



Full-year results 2013, acquisitions,
upgrades and \$200 million entitlement
offer

8 August 2013



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Financial data

All dollar values are in Australian dollars (A\$) and financial data is presented within the financial year end of 30 June unless otherwise stated.

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Presentation outline

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- > Results and transaction announcements
- > Results overview
- > Transaction
- > Strategy and Outlook

Results announcements¹

Results for the full-year ended 30 June 2013

- > Increased rental income from acquisitions, developments and rent reviews lifts revenue (up 7.9%) and distributable profit (up 7.4% excluding capital profits last year²)
- > 100% payout ratio resulting in 14.14 cents per unit full-year distribution (up 4.7% on last year, excluding capital profits²)
- > Like-for-like rental growth of 2.1% for 12 months to 30 June 2013 (4.0% FY12)
- > Sound portfolio fundamentals: 100% occupancy, 6.8 years weighted average lease expiry and portfolio cap rates reduced to 7.86% (7.91% FY12)
- > NTA up by 8 cents for the 12 months to \$1.93 cents per unit, due to \$34.8 million net revaluation gain on investment properties and a \$3.5 million reduction in hedging liabilities
- > Weighted average cost of debt of 7.3% for the 12 months, down from 8.0% for last year
- > Refinancing completed in June & July 2013 to existing bank facilities has reduced bank fees and margins on a fully-drawn basis by approximately 55 basis points
- > A- (stable) credit rating from Standard and Poor's attained during the year provides access to a broader range of debt markets to diversify source and increase tenor

Results performance vs pcp¹

	2012/13	Previous corresponding period
Revenue	\$109.2m	↑ 7.9% ²
Net profit including revaluations	\$110.6m	\$69.9m
Distributable profit (excluding revaluations)	\$75.8m	↑ 7.4%
Full-year distribution per unit (excluding capital profits)	14.14 cpu	↑ 4.7% ³
Full-year distribution per unit	14.14 cpu	↓ 3.6% ³
Total assets	\$1,398.7m	↑ 4.8%
Borrowings	\$296.5m	\$288.9m
Net tangible assets	\$1.93 per unit	↑ \$0.08 per unit
Weighted average cap rate	7.86%	7.91%
Gearing (debt to total assets)	21.2%	21.6%
Covenant gearing (debt + n.c.l. ⁴ to total assets)	22.1%	22.8%

1. pcp = previous corresponding period, being the 12 months ended 30 June 2012 or as at 30 June 2012 as relevant. Refer to Appendix A for six monthly performance detail
2. For consistency, revenue for the previous corresponding period has been restated to exclude recoveries of outgoings, previously included as other property income
3. The final distribution for the year ended 30 June 2012 included a 1.17 cents per unit capital profit from the sale of the Hoppers Crossing Bunnings Warehouse
4. n.c.l. = non-current liabilities

Transaction announcements

Acquisitions

- > BWP has agreed to acquire a portfolio of 10 Bunnings Warehouse properties from Bunnings (**Warehouse Properties**) and one Bunnings Warehouse anchored bulky goods centre from an unrelated party (collectively the **Acquisitions**)
- > The total purchase price for the Acquisitions is \$312.0 million which reflects the independent valuations of the properties and an initial yield of 7.35%

Upgrades

- > BWP has agreed terms regarding upgrades to the Trust's Bunnings Warehouses at Minchinbury and Rockingham and agreed revised terms regarding the previously announced upgrade at the Trust's asset at Rocklea, totalling \$19.9 million (**Upgrades**)
- > The Upgrades will reflect an initial yield on total outlay of 7.25%
- > New leases will be entered into at the completion of each of the Upgrades

Entitlement Offer

- > To partially fund the Acquisitions and Upgrades, BWP is undertaking a fully underwritten 1 for 6.18 accelerated non-renounceable entitlement offer to raise approximately \$200 million to be conducted at a fixed issue price of \$2.30 per new unit (**Entitlement Offer**)

Unitholder approval

- > The acquisition of the Warehouse Properties and the Upgrades are subject to BWP unitholder approval
- > The Entitlement Offer will be completed prior to the unitholder meeting and is not subject to unitholder approval

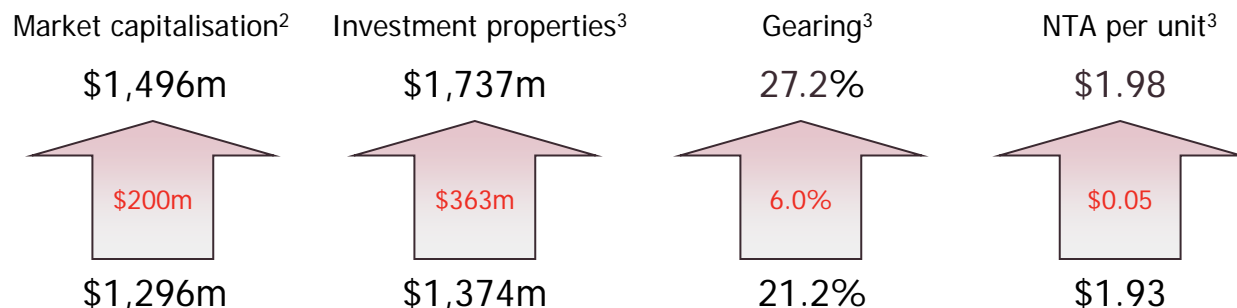
Transaction rationale

- > The Acquisitions, Upgrades and Entitlement Offer are expected to provide the following benefits to the Trust
 - secures a significant portfolio of established and new properties, representing an approximate 24% increase in the value of the Trust's investment properties
 - provides a platform for future income and capital growth
 - increases the net tangible asset backing on a pro-forma basis
 - increases the weighted average lease expiry profile
 - maintains the geographic diversity of the portfolio and increases the proportion of rental income derived from New South Wales and Queensland
 - the Upgrades will modernise and improve the quality of three existing Trust assets, secure additional annual rental income on completion and increase the committed term of the leases
 - the mix of debt and equity funding to undertake the Acquisitions and Upgrades allows the Trust to maintain a conservatively geared balance sheet to provide financial flexibility to undertake further acquisition opportunities and capital improvements to existing Trust properties

Financial impact

- > Transaction is neutral to forecast FY14 distribution of 14.6 cpu¹
 - reflects a 6.3% distribution yield on the issue price
- > Transaction is expected to be at least 2% accretive to FY15 DPU
- > The Responsible Entity has agreed to waive 100% of the management fee relating to the Bunnings Warehouses to be acquired from Bunnings from the date of settlement until 30 June 2014
- > Gearing remains within BWP's target range of 20 – 30%

Pro-forma market capitalisation and 30 June 2013 pro-forma balance sheet impact



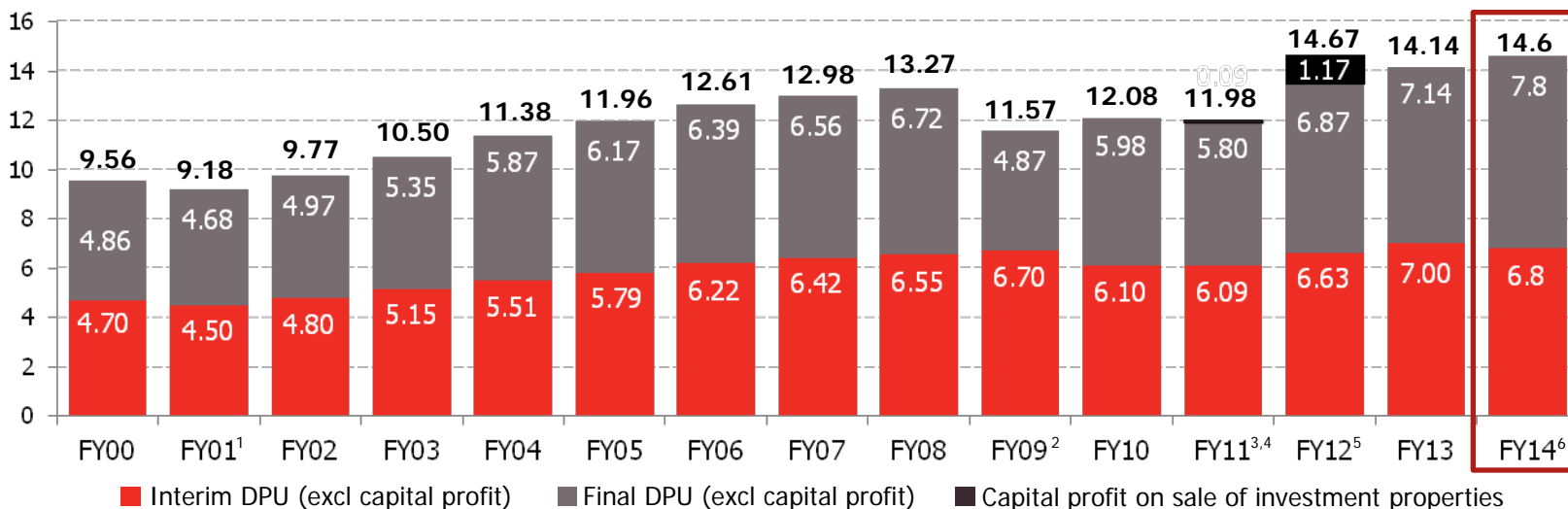
1. This forecast reflects management's forecast of the financial impact of the Acquisitions, Upgrades and the Entitlement Offer, as well as expectations in relation to the Trust's existing portfolio of 100% portfolio occupancy and a conservative estimate of income growth from structured and market rent reviews. Adjusting for the impact of the Acquisitions, Upgrades and the Entitlement Offer, the average interest rate is estimated to be 6.7% (inclusive of fees and margins) which is, on average, 60% hedged over the financial year
2. Market data as at 7 August 2013, assumes an unchanged BWP unit price of \$2.41
3. For comparative purposes, the financial impact assumes that Acquisitions, Upgrades and the Entitlement Offer settle on 30 June 2013, including properties with deferred settlement and developments. The pro-forma financial position also adjusts for payment of the accrued distribution (approximately \$33m) and the issue of units under the Trust's distribution reinvestment plan (approximately 2.4m units). Payment of the distribution and issuance of the units are expected to occur on 28 August 2013

Platform for growth

- > BWP has demonstrated a prudent and disciplined approach to acquisitions and developments
 - track record of generating above market returns for investors over the longer term
- > The Acquisitions and Upgrades are consistent with BWP's core purpose of providing unitholders with a secure, growing income stream and long-term capital growth

Distributions per unit (DPU)

(cents)



1. End of concessional management fee
2. Final distribution FY09 – impacted by additional units issued from \$150m capital raising and one-off termination costs of interest rate derivatives closed out to pay down debt from capital raising
3. Interim distribution FY11 includes 0.09 cents per unit (“cpu”) capital profit on sale of Canning Vale industrial property
4. Final distribution FY11 impacted by additional units issued from \$150m capital raising
5. Final distribution FY12 (8.04 cpu) includes 1.17 cpu capital profit on sale of the Hoppers Crossing Bunnings Warehouse
6. Pro-forma FY14 DPU forecast of 14.6 cpu includes additional units issued from \$200m capital raising; see page 8 for further detail on financial assumptions

Acquisitions

- > Each of the Warehouse Properties will be leased by Bunnings on settlement (for operational assets) or upon completion (for development sites), for an initial fixed term of 12 years with a further five optional terms of six years each, at Bunnings' election
 - scheduled rent increases by a fixed 3% per annum
 - at the end of the initial term and the exercise of each option by Bunnings the rents are subject to a market rent review, subject to a 10% 'cap and collar'
- > The development of the eight Bunnings Warehouses will be completed by Bunnings for a fixed amount
 - until development completion BWP will receive from Bunnings a monthly access fee equivalent to 7.19% of the purchase price from settlement
- > The Trust will also be acquiring a Bunnings Warehouse anchored bulky goods centre (**Hoxton Park Central**) from a third party vendor
 - WALE: 7.4 years; 79% income derived from wholly owned entities of Wesfarmers

State	No. of properties	Independent valuation (\$m)	Yield (%) ¹
NSW	2	79	7.76%
QLD	6	159	7.22%
VIC	2	50	7.00%
WA	1	24	7.25%
Total	11	312	7.35%

