

27 April 2009

Company Announcements Office
Bendigo Stock Exchange
Level 3
45 Exhibition Street
Melbourne 3000

Dear Sir/Madam

**MIRVAC PFA DIVERSIFIED PROPERTY TRUST
AMENDING DEED**

Mirvac PFA Limited (58 078 199 569 AFSL 224106) as responsible entity for Mirvac PFA Diversified Property Trust (ARSN 097 860 690) wishes to notify that it has amended the Trust's constitution by the Amending Deed dated 27 April 2009, in accordance with clause 35.1 of the Trust's constitution.

Yours sincerely
Mirvac PFA Limited



A handwritten signature in blue ink, appearing to read 'Juan Rodriguez', is written over the printed name and title.

Juan Rodriguez
Company Secretary

Mirvac Limited
ABN 92 003 280 699

Mirvac Funds Limited
ABN 70 002 561 640
AFSL 233121

Mirvac Funds Management Limited
ABN 78 067 417 663
AFSL 220718

Mirvac REIT Management Limited
ABN 70 002 060 228
AFSL 233787

Mirvac Capital Investments
Pty Limited
ABN 86 093 644 252

Mirvac Wholesale Funds Management
Limited
ABN 36 076 204 727
AFSL 226441

Mirvac PFA Limited
ABN 58 078 199 569
AFSL 224106

Mirvac Management Limited
ABN 29 086 453 205
AFSL 233116

CLAYTON UTZ

Amending Deed

Mirvac PFA Diversified Property Trust
ARSN 097 860 690

Mirvac PFA Limited
ACN 078 199 569

The Clayton Utz contact for this document is
Matt Anderson on + 61 2 9353 4000

Clayton Utz
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Amending deed made on

Party **Mirvac PFA Limited ACN 078 199 569** of Level 26, 60 Margaret Street
SYDNEY NSW 2000 ("**Responsible Entity**")

Background

- A. By a deed poll dated 14 August 2001, the managed investment scheme now known as the Mirvac PFA Diversified Property Trust was established (the "**Scheme**").
- B. The constitution for the **Scheme** referred to in Background A, as amended from time to time, is referred to in this Deed as the "**Constitution**".
- C. The **Scheme** is registered by the Australian Securities and Investments Commission ("**ASIC**") as a managed investment scheme and the **Responsible Entity** is appointed as the responsible entity of the **Scheme**.
- D. Pursuant to section 601GC(1)(b) of the *Corporations Act 2001* (Cth) the Constitution may be modified by the **Responsible Entity** in circumstances where the **Responsible Entity** reasonably considers the amendments will not adversely affect members' rights.
- E. The **Responsible Entity** considers that the proposed amendments will not adversely affect members' rights and amends the Constitution as set out in this Deed.

Operative provisions

1. Operative provisions

1.1 Specific modifications

Subject to clause 3, the Constitution is modified by:

- (a) deleting the word "no" in paragraph 21.12(b); and
- (b) inserting the following clause 21.26 immediately after clause 21.25:

"21.26 Return and receipt of proxy documents

Proxy documents may be returned to the **Responsible Entity** by, and will be validly received by the **Responsible Entity** if returned in, any manner determined by the **Responsible Entity** from time to time, including by return to:

- (a) the **Responsible Entity's** registered office;
- (b) a fax number at the **Responsible Entity's** registered office;
- (c) an electronic address of the **Responsible Entity** or any officer, employee or agent of the **Responsible Entity**; and
- (d) a place, fax number or electronic address specified for the purpose in the notice of meeting."

1.2 Provisions not affected

The provisions of the Constitution are not otherwise effected.

2. Governing law

This Deed is governed by and will be construed according to the laws of the State of Queensland.

3. Effective time

In accordance with section 601GC(2) of the *Corporations Act 2001* (Cth), the modifications to the Constitution pursuant to clause 1.1 of this Deed take effect immediately upon a copy of this Deed being lodged with the ASIC.

4. No redeclaration etc

The Responsible Entity is not, by clause 1 of this Deed:

- (a) redeclaring the Scheme;
- (b) resettling the Scheme; or
- (c) causing the transfer, vesting or accruing of property in any person.

Executed as a deed.

**Executed by Mirvac PFA Limited ACN 078
199 569 in the presence of:**



Signature of Director



Name of Director in full



Signature of Secretary/other Director



Name of Secretary/other Director in full