back shares/units if conditions are met – those conditions	Not applicable.	Not applicable.

All buy-backs

Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)

⁺ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
8 Any other change	Not applicable.	Not applicable.
9 Reason for change	Capital management.	
10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	Pursuant to ASIC Class Order [CO 07/422] the following information is provided: (a) associates of the responsible entity (GPT RE Limited) hold 960,121 GPT Group stapled securities and performance rights which, if vested, will entitle the holder to be issued GPT Group stapled securities. The responsible entity itself holds no GPT Group stapled securities; and (b) funds to meet buy-back payments will be sourced from the GPT Group's available finance facilities and proceeds from asset sales	

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

⁺ See chapter 19 for defined terms.

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Sign here:

(Company secretary)

Date: 22 April 2016

Print name:

James Coyne

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⁺ See chapter 19 for defined terms.