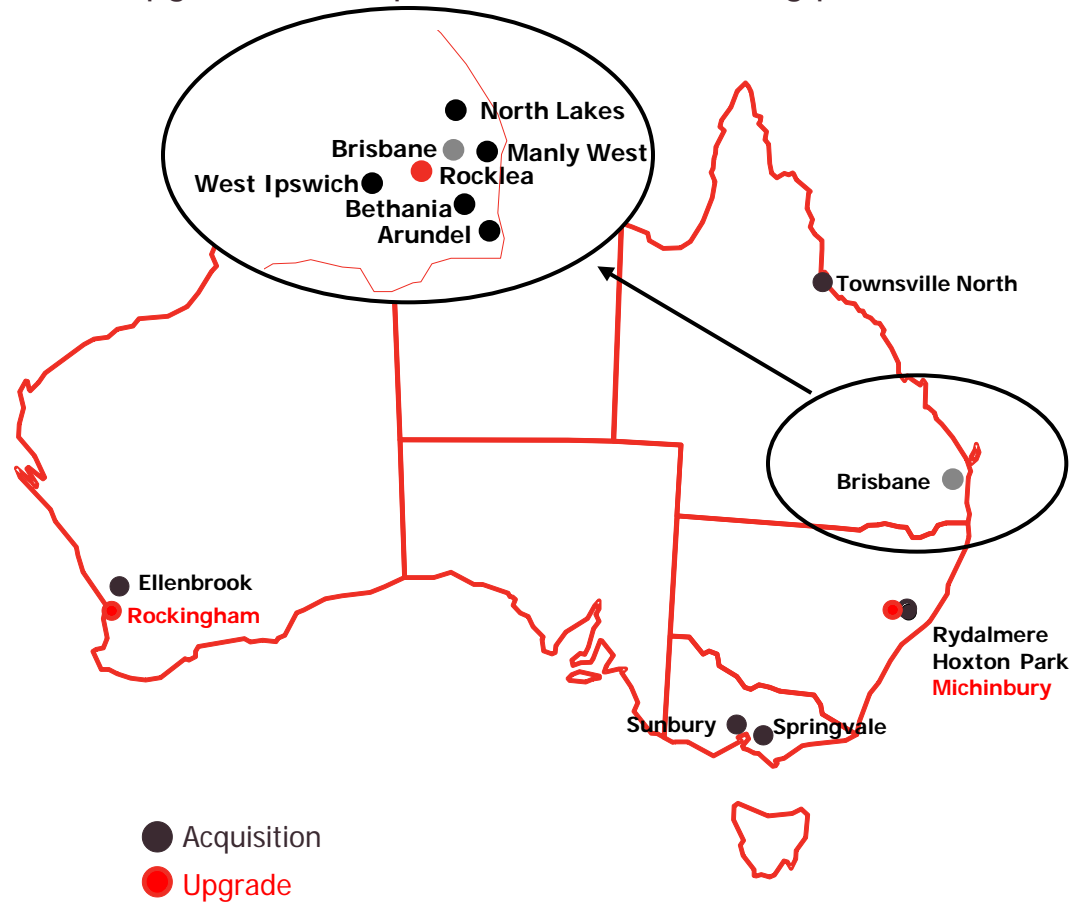
Upgrades

- > BWP has agreed terms regarding upgrades to the Trust's Bunnings Warehouses at Minchinbury and Rockingham and agreed revised terms regarding the previously announced upgrade at the Trust's asset at Rocklea, totalling \$19.9 million
- > The Upgrades will reflect an initial yield on total outlay of 7.25%
- > The Upgrades are expected to be completed between October 2013 and July 2014
- > Upon completion the Trust will enter into new leases with Bunnings for an initial fixed term of 12 years with annual CPI increases and a further four optional terms of six years each, at Bunnings' election
- > At the first market rent review, at the commencement of year 13, the revised rent will be no lower than the passing rent, but any increase is capped at 10% of the passing rent
- > Market rent reviews will be subject to a 10% 'cap and collar' thereafter
- > All other terms and conditions of the existing lease remain the same

Acquisitions and Upgrades – geographic diversity

> The Acquisitions will complement and Upgrades will improve the Trust's existing portfolio¹

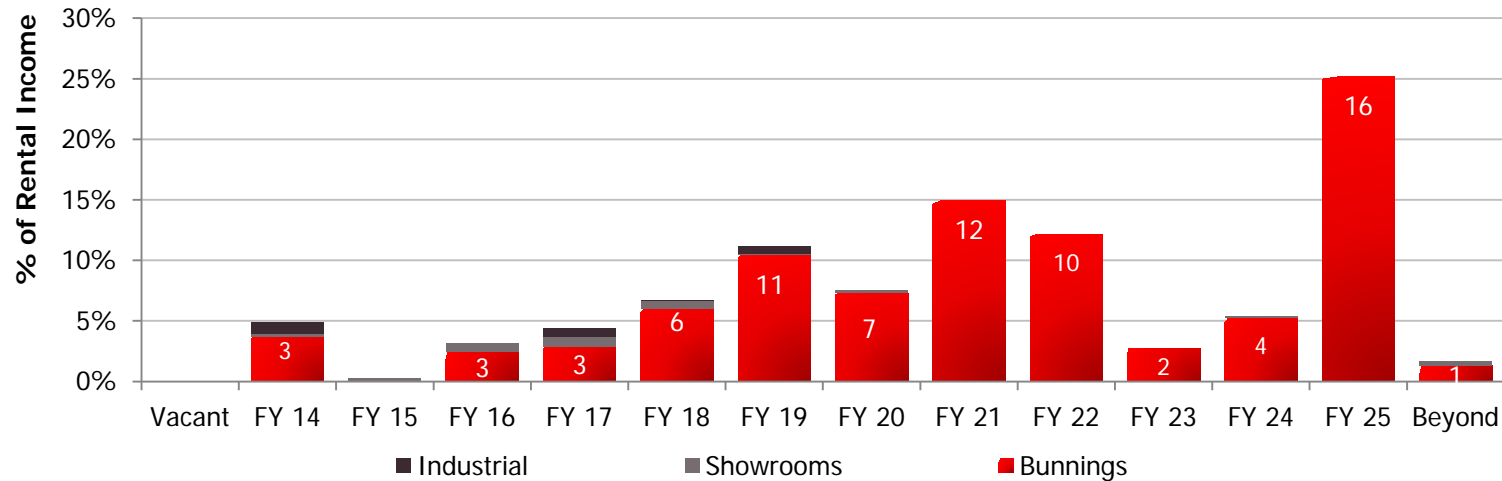
State	No. of properties (pre ²)	No. of properties (post ³)
NSW/ACT	18	20
QLD	14	20
SA	3	3
VIC	24	26
WA	15	16
Total	74	85



Portfolio – lease expiry profile¹

	Pre Acquisitions and Upgrades	Post Acquisitions and Upgrades
WALE	6.8 years	7.9 years
Occupancy	100%	100%

Pro-forma lease expiry profile



> All leases expiring in the next 5 years represent 19% of portfolio rental income

Acquisitions and Upgrades – funding

- > The Acquisitions and Upgrades will be partly funded by a fully underwritten 1 for 6.18 non-renounceable entitlement offer to raise approximately \$200 million and the balance from existing debt facilities and future additional debt funding¹
 - the Entitlement Offer is fully underwritten by UBS AG, Australia Branch
- > Wesfarmers Limited supportive of the Entitlement Offer
 - key stakeholder with 24.3%² of BWP's issued units has indicated its intention to take up all of its entitlement under the Entitlement Offer, amounting to approximately \$49 million

Sources	\$m
Entitlement Offer	200.1
Drawdown of existing debt facilities	99.7
Future additional debt funding	49.1
Total sources	348.9

Uses	\$m
Acquisitions and Upgrades	331.9
Stamp duty and other property acquisition costs	12.4
Transaction costs	4.6
Total uses	348.9

1. BWP currently has approximately \$430m of bank bill facilities. BWP intends to obtain future additional debt funding, at the appropriate time, to complete the Acquisitions and Upgrades. This may come from additional debt funding from BWP's existing lenders or new lenders or additional debt funding from the debt capital markets utilising the Trust's A- credit rating from Standard and Poor's
2. Holding of 24.3% as at 8 August 2013. This interest is expected to decrease to 24.2% following the issue of units under BWP's Distribution Reinvestment Plan for the period ended 30 June 2013, in which Wesfarmers did not participate

Entitlement Offer

- > New units issued at a fixed price of \$2.30 per unit
 - forecast FY14 DPU yield of 6.3%
- > New units will rank equally with current units on issue
 - full entitlement to the distribution for the half year to 31 December 2013
- > Retail investors will be able to apply for additional units in excess of their entitlement¹

Entitlement Offer pricing metrics	Price	Discount
Closing price of BWP units on 7 August 2013	\$2.41	4.6%
5 day VWAP of BWP units to 7 August 2013	\$2.41	4.5%
10 day VWAP of BWP units to 7 August 2013	\$2.46	6.3%
20 day VWAP of BWP units to 7 August 2013	\$2.50	8.1%

1. Retail unitholders will be able to apply for additional new units beyond their entitlement (to the extent other retail unitholders do not take up their full entitlement) up to the greater of 10,000 new units or two times their full entitlement. The allocation of additional new units will be at the discretion of the Board of the Responsible Entity and subject to scale back

Indicative timetable

Timetable	Date
Institutional Entitlement Offer and Bookbuild opens	11:00am (AEST) / 9:00am (AWST), Thursday, 8 August 2013
Institutional Entitlement Offer and Bookbuild closes	6:00pm (AEST) / 4:00pm (AWST), Thursday, 8 August 2013
Trading recommences	Friday, 9 August 2013
Record Date for Entitlement Offer	7:00pm (AEST) / 5:00pm (AWST), Tuesday, 13 August 2013
Dispatch of Retail Entitlement Booklet and Notice of Meeting	Friday, 16 August 2013
Retail Entitlement Offer opens	Friday, 16 August 2013
Settlement of new units issued under Institutional Entitlement Offer, Institutional Bookbuild and Early Retail Entitlement Offer acceptances	Friday, 23 August 2013
Allotment of new units issued under Institutional Entitlement Offer, Institutional Bookbuild and Early Retail Entitlement Offer acceptances	Monday, 26 August 2013
Normal trading of new units issued under Institutional Entitlement Offer and Institutional Bookbuild and Early Retail Entitlement Offer acceptances	Monday, 26 August 2013
Retail Entitlement Offer closes	7:00pm (AEST) / 5:00pm (AWST), Friday, 30 August 2013
Announce outcome of Retail Entitlement Offer	Wednesday, 4 September 2013
Settlement of new units issued under Retail Entitlement Offer	Friday, 6 September 2013
Allotment of new units issued under Retail Entitlement Offer	Monday, 9 September 2013
Normal trading of new units issued under Retail Entitlement Offer	Tuesday, 10 September 2013
Unitholder meeting	Monday, 16 September 2013
Settlement of Warehouse Properties	Tuesday, 17 September 2013

Note: All times indicative only, subject to change

Approval

- > Due to the value of the Warehouse Properties, the Upgrades and the new leases to be entered into, and the fact that the transaction is with Bunnings, a company related to the Responsible Entity, Unitholder approval for is required under ASX Listing Rule 10.1
 - unitholder approval is not required for the acquisition of Hoxton Park Central which is being acquired from an unrelated vendor
- > Ordinary resolution required to approve the acquisition of the Warehouse Properties and the Upgrades (50% threshold)
 - Wesfarmers Limited not able to vote its unitholding
- > Unitholder meeting scheduled for 16 September 2013
 - the Entitlement Offer is not conditional upon unitholder approval of the acquisition of the Warehouse Properties and the Upgrades
 - in the event the acquisition of the Warehouse Properties and the Upgrades is not approved by unitholders, BWP will use the proceeds of the equity raising to fund the acquisition of Hoxton Park Central, repay debt with the balance held on deposit for future capital expenditure and acquisition opportunities
- > Pro-forma metrics if the acquisition of the Warehouse Properties and the Upgrades are not approved
 - forecast FY14 distribution of 13.7 cpu
 - pro-forma 30 June 2013 gearing reduces to 11.8% with NTA of \$1.98 per unit

Outlook – key drivers

Economic and property market conditions:

- > Low cash/interest rates:
 - may see shift from cash to prime commercial property as a yield investment
 - increases competition for prime property assets leading to yield compression
 - some property classes showing some yield compression
- > Lower CPI constrains annual rental increases:
 - 79% of BWP leases have annual CPI reviews (21% fixed 3 or 4% escalations¹)
 - average CPI increases in FY13 of 1.7%
 - FY14: 19 market rent reviews (23% of portfolio rental income¹). CPI reviews for approximately 56% of portfolio rent revenue¹
- > Market rent reviews:
 - subject to property specific factors and comparable evidence at the time
 - soft retailing conditions and Bunnings' store roll-out and sale and lease backs may moderate market rents in short-to-medium term
 - increased competition for large-format retailing properties may provide some upside

Outlook – key drivers

Home improvement retail sector performance and growth:

- > BWP not reliant on turnover rent
 - BWP rents are referable to lettable area of premises not tenant sales
- > 93% of annual rental income derived from Bunnings¹
- > Bunnings continues to trade well in softer retail and housing market environments and increased competition in the home improvement space:
 - home improvement market is highly fragmented
 - impact of Masters not apparent
 - depth and breadth of market should support multiple competitors
- > Bunnings' store network rollout and investment in existing stores may create opportunities for BWP to acquire new properties or upgrade existing assets
 - Bunnings plans 20 new stores per annum over the next three years²
 - potential for BWP to acquire on competitive terms given its improved funding costs and access to broader debt capital markets with S&P rating

Summary

- > BWP has delivered above-market investment returns¹
 - remains conservatively geared
 - sustainable income growth underpinned by leases to a subsidiary of Wesfarmers (A- credit rating)
 - consistent rental growth linked to structured and market rent reviews
 - experienced management with a track record of delivering sustainable distribution growth
- > Proposed transaction is complementary to BWP's existing portfolio and provides a platform for future income and capital growth over the long term
 - increases forecast WALE from 6.8 years to 7.9 years
 - maintains geographic diversity
 - forecast to be neutral to distributions in FY14 and at least 2% accretive to distributions for the year ending 30 June 2015
 - funding mix allows BWP to maintain a conservatively geared balance sheet to provide financial flexibility to undertake further acquisitions and improvements to existing properties

1. Relative to the S&P/ASX 200 A-REIT Accumulation Index over the 1, 3, 5 and 10 year periods ending 30 June 2013

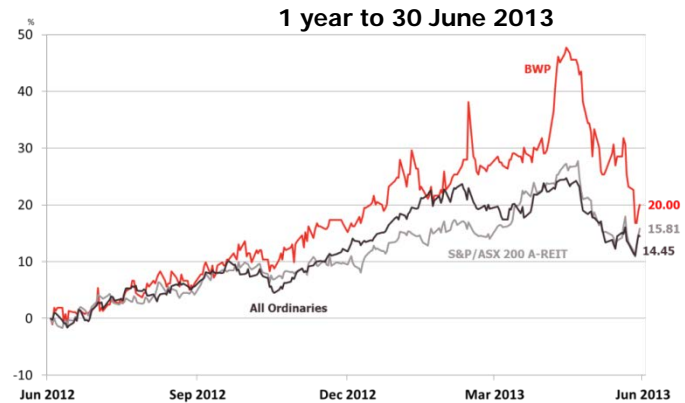
Appendices

- Appendix A: > 30 June 2013 results
- Appendix B: > Acquisitions and Upgrades
- Appendix C: > Pro-forma financial information
- Appendix D: > Important information
- Appendix E: > Foreign jurisdictions
- Appendix F: > Key investment risks

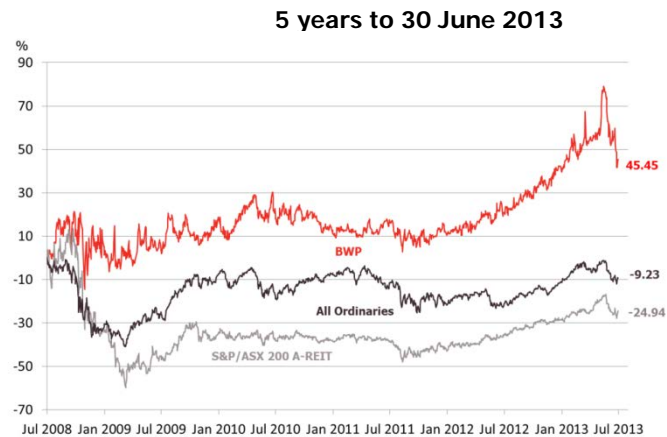
A: BWP – market performance

BWP unit price outperforms the sector for the year

BWP unit price vs S&P/ASX 200 A-REIT index & All Ordinaries index

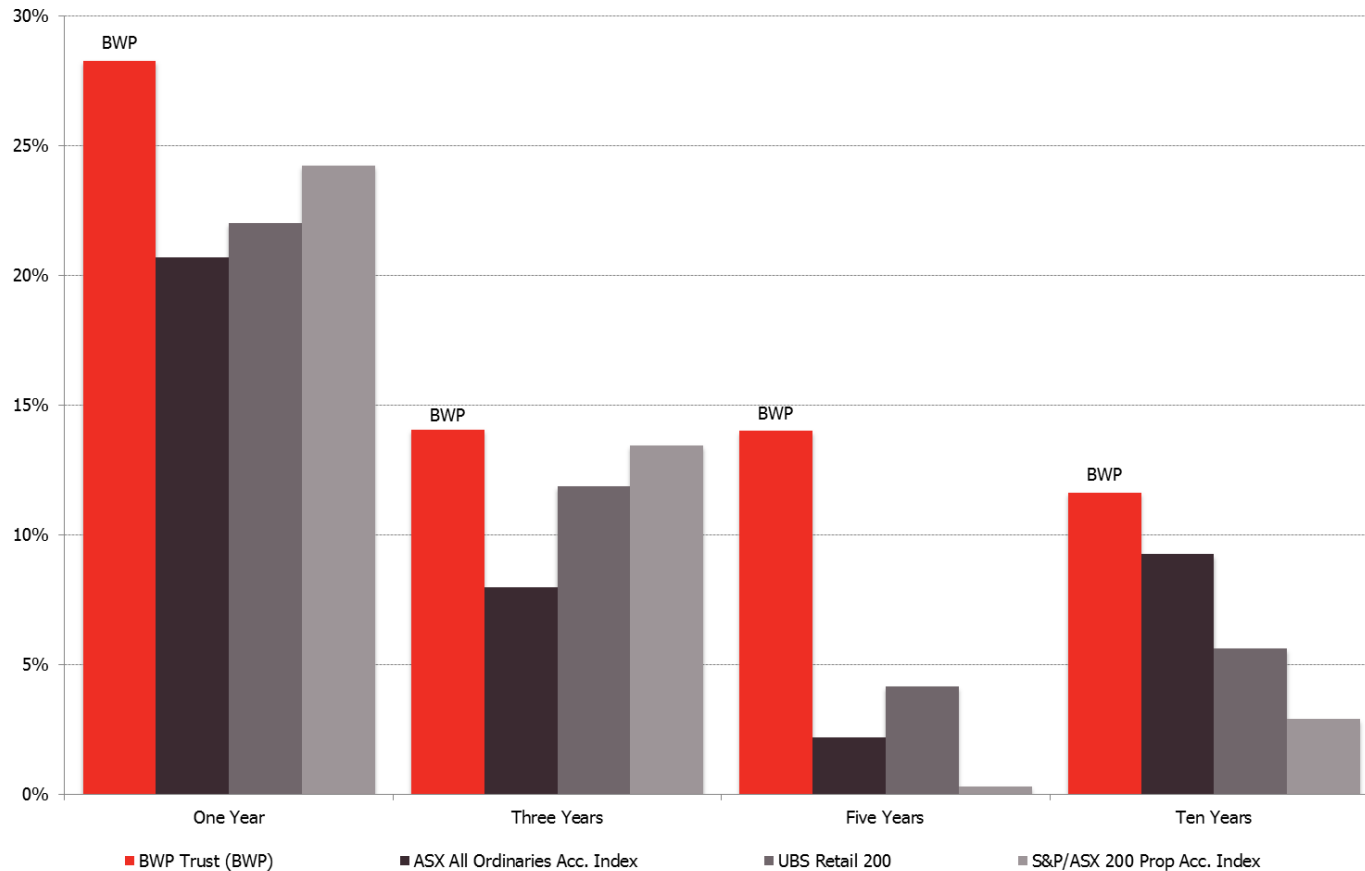


...and significantly outperforms the market longer term



A: Results – total returns

> BWP total returns compared to market – periods ended 30 June 2013



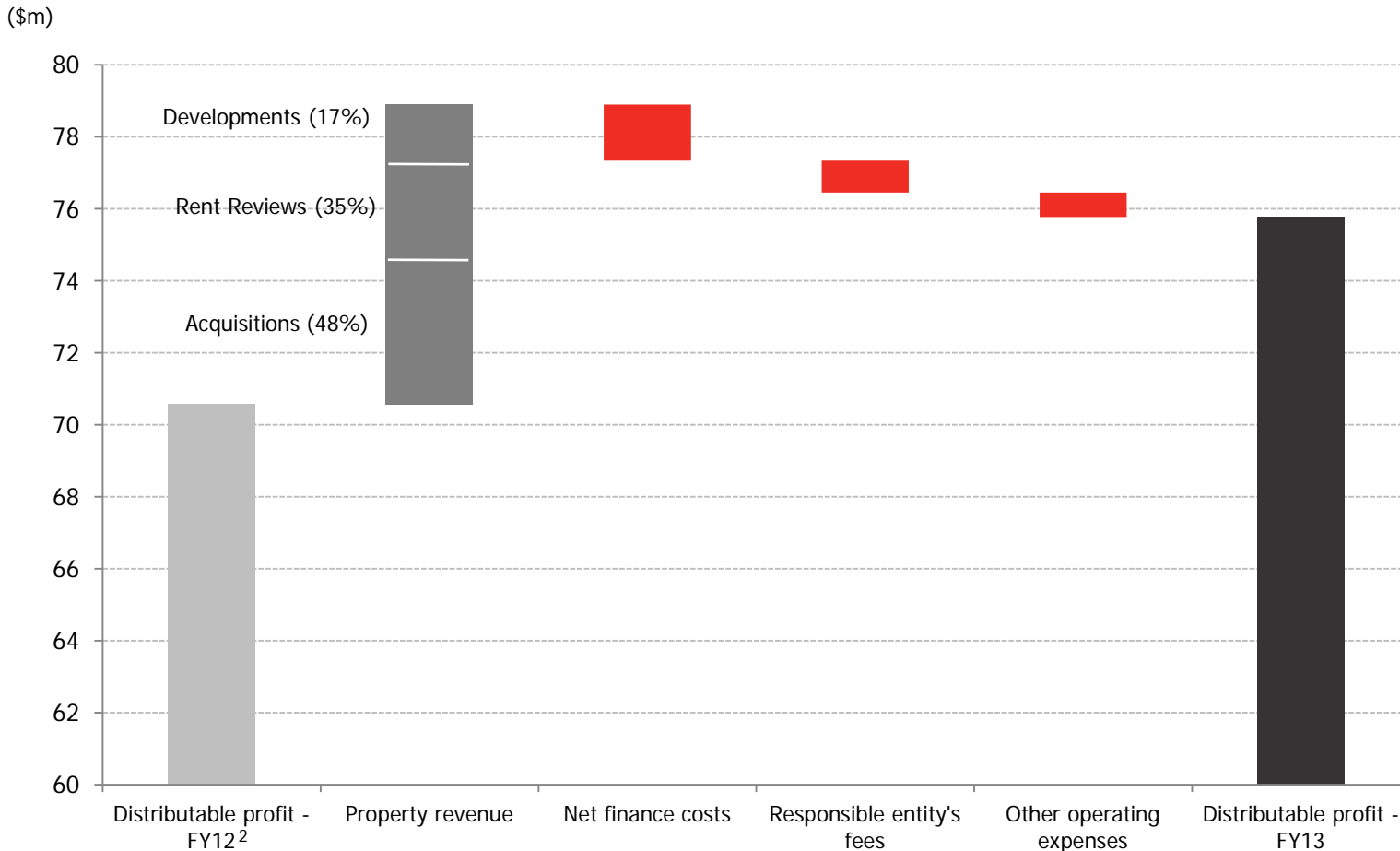
A: Results – performance

	6 months to Jun 13	6 months to Dec 12	6 months to Jun 12
Revenue	\$55.2m	\$54.0m	\$51.8m ¹
Net profit including property revaluations	\$61.7m	\$48.8m	\$37.9m
Unrealised property revaluation gains	(\$23.3m)	(\$11.5m)	(\$2.0m)
Capital profit from property divestments	-	-	\$6.2m
Distributable profit	\$38.4m	\$37.4m ²	\$42.2m ^{2,3}
Six month distribution (cents per unit)	7.14	7.00	8.04 ³
Total assets	\$1,398.7m	\$1,364.6m	\$1,335.2m
Borrowings	\$296.5m	\$296.3m	\$288.9m
Weighted average cost of debt ⁴	7.1%	7.5%	7.8%
Net Tangible Assets (per unit)	\$1.93	\$1.87	\$1.85
NTA per unit excluding hedging liabilities	\$1.95	\$1.91	\$1.88
Weighted average cap rate	7.86%	7.91%	7.91%
Gearing (debt to total assets)	21.2%	21.7%	21.6%



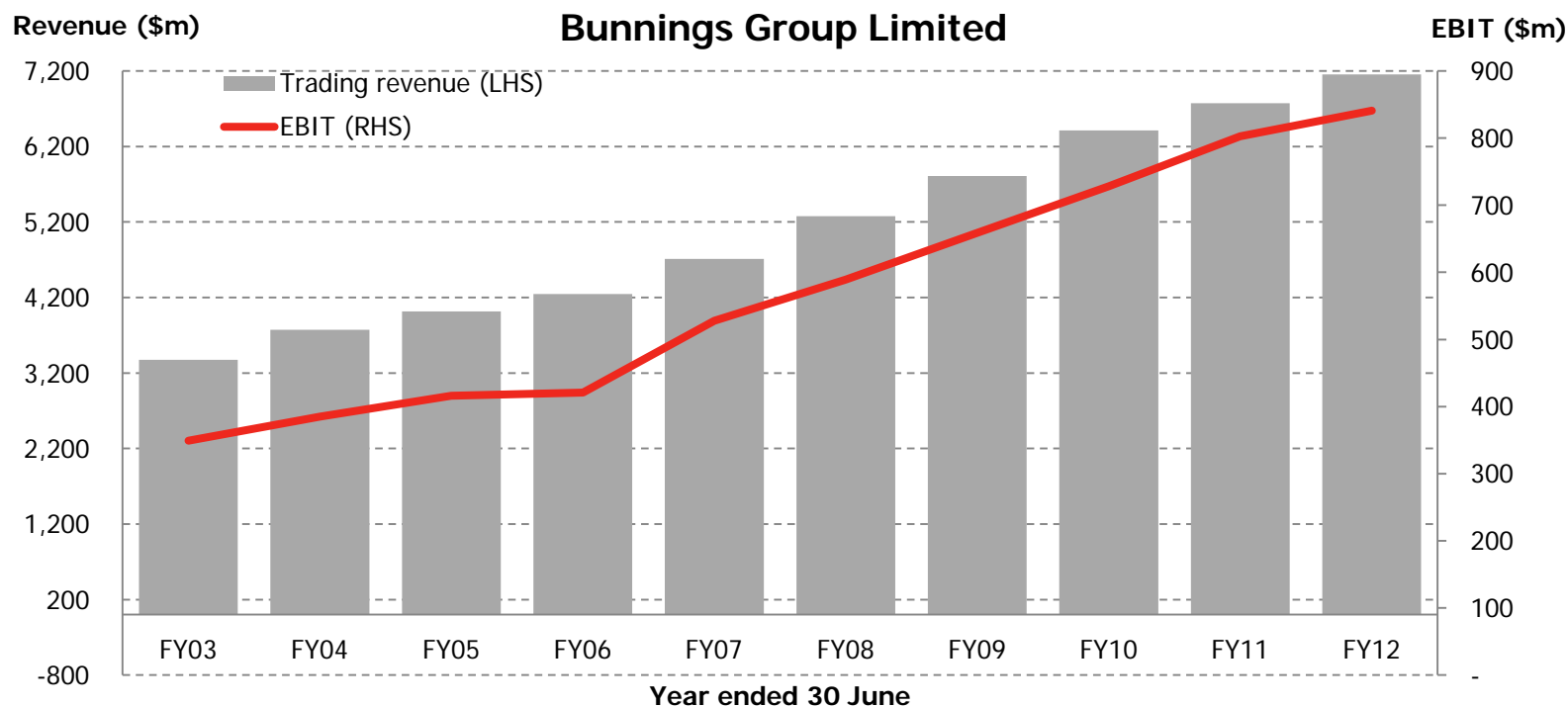
1. For consistency, revenue for the previous periods has been restated to exclude recoveries of outgoings, previously included as other property income
2. Adjusted for rounding
3. Includes \$6.2m capital profit on sale of Hoppers Crossing (1.17 cents per unit distribution)
4. Finance costs less finance income divided by average borrowings for the six months

A: Results – distribution variance to pcp¹



A: Portfolio – major tenant

- > Majority (93%) of BWP income underpinned by the highly successful Bunnings business
- > 3.6% store-on-store sales growth for 9 months to 31 March 2013 (vs. pcip)

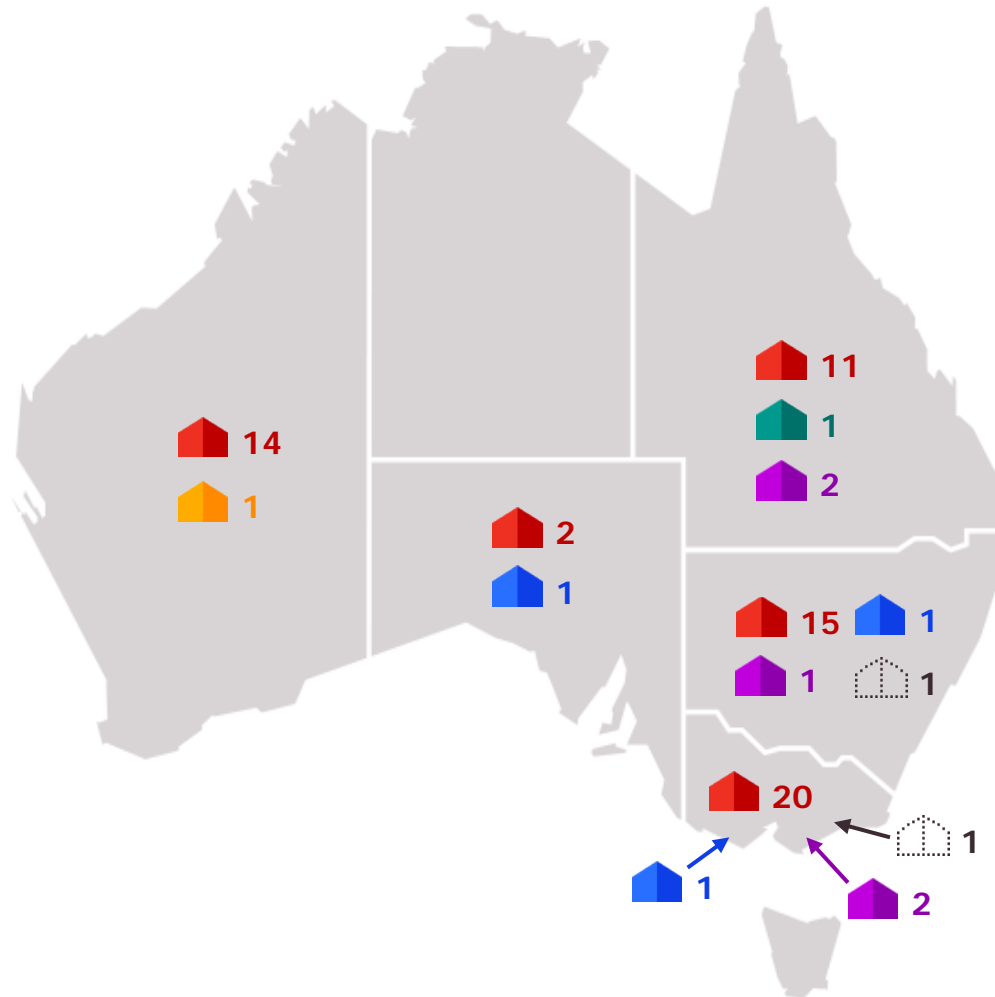


EBIT/revenue	10.3%	10.2%	10.4%	9.9%	11.2%	11.2%	11.3%	11.4%	11.8%	11.8%
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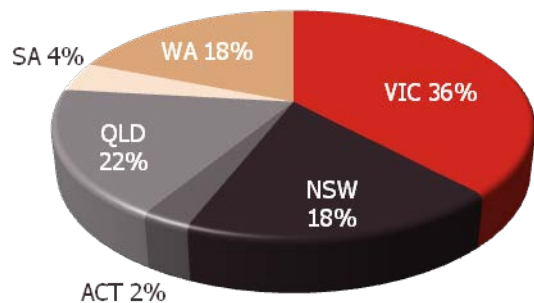
- > Trading revenue excludes property rental income and non-trade items
- > EBIT is earnings before interest and taxes

A: Portfolio – geographic spread¹

-  62 Bunnings Warehouses
-  5 Bunnings Warehouses and showrooms
-  2 Bunnings Warehouse development site
-  1 Bunnings distribution centre
-  1 Bulky goods showroom
-  3 Industrial properties



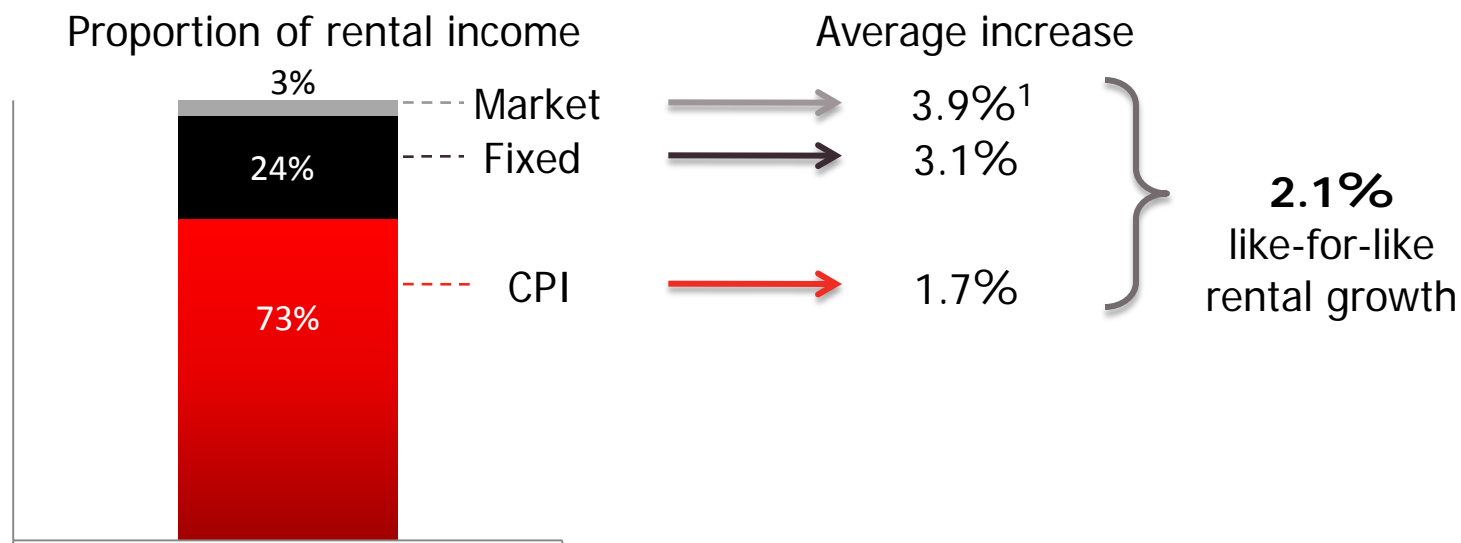
BWP rental income
(as at 30 June 2013)



A: Portfolio – rent reviews

- > Finalised eight market rent reviews during the year (refer to next page) resulting in a 7.2% average increase
- > Six Bunnings Warehouse market rent reviews for FY13 are still to be resolved:
 - Dandenong, Artarmon, Belrose, Cairns, Wollongong and Port Melbourne
- > 81 leases subject to annual fixed or CPI reviews during the year resulting in weighted average increase of 2.0% for the period
- > 2.1% like-for-like rental growth¹ for 12 months to 30 June 2013 (2012: 4.0%)
- > No leasing/re-leasing incentives paid during the year

A: Portfolio – FY13 rent reviews



Like-for-like rental growth²

	FY04	FY05	FY06	FY07	FY08	FY09	FY10	FY11	FY12	FY13
Rental growth	8.2%	4.1%	3.0%	4.4%	2.8%	7.1%	2.9%	3.4%	4.0%	2.1%
Incentives (\$000s) ³	-	-	-	-	48.3	11.4	-	-	-	-

1. Comprises five market rent reviews due during FY13 out of eight completed, excluding market rent reviews relating to the previous year and acquisitions
2. Like-for-like rental growth compares the passing rent at the end of the period to the passing rent at the end of the previous corresponding period, but excludes any properties acquired, developed or upgraded during or since the previous corresponding period
3. Incentives comprise rent free periods and capital contributions to tenants

A: Portfolio – market rent reviews completed

Property location	Tenant	Passing rent (\$000)	Reviewed rent ¹ (\$000)	Uplift (\$000)	Uplift (%)	Effective date
Geraldton, WA ²	Bunnings	924	1,219	295	+31.9	10 Dec 11
Oakleigh South, VIC ²	Bunnings	1,807	1,807	-	-	8 Mar 12
Blackburn, VIC ³	Pacific Laboratory Products	71	78	7	+10.0	1 Oct 12
Browns Plains, QLD ⁴	Spotlight	417	438	21	+5.0	9 Oct 12
Hervey Bay, QLD	Bunnings	1,131	1,165	34	+3.0	23 Dec 12
Fyshwick, ACT	Bunnings	1,147	1,166	19	+1.6	24 Dec 12
Gladstone, QLD ^{4,5}	Eureka Street Furniture	142	163	21	+14.6	1 Mar 13
Browns Plains, QLD ⁴	The Good Guys	426	469	43	+10.1	14 Apr 13
Weighted average					+7.2	

1. Geraldton and Oakleigh South rent reviews were determined by independent valuers; Blackburn, Browns Plains, Hervey Bay and Fyshwick were negotiated between the Trust and the tenant
2. Geraldton and Oakleigh South rent reviews were due during the year ended 30 June 2012, but the outcome of the determination process was only completed during the half-year ended 31 December 2012
3. Multi-tenanted industrial property
4. Multi-tenanted bulky goods property
5. Completed by the previous owner of the property, effective from 1 March 2013

A: Portfolio – rent reviews and revaluations

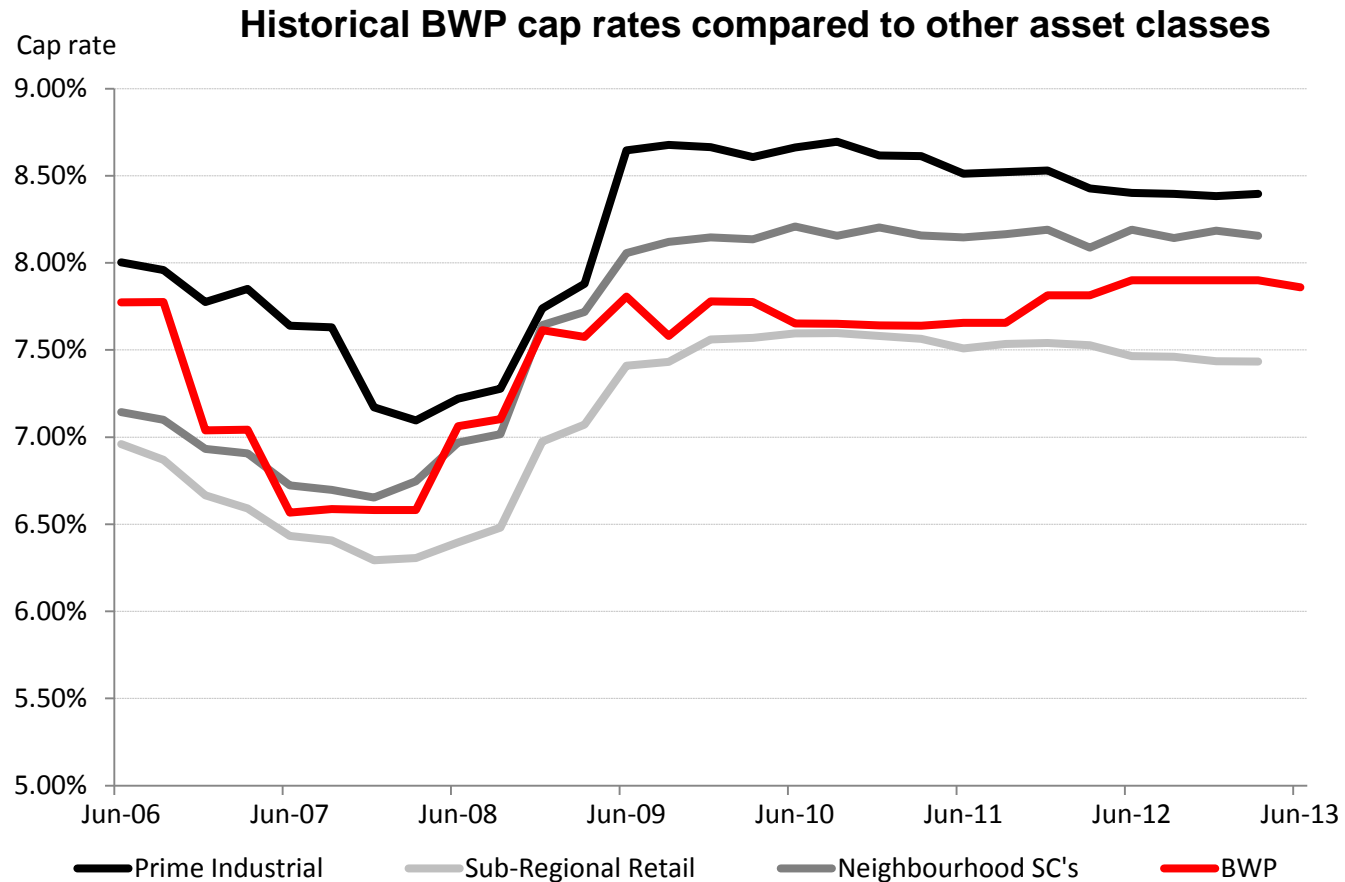
> Future market rent reviews and revaluations for Bunnings Warehouses

	FY14	FY15	FY16	FY17	FY18
Bunnings Warehouse market reviews	19	10	7	8	7
% of total ¹	24%	16%	10%	11%	9%
Independent revaluations	24	27	18	23	26
% of total ²	38%	42%	26%	36%	40%

A: Portfolio – revaluations

- > June 2013 weighted average capitalisation rate: 7.86%
 - December 2012: 7.91% and June 2012: 7.91%
 - full-year net revaluation gain of \$34.8 million
 - for valuation process and June 2013 valuation summary by State/Territory see slide 34
- > 11 independent valuations in June 2013 (13% of BWP portfolio)
 - average cap rate 7.78%
 - average cap rate 7.73% for the nine Bunnings Warehouses independently valued
- > 63 internal valuations in June 2013
 - average cap rate 7.87%

A: Portfolio – revaluations



A: Valuations

> Process

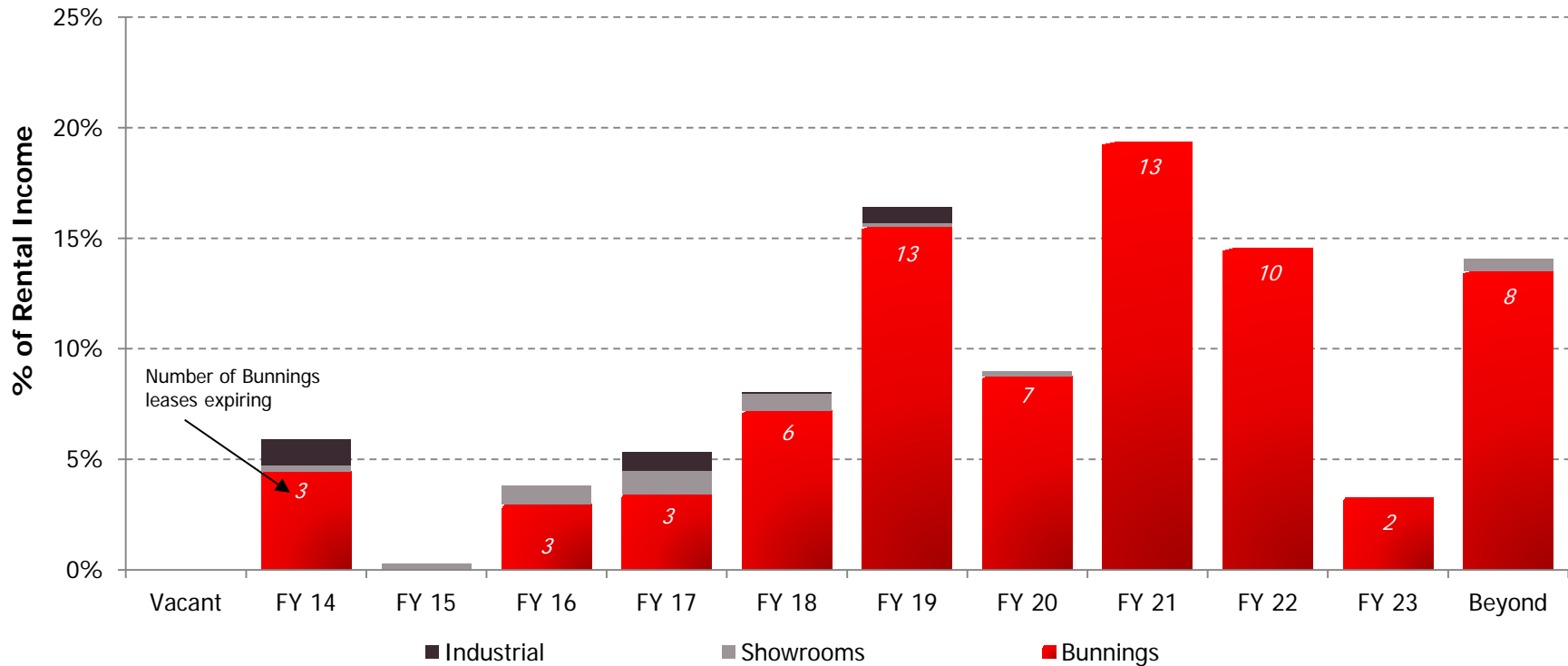
- entire portfolio revalued every six months
- independent valuations on a three year cycle for each property
- balance of portfolio – directors' valuation using recognised valuation methodology
- directors' valuations methodology reviewed by an independent valuer and have regard to market evidence and the independent valuations completed at the time

> Valuations at 30 June 2013 by State/Territory

	No. of properties	Rental (\$m/annum)	Cap rate	Value (\$m)
VIC	23	38.7	7.73%	502.8
NSW/ACT	17	22.7	7.99%	289.3
QLD	14	23.7	8.17%	263.2
WA	15	19.9	7.66%	263.1
SA	3	4.1	7.70%	49.6
Total / weighted average	72	109.1	7.86%	1,368.0

Excluding development sites at Maribyrnong (\$7.6m) and Wallsend (\$3.0m) and subject to rounding

A: Portfolio – lease expiry profile¹



- > All leases expiring in the next 5 years represent 23.3% of portfolio rental income
- > 15 Bunnings leases expiring in the next 5 years represent 18.1% of portfolio rental income (refer to next slide)

1. As at 30 June 2013 (not adjusted for the impact of the Acquisitions and Upgrades)

A: Portfolio – Bunnings lease expiries

15 Bunnings leases expiring in the next 5 years

Property	Lease expiry	Annual rent (\$000)	Comments
Sandown	Apr 2014	1,107	Considering re-leasing or sale
Hemmant (distribution centre)	Apr 2014	2,226	Re-leasing campaign underway
Browns Plains	May 2014	1,521	Ongoing discussions with Bunnings. Well located site
Morley	Jul 2015	1,222	Too early for consideration
Mt Gravatt	Dec 2015	1,096	Too early for consideration
Belmont North	Mar 2016	914	Too early for consideration
Coffs Harbour	Nov 2016	837	Asset likely to be sold if Bunnings vacates
Gladstone	Feb 2017	1,069	Too early for consideration
Oakleigh South	Mar 2017	1,847	Too early for consideration
Dandenong	Nov 2017	1,347	Too early for consideration
Fyshwick	Dec 2017	1,166	Too early for consideration
Hervey Bay	Dec 2017	1,165	Too early for consideration
Cairns	Feb 2018	1,265	Too early for consideration
Wollongong	Feb 2018	1,360	Too early for consideration
Villawood	May 2018	1,545	Too early for consideration

A: Lease expiry profile data table¹

Year	Year End	Total Lease Expiries	Total Rental Income (\$)	Rental Income (% of Total)	Bunnings (%)	Industrial (%)	Showrooms (%)
	Vacant	0	0	0.0%	0.0%	0.0%	0.0%
1	30-Jun-14	6	6,418,368	5.9%	4.5%	1.2%	0.3%
2	30-Jun-15	2	306,759	0.3%	0.0%	0.0%	0.3%
3	30-Jun-16	9	4,166,859	3.8%	3.0%	0.0%	0.9%
4	30-Jun-17	9	5,791,061	5.3%	3.4%	0.8%	1.0%
5	30-Jun-18	9	8,749,007	8.0%	7.2%	0.1%	0.8%
6	30-Jun-19	16	17,899,214	16.4%	15.5%	0.7%	0.1%
7	30-Jun-20	8	9,808,748	9.0%	8.8%	0.0%	0.2%
8	30-Jun-21	13	21,121,384	19.4%	19.4%	0.0%	0.0%
9	30-Jun-22	10	15,882,576	14.6%	14.6%	0.0%	0.0%
10	30-Jun-23	2	3,574,037	3.3%	3.3%	0.0%	0.0%
	Beyond	10	15,330,394	14.1%	13.5%	0.0%	0.6%
	Total	94	109,048,406	100%	93.1%	2.8%	4.1%

A: Typical lease structure

- > Typical Bunnings Warehouse lease in BWP portfolio features:
 - Minimum 10 year initial term (plus 5-year tenant options)
 - 5-yearly market rent reviews (majority uncapped)
 - annual CPI or 3% escalation
 - Wesfarmers covenant (A- (stable) credit rating)
- > Typical Bunnings Warehouse market rent review clause
 - assumes free and open market with vacant possession
 - has regard to the rent paid by Bunnings at other Bunnings Warehouses
 - has regard to the rental value of other properties of a similar size and similar standard of construction and used for similar purposes
 - no regard to store turnover (i.e. no turnover or percentage rent)
- > Market rent review process
 - Trust's asking rent based on advice from an independent valuer
 - negotiation period with Bunnings
 - if not agreed with Bunnings then referred to determination
 - determination by independent valuer jointly agreed or nominated by the President of the Australian Property Institute
 - results binding

A: Portfolio – acquisition: Home Gladstone

Gladstone, Queensland (acquired September 2012)	
Purchase price	\$27.0m + \$1.6m acquisition costs
Net annual rent income ¹	\$2.38m
Initial yield on net income ¹	8.84%
Current net annual rent income ²	\$2.47m
Land area / retail trading area	5.5ha / 21,511m ²
Tenants	Bunnings, Harvey Norman + 6 others
Car bays	527 (2.46 car bays per 100m ² of lettable area)
Rent reviews	Annual CPI (c.80% of rental income) or fixed 3% and 4% Market reviews on exercise of options
W/average lease expiry ²	3.6 years
Occupancy ²	100%
Moving Annual Turnover ^{2,3}	+1.3%

A: Capital management – financial strength

- > Financial strength supported by:
 - A- (stable) credit rating from Standard & Poor's
 - conservatively geared balance sheet
 - strong lease covenant in Bunnings/Wesfarmers
 - solid rental base with growth from annual CPI and fixed rent reviews
 - low level of maintenance/stay in business capex
- > Maintaining 100% pay-out ratio of distributable profit

A: Capital management – debt facilities

- > Net borrowing costs¹ for the year of \$21.6 million (up 7.7% on the previous year):
 - average borrowings: \$295.4 million (2012: \$250.6 million)
 - average utilisation: 68.7% (2012: 66.7%)
 - 7.3% weighted average cost of debt after hedging (2012: 8.0%)
- > Interest cover: 4.6x at 30 June 2013 (2012: 4.5x)
- > 3.8 years average duration as at 31 July 2013

As at 31 July 2013	Limit (\$m)	Drawn (\$m)	Expiry
WBC	180	175	31 December 2017
ANZ	150	53	23 January 2017
CBA	100	64	31 July 2016
Total/weighted average	430	292	3.8 years

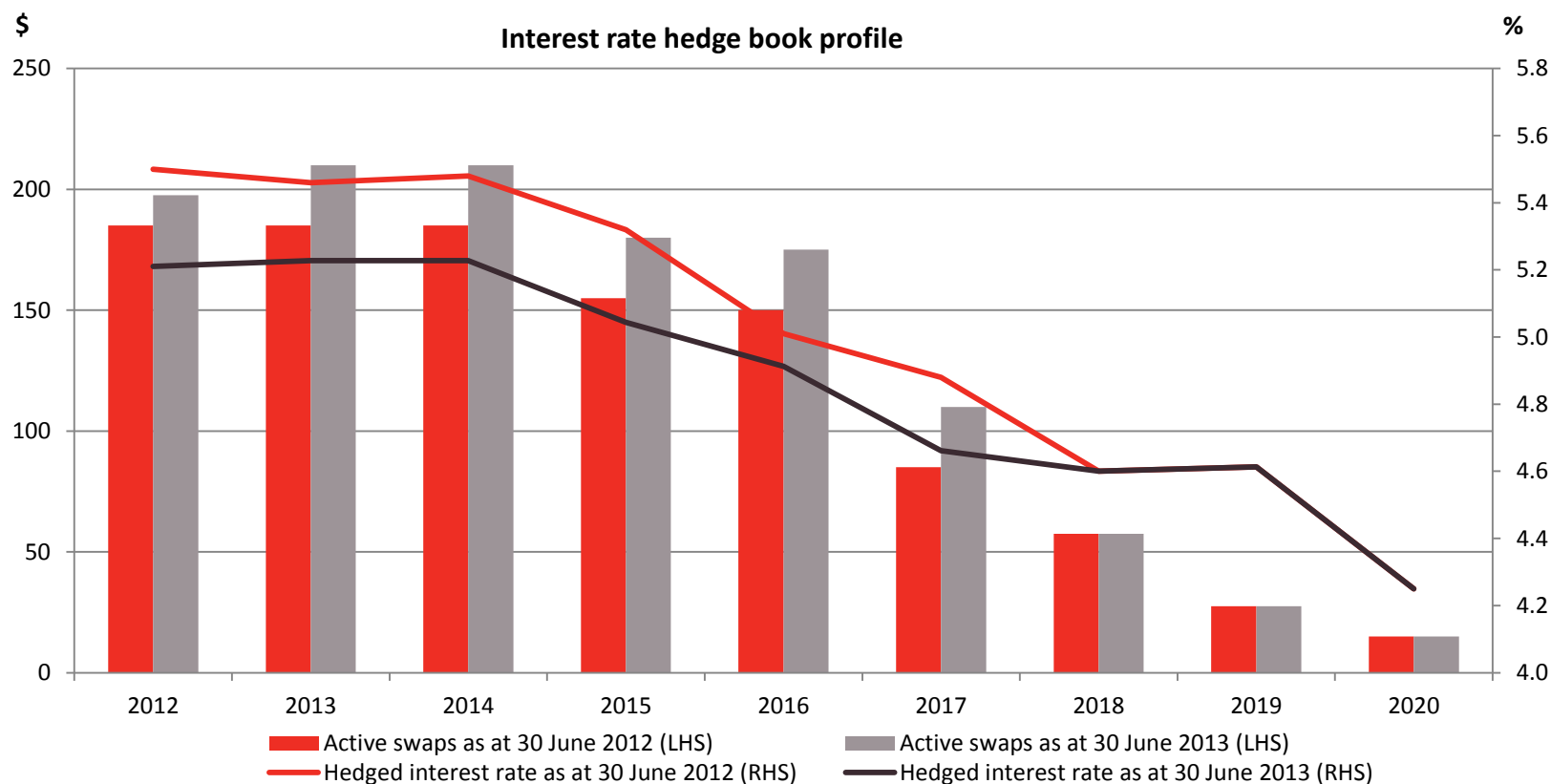
1. Net borrowing costs = finance costs less finance income

A: Capital management – interest rate hedging

- > \$210.0 million hedged (71%) at 4.99% weighted average including delayed starts
- > 3.43 years weighted average maturity, including delayed starts (2012: 4.05 years)

Hedge book profile by half-year ending:	Jun 13	Dec 13	Jun 14	Dec 14	Jun 15	Dec 15	Jun 16
Active swaps (\$m)	210	210	210	210	180	180	175
Swap rates (%)							
Maximum	5.77	5.77	5.77	5.77	5.70	5.70	5.70
Minimum	3.10	3.10	3.10	3.10	3.10	3.10	3.10
Weighted average ¹	5.23	5.23	5.23	5.23	5.04	5.04	4.91

A: Capital management – interest rate hedging



- > Restructuring hedge book not considered to deliver sustained benefits
- > Have taken advantage of low forward yields to enter into \$25 million of delayed-start swaps in the 12 months to 30 June 2013

A: Governance – structure

Responsible Entity: BWP Management Limited

Subsidiary of Wesfarmers Limited, but majority external directors

- > **John Austin:** Chairman, non-executive external director
- > **Bryce Denison:** Non-executive external director
- > **Fiona Harris:** Non-executive external director (appointed 1 Oct 2012)
- > **Rick Higgins:** Non-executive external director
- > **Tony Howarth:** Non-executive director (appointed 1 Oct 2012)
- > **Peter Mansell:** Non-executive external director

Management fee

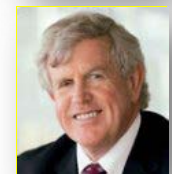
- > Simple structure based on gross assets (0.585% of gross assets)

Major Tenant: Bunnings Group Limited

- > subsidiary of Wesfarmers Limited

Register

- > Wesfarmers \approx 24%
- > Institutional \approx 37%
- > Retail investors \approx 39%



B: Acquisitions

State	Property	Status	Approx. land area (ha)	Gross lettable area ¹ (sqm)	Net rent (\$000)	Initial yield (%)	Purchase price ² (\$000)	Estimated date of settlement/ completion
NSW	Rydalmere ³	Development	4.8	13,434	2,810	7.25	38,760	Mar 14
NSW	Hoxton Park	Operational	3.7	26,753	3,436	8.25	40,750	Nov 13
QLD	Arundel	Operational	3.7	12,702	2,120	7.25	26,470 ⁴	Sep 13
QLD	Bethania	Operational	3.3	10,807	1,724	7.50	21,720 ⁴	Sep 13
QLD	Manly West	Development	2.1	11,129	2,050	7.00	28,100 ⁴	May 14
QLD	North Lakes	Development	4.1	16,083	2,420	7.00	32,370 ⁴	Nov 13
QLD	Townsville North	Development	3.4	10,176	1,545	7.50	19,860 ⁴	Dec 13
QLD	West Ipswich	Development	2.3	11,461	2,275	7.25	30,170 ⁴	May 14
VIC	Springvale ⁵	Development	3.2	11,327	1,850	7.00	26,430	Dec 13
VIC	Sunbury	Development	3.4	11,393	1,661	7.00	23,730	Jun 14
WA	Ellenbrook	Development	3.2	11,272	1,715	7.25	23,660	Dec 13
Total / average			3.4	13,321	23,606	7.35⁶	312,020	



1. Gross lettable area is the fully enclosed covered area of the Bunnings Warehouse
2. For development properties, the total price on completion of development
3. Rydalmere acquisition is subject to subdivision approval of vacant surplus land to be retained by Bunnings. In the unlikely event that subdivision approval is not obtained the acquisition of the property will not proceed
4. Purchase price is based on commencing rent less non-recoverable land tax
5. Springvale acquisition is subject to BWPM being satisfied with the results of its due diligence
6. Weighted average by purchase price

B: Upgrades

State	Property	Surplus land (\$000)	Development cost ¹ (\$000)	Rent (\$000)		BWP Fair Value (\$000)		Estimated completion date
				Current ²	On completion ³	Current ²	On completion ³	
NSW	Minchinbury	4,257 ⁴	8,576	1,676	2,682	26,557 ⁵	35,800	Jul 14
QLD	Rocklea	1,000 ⁶	4,272	1,548	1,977	17,500	23,500	Oct 13
WA	Rockingham	-	6,000	1,548	2,048	20,600	27,300	Mar 14
Total		5,257	18,848⁷	4,772	6,707	64,657	86,600	

1. Includes construction cost, consultants' fees and statutory contributions
2. As at 30 June 2013
3. As at estimated completion date
4. 0.5 hectare site acquired in March 2011 by the Trust for \$4.3m (including acquisition costs) to allow for future expansion
5. Comprising \$22.3m for the Bunnings Warehouse plus the total capital outlay for the adjoining land
6. 0.1 hectare site to be acquired from Bunnings for \$1.0m on completion of the development
7. Total additional development spend is \$19.9m, comprising the \$18.9m development cost and \$1.0m for the acquisition of a parcel of land adjoining the existing Bunnings Warehouse at Rocklea

B: Overview of properties

Bunnings Warehouse – Rydalmere, New South Wales



Artist's impression of proposed development

Status:	Partly constructed Bunnings Warehouse development expected to be completed in March 2014
Brief description:	A proposed high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	13,434m ² (fully enclosed covered area) 3,100m ² (nursery)
Car parking bays:	456 at grade
Land area:	48,460m ²
Town planning zoning:	General Industrial
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$38.76m on completion of the development
Proposed purchase price:	\$38.76m, comprising \$25.82m on settlement and \$12.94m on completion of the development
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$2,810,000 on the completion of the development
Capitalisation rate:	7.25% per annum on the completion of the development

Bunnings Warehouse – Arundel, Queensland



Completed asset

Status:	Operating Bunnings Warehouse completed in June 2013
Brief description:	A high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	12,702m ² (fully enclosed covered area) 2,959m ² (nursery)
Car parking bays:	475 at grade
Land area:	36,760m ²
Town planning zoning:	Industry 1
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$26.47m
Proposed purchase price:	\$26.47m
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$2,120,000
Capitalisation rate:	7.25% per annum (assumes annual rental of \$1,919,000 after deducting estimated land tax)

B: Overview of properties

Bunnings Warehouse – Bethania, Queensland



Artist's impression of proposed development

Status:	Operating Bunnings Warehouse expected to be completed in August 2013
Brief description:	A high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	10,807m ² (fully enclosed covered area) 2,432m ² (nursery)
Car parking bays:	355 at grade
Land area:	32,390m ²
Town planning zoning:	GC Industry 2
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$21.72m
Proposed purchase price:	\$21.72m
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$1,724,000
Capitalisation rate:	7.50% per annum (assumes annual rental of \$1,629,000 after deducting estimated land tax)

Bunnings Warehouse – Manly West, Queensland



Artist's impression of proposed development

Status:	Partly constructed Bunnings Warehouse development expected to be completed in May 2014
Brief description:	A proposed high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	11,129m ² (fully enclosed covered area) 1,741m ² (nursery)
Car parking bays:	384 undercroft
Land area:	21,028m ²
Town planning zoning:	Emerging Community Area
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$28.10m on completion of the development
Proposed purchase price:	\$28.10m, comprising \$6.80m on settlement and \$21.30m on completion of the development
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$2,050,000 on completion of the development
Capitalisation rate:	7.00% per annum on completion of the development (assumes annual rental of \$1,967,000 after deducting estimated land tax)

B: Overview of properties

Bunnings Warehouse – North Lakes, Queensland



Artist's impression of proposed development

Status:	Partly constructed Bunnings Warehouse development expected to be completed in November 2013
Brief description:	A proposed high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	16,083m ² (fully enclosed covered area) 2,998m ² (nursery)
Car parking bays:	486 at grade
Land area:	41,270m ²
Town planning zoning:	Mixed Industry & Business 'A' Sector One
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$32.37m on completion of the development
Proposed purchase price:	\$32.37m, comprising \$19.15m on settlement and \$13.22m on completion of the development
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$2,420,000 on completion of the development
Capitalisation rate:	7.00% per annum on completion of the development (assumes annual rental of \$2,266,000 after deducting estimated land tax)

Bunnings Warehouse – Townsville North, Queensland



Artist's impression of proposed development

Status:	Partly constructed Bunnings Warehouse development expected to be completed in December 2013
Brief description:	A proposed high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	10,176m ² (fully enclosed covered area) 2,974m ² (nursery) 1,051m ² (canopy covered yard area)
Car parking bays:	279 at grade
Land area:	33,970m ²
Town planning zoning:	Rural 400 & Traditional Residential
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$19.86m on completion of the development
Proposed purchase price:	\$19.86m, comprising \$8.54m on settlement and \$11.32m on completion of the development
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$1,545,000 on completion of the development
Capitalisation rate:	7.50% per annum on completion of the development (assumes annual rental of \$1,489,500 after deducting estimated land tax)

B: Overview of properties

Bunnings Warehouse – West Ipswich, Queensland



Artist's impression of proposed development

Status:	Partly constructed Bunnings Warehouse development expected to be completed in May 2014
Brief description:	A proposed high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	11,461m ² (fully enclosed covered area) 2,392m ² (nursery) 1,124m ² (canopy covered yard area)
Car parking bays:	388 undercroft
Land area:	22,460m ²
Town planning zoning:	Central Business District Residential High Density zoning:
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$30.17m on completion of the development
Proposed purchase price:	\$30.17m, comprising \$12.30m on settlement and \$17.87m on completion of the development
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$2,275,000 on completion of the development
Capitalisation rate:	7.25% per annum on completion of the development (assumes annual rental of \$2,187,500 after deducting estimated land tax)

Bunnings Warehouse – Springvale, Victoria



Artist's impression of proposed development

Status:	Partly constructed Bunnings Warehouse development expected to be completed in December 2013
Brief description:	A proposed high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	11,327m ² (fully enclosed covered area) 2,167m ² (nursery)
Car parking bays:	358 at grade
Land area:	31,737m ²
Town planning zoning:	Industrial 1 Zone
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$26.43m on completion of the development
Proposed purchase price:	\$26.43m, comprising \$17.65m on settlement and \$8.78m on completion of the development
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$1,850,000 on completion of the development
Capitalisation rate:	7.00% per annum on completion of the development

B: Overview of properties

Bunnings Warehouse – Sunbury, Victoria



Artist's impression of proposed development

Status:	Vacant site for proposed Bunnings Warehouse development expected to be completed in June 2014
Brief description:	A proposed high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	11,393m ² (fully enclosed covered area) 2,454m ² (nursery) 1,510m ² (canopy covered yard area)
Car parking bays:	333 at grade
Land area:	33,827m ²
Town planning zoning:	Industrial 3 Zone
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$23.73m on completion of the development
Proposed purchase price:	\$23.73m, comprising \$6.14m on settlement and \$17.59m on completion of the development
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$1,661,000 on completion of the development
Capitalisation rate:	7.00% per annum on completion of the development

Bunnings Warehouse – Ellenbrook, Western Australia



Artist's impression of proposed development

Status:	Partly constructed Bunnings Warehouse development expected to be completed in December 2013
Brief description:	A proposed high clearance warehouse trading as a bulky goods retail outlet with associated car parking
Tenant:	Bunnings
Gross lettable area (estimated):	11,272m ² (fully enclosed covered area) 3,057m ² (nursery) 1,075m ² (canopy covered yard area)
Car parking bays:	393 at grade
Land area:	31,865m ²
Town planning zoning:	Special Use Zone 4 – City of Swan Commercial Enterprise – Ellenbrook Town Centre Development Plan
Interest valued:	Freehold, subject to agreed lease
Valuation:	\$23.66m on completion of the development
Proposed purchase price:	\$23.66m, comprising \$10.97m for the land and \$12.69m for the development cost
Estimated settlement:	September 2013
Lease term:	12 years + 5x6 year options
Commencing annual rental:	\$1,715,000 on completion of the development
Capitalisation rate:	7.25% per annum on completion of the development

B: Overview of properties

Hoxton Park Central – Prestons, NSW



Boundaries shown are approximate

Status:	Operating Bunnings Warehouse anchored bulky goods centre completed in 2008
Brief description:	Bunnings Warehouse anchored bulky goods centre
Tenant:	Bunnings, Officeworks and Kennards Self Storage
Gross lettable area (estimated):	26,753
Car parking bays:	399
Land area:	36,975m ²
Town planning zoning:	B6 Enterprise Corridor
Interest valued:	Freehold
Valuation:	\$40.75m
Proposed purchase price:	\$40.75m
Estimated settlement:	November 2013
Lease term:	Various; WALE 7.4 years (as at 30 June 2013)
Net annual rental:	\$3,436,000
Capitalisation rate:	8.25% per annum

C: Pro-forma financial information

\$m	Actual – 30 June 2013	Acquisition, Upgrades and Entitlement Offer adjustments ¹	Pro-forma ²
Investment properties	1,374	346	1,721
Total assets	1,398		1,741
Borrowings	296	145	474
Total liabilities	361		501
Net assets	1,037		1,240
Unitholders' equity	1,037	198	1,240
Gearing (%)	21.2%		27.2%
Units on issue (m)	538	87	627
NTA per unit (\$)	1.93		1.98

1. For comparative purposes, the pro-forma financial position assumes that the entire Transaction and Entitlement Offer, as well as the acquisition of Hoxton Park Central settles on 30 June 2013, including properties with deferred settlement and developments.
2. The pro-forma financial position also adjusts for payment of the accrued distribution (approximately \$33m) and the issue of units under the Trust's distribution reinvestment plan (approximately 2.4m units). Payment of the distribution and issuance of the units are expected to occur on 28 August 2013

D: Important holding information

> Ineligible unitholders

- Some unitholders resident outside Australia and New Zealand are not eligible to participate in the non-renounceable entitlement offer due to securities law restrictions on the offer of BWP units in certain jurisdictions (**Ineligible Unitholders**)
- BWP will appoint a nominee for Ineligible Unitholders. BWP will issue the nominee with Entitlements to subscribe for the BWP units that would have been available for subscription by Ineligible Unitholders had they been eligible to participate in the Offer
 - Entitlements will be offered for sale by the nominee
 - The nominee will distribute any proceeds of sale (net of expenses) proportionately to the Ineligible Unitholders
- The final number of Ineligible Unitholders and the number of Entitlements to be offered for sale by the nominee will be determined on the basis of BWP's register on the Record Date of the Offer (7.00 pm (AEST) on Tuesday, 13 August 2013)

> Stock lending and other transactions

- Eligible Unitholders will be entitled to apply under the Entitlement Offer for a certain number of new units held as at 7.00 pm (AEST) on Tuesday, 13 August 2013 (the **Record Date**). Notwithstanding the Record Date for the entitlement offer, BWP has been granted a waiver by ASX so that, in determining entitlements for the entitlement offer, BWP may ignore changes in unitholdings that occur after the announcement of the trading halt in units for the entitlement offer (other than registrations of transactions that were effected through ITS before that announcement)
- Accordingly, a person who is a registered unitholder of BWP at 7.00pm (AEST) on the Record Date for the entitlement offer as a result of a dealing after the announcement of the trading halt in units for the entitlement offer (other than the registration of a transaction effected through ITS before that announcement) may not be entitled to receive an entitlement under the entitlement offer
- In the event that a unitholder has existing units out on loan at the Record Date, the borrower (as registered holder) will be regarded as the unitholder for the purposes of determining the entitlement (provided that those borrowed units have not been on-sold)

E: Foreign jurisdictions

European Economic Area (Germany)

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), no New Units have been offered or will be offered pursuant to the Entitlement Offer to the public in that Relevant Member State prior to the publication of a prospectus in relation to the New Units which has been approved by the competent authority in that Relevant Member State, or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that offers of New Units to the public may be made at any time under the following exemptions under the Prospectus Directive, if they are implemented in that Relevant Member State:

>to any legal entity which is a qualified investor as defined in the Prospectus Directive;

>to fewer than 100, or, if the Relevant Member State has implemented the relevant provision of Directive 2010/73/EU (the "2010 PD Amending Directive"), 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such Relevant Member State; or

>in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of New Units shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the Prospectus Directive or any measure implementing the Prospectus Directive in a Relevant Member State and each person who initially acquires any New Units or to whom any offer is made under the Entitlement Offer will be deemed to have represented, acknowledged and agreed that it is a "qualified investor" within the meaning of Article 2(1)(e) of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any offer of New Units in any Relevant Member State means a communication in any form and by any means presenting sufficient information on the terms of the offer and any New Units to be offered so as to enable an investor to decide to purchase or subscribe for the New Units, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (and the amendments thereto, including 2010 PD Amending Directive, to the extent implemented in the Relevant Member State and includes any relevant implementing measure in each Relevant Member State.

The distribution of this document and any other documents in connection with the Entitlement Offer in other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions.

Hong Kong

WARNING: This document has not been, and will not be, authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorize this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Units have not been and will not be offered or sold in Hong Kong by means of any document, other than to "professional investors" (as defined in the SFO). No advertisement, invitation or document relating to the New Units has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Units which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made under that ordinance.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Units may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation).

E: Foreign jurisdictions

Singapore

This document and any other materials relating to the New Units have not been, and will not be, lodged or registered as a prospectus or information memorandum with the Monetary Authority of Singapore. This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the New Units may not be circulated or distributed, nor may the New Units be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the Securities and Futures Act, Chapter 289 (the "SFA")), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an "institutional investor". In the event that you are not an institutional investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Units being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

Switzerland

The New Units may not be distributed in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Units may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the New Units have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Units will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA), and the offer of New Units has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ("CISA"). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of New Units.

This document is personal to the recipient only and not for general circulation in Switzerland.

United Arab Emirates (outside the DIFC)

In the United Arab Emirates, this document is intended only for investors who satisfy Article 2(4) and (5) of Board Resolution No.37 of 2012 of the Securities and Commodities Authority of the United Arab Emirates, as amended by Board of Directors Decision No. 13 of 2013, being:

- > the financial portfolios of Federal or local governmental entities in the United Arab Emirates;
- > companies, corporations or entities whose primary purpose or one of its purposes is to invest in financial securities, but not the clients of such entities; and
- > investment managers, provided that the investment manager and not any other party, has the authority to take and execute investment decisions.

This document must not be delivered to, or relied upon by an investor (other than specified above) who is not able to make the minimum subscription.

Neither the Trust nor the promotion of the New Units in the UAE have been authorised by the SCA for the purposes of marketing, promoting and selling the New Units in the UAE. This document has not been provided to the SCA.

This document is for information purposes only and nothing contained in it is intended to constitute investment, financial, legal, tax, accounting or other professional advice nor is it intended to invite, endorse or recommend a particular course of action. Prospective investors should consult with an appropriate professional for specific advice rendered on the basis of their situation.

United Kingdom

In the United Kingdom this communication is directed only at qualified investors (as defined in the Prospectus Directive) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; or (ii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005. Any investment or investment activity to which this communication relates is only available to and will only be engaged in with such persons and persons within the United Kingdom who receive this communication (other than persons falling within (i) and (ii) above) should not rely on or act upon this communication.

F: Key investment risks

This section discusses some of the key risks associated with an investment in BWP Trust ("BWP" or "the Trust"). Additional risks that BWPM is not aware of, or that it currently considers to be immaterial, could also have a potential negative impact on BWP in the future. If any of the risks or a combination of them occur, the value of your investment in BWP or your income from that investment may decline or be lower than expected. Before investing in BWP, you should consider whether this investment is suitable for you. Potential investors should consider publicly available information on BWP (such as that available on the websites of BWP and the ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

Funding

>The real estate investment industry tends to be highly capital intensive. The ability of the BWP to raise funds on favourable terms for future refinancing and acquisitions depends on a number of factors including general economic, political, and capital and credit market conditions. The inability of the BWP to raise funds on favourable terms for future acquisitions and refinancing could adversely affect its ability to acquire new properties or refinance its debt.

Market price

>The market price of BWP units will fluctuate due to various factors including general movements in interest rates, the Australian and international general investment markets, economic conditions, global geopolitical events and hostilities, investor perceptions and other factors that may affect BWP's financial performance and position. The market price of BWP units could trade on the ASX at a price below their issue price.

Interest rates

>Adverse fluctuations in interest rates, to the extent that they are not hedged or forecast, may impact BWP's earnings and asset values due to any impact on property markets in which BWP operates.

Leverage

>The use of leverage may enhance returns and increase the number of assets that can be acquired, but it may also substantially increase the risk of loss. Use of leverage may adversely affect BWP if economic impacts such as rising interest rates, severe economic downturns or deterioration in the condition of the market occur. In the event an investment is unable to generate sufficient cash flow to meet the principal and interest payments on its indebtedness, the value of BWP's equity component could be significantly reduced or even eliminated.

Debt covenants

>BWP has various covenants in relation to its banking facilities, including interest cover and leverage ratio. Factors such as falls in asset values or rental income could lead to a breach in debt covenants. In such an event, BWP's lenders may require their loans to be repaid immediately, and may affect BWP's ability to renew or extend existing borrowing facilities.

Taxation implications

>You should be aware that future changes in Australian taxation law including changes in interpretation or application of the law by the courts or taxation authorities in Australia, may affect taxation treatment of an investment in BWP units, or the holding and disposal of those units.

Realisation of assets

>Property assets are by their nature illiquid investments. This may make it difficult to alter the balance of income sources for BWP in the short term in response to changes in economic or other conditions.

Employees

>BWPM as responsible entity of the Trust, is reliant on retaining and attracting quality senior executives and other employees. The loss of the services of any of BWPM's senior management or key personnel, or the inability to attract new qualified personnel, could adversely affect BWP's operations.

Customers

>Insolvency or financial distress of BWP's tenants may reduce the income received from its assets.

Counterparty/credit risk

>Third parties, such as tenants, developers and other counterparties to contracts may not be willing or able to perform their obligations to BWP.

>Over 93% of BWP's rental income is generated from its leases to a wholly owned subsidiary of Wesfarmers Limited, Bunnings Group Limited. The stability of the income and value of the assets are dependent on Bunnings Group Limited delivering on its contractual obligations.

F: Key investment risks

Insurance

>BWP purchases insurance, customarily carried by property owners, managers, developers and construction entities, that provides a degree of protection for its assets, liabilities and people. There are however certain risks that are uninsurable (e.g. nuclear, chemical or biological incidents) or risks where the insurance coverage is reduced (e.g. cyclone or earthquakes). Further, insurance markets may be detrimentally affected by the current global downturn such that insurance becomes more expensive or the financial ability of insurance companies to respond to claims is diminished.

Property market risks

>BWP will be subject to the prevailing property market conditions in sectors in which it operates. Adverse changes in market sentiment or market conditions may impact BWP's ability to acquire, manage or develop assets, as well as the value of BWP's properties. These impacts could lead to a reduction in earnings or the carrying value of assets.

Change in value and income of properties

>Returns from investment in properties largely depend on the rental income generated from the property and the expenses incurred in its operation, including the management and maintenance of the property as well as the changes in the market value of the property. Rental income and/or the market value of properties may be adversely affected by a number of factors, including:

- a) the overall conditions in the national and local economy;
- b) local real estate conditions;
- c) the perception of prospective customers regarding attractiveness and convenience of properties and the intensity of competition with other participants in the real estate industry;
- d) the outcome of market rent reviews;
- e) the convenience and quality of properties;
- f) unforeseen capital expenditure;
- g) supply of developable land, new properties and other investment properties; and
- h) investor demand/liquidity in investments.

Acquisitions

>BWPM's future strategy may involve the acquisition of properties to add to the Trust's property portfolio. Whilst it is BWPM's policy to conduct a thorough due diligence process in relation to any such acquisition, risks remain that are inherent in such acquisitions.

Regulatory issues and changes in law

>BWP is subject to the usual business risk such that there may be changes in laws that reduce income or increase costs.

Change in capitalisation rates

>The capitalisation rates considered appropriate by independent valuers may change in response to market conditions.

Litigation and disputes

>Legal and other disputes (including industrial disputes) may arise from time to time in the ordinary course of operations. Any such dispute may impact earnings or affect the value of BWP's assets.

Competition

>Competition may lead to an oversupply through overdevelopment or to prices for existing properties or services being inflated via competing bids by prospective purchasers.

Fixed nature of significant costs

>Significant expenditures associated with each investment, such as funding costs, maintenance costs, employee costs and taxes are generally not reduced when circumstances cause a reduction in income from investment. The value of an asset owned by BWP may be adversely affected if the income from the asset declines and other related expenses remain unchanged.

Occupational Health & Safety (OH&S)

>If BWP fails to comply with necessary OH&S legislative requirements across the jurisdictions in which BWP operates, it could result in fines, penalties and compensation for damages as well as reputational damage to BWP.

F: Key investment risks

Forward looking statements

>There can be no guarantee that the assumptions and contingencies on which the forward looking statements, opinions and estimates (including projections, guidance on future earnings and distribution estimates) are based will ultimately prove to be valid or accurate. The forward looking statements, opinions and estimates depend on various factors, many of which are outside the control of BWPM.

Environment

>BWPM's properties are subject to various environmental laws and regulations, including liability for remediation of contamination. There can be no guarantee that all contamination has been identified or that changes in legislation will not affect permitted use or the requirement for remediation in the future.

While not an exhaustive list, the following are potential risks associated with the Acquisitions and Upgrades.

Unanticipated expenditure

>Returns may be reduced as a result of unanticipated expenditure on the upkeep of the properties being acquired through the Acquisitions. Under the Warehouse Properties' leases the tenant is responsible for maintaining the properties with BWP responsible for any expenditure for repairs of a structural nature and for maintaining and replacing plant and equipment serving the properties, other than mechanical ventilation and high-bay lighting, which are owned and maintained by Bunnings Group Limited. Structural repairs may be required as a result of:

- a) Fair wear and tear;
- b) Accidental damage; and
- c) Defects in design, materials or workmanship when the properties were constructed.

Funding costs and leverage

>Returns may be reduced as a result of future funding costs being higher than anticipated. This risk relates to the costs of debt funding, which will be used to fund approximately 43% of the costs of the Acquisitions and Upgrades. A number of external factors can affect interest rates and the fees and margins lenders charge. The risks associated with the fluctuations in borrowing costs are managed as part of broader capital management practices of BWPM, including interest rate hedging and treasury management.

>The purchase price and all other costs of the Acquisitions and Upgrades will be part funded by existing debt facilities and part funded by additional debt funding. There is a risk that BWP may not be able to refinance some or all of its existing debt at maturity or that it may not be able to obtain additional debt on favourable terms. The terms on which the existing debt is refinanced may also be less favourable than at present.

Market factors or property specific issues

>The capital values of the properties being acquired and upgrades may be adversely affected by market factors or property specific issues. Market factors affecting property values are a broader industry risk and managed in the context of BWPM's longer-term strategies. Identifying property specific issues will be assisted by the due diligence process undertaken prior to acquisition. Other factors that may affect the future value of individual properties include changes in the local environment, such as changes to town planning or other local or State regulation, and changes in the physical, social or economic environment.

Rental income

>The properties being acquired and upgraded may not achieve anticipated rental income. This may occur for a number of reasons, including:

- a) A tenant does not meet its obligations to pay rent as and when it becomes due.
- b) The rent does not grow over time as expected.
- c) The non-recoverable ongoing costs of the property increase above expectations.
- d) The tenant does not exercise its options to extend the lease.

Completion of Acquisitions

>Completion of the sales and purchases of the properties the subject of the Acquisitions are subject to a number of conditions, including for example subdivision approval (in the case of the Rydalmer and Hoxton Park Central properties) and BWPM being satisfied with the results of its due diligence (in the case of the Springvale property). There can be no guarantee that all conditions will be satisfied, and if the conditions are not satisfied the relevant acquisitions may not proceed.

Further information

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