

REAL ESTATE ESG

and Community Report: 2012

ABOUT THIS REPORT

This report relates to Environmental, Social and Governance considerations and Community initiatives undertaken by AMP Capital Real Estate within its unlisted real estate portfolio. The report provides a summary of our activities and initiatives undertaken in 2012 to further integrate ESG considerations within our real estate investment process; and to enhance our connection with the communities in which we operate.

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REAL ESTATE AT AMP CAPITAL

AMP Capital is a specialist investment manager
with a proud 160 year heritage.

AMP Capital is a specialist investment manager with over \$128¹ billion in funds under management. We share a 160-year heritage with the AMP Group, one of Australia's largest insurance providers, providing the security that comes from investing with an organisation that has stood the test of time.

With over 50 years of experience and over A\$22 billion in real estate funds under management, including circa A\$16.4 billion¹ in unlisted real estate funds under management, we are one of the most recognised real estate fund managers in Australasia. We have developed some of the best-known properties in Australia and New Zealand including Australia's first skyscraper, the AMP Building built in Sydney in 1962 – innovative for its time in design, function and sustainability, it is still our Head Office today and is regarded as the building that heralded Australia's modern city landscapes.

AMP Capital is the 3rd largest² real estate fund manager in Asia Pacific.

Delivering investment performance for our clients is our central focus and driving motivation.

1. As at 31 December 2012

2. ANREV/ INREV Fund Manager Survey 2012

FAST FACTS*

UNLISTED FUNDS UNDER MANAGEMENT

\$16.4b

in funds under management

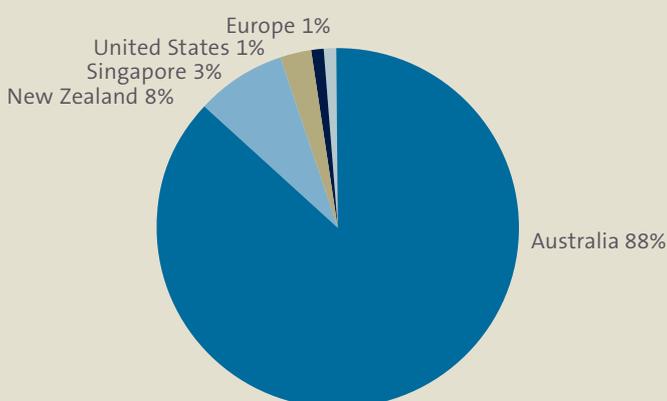
22 mandates

insitutional and retail

\$40m - \$3.8b

mandate size range

Portfolio Composition



Breakdown by geography

ASSET MANAGEMENT BREAKDOWN

20

shopping centres managed by AMP Capital Shopping Centres

39

office and industrial properties managed by AMP Capital Office and Industrial

Over 4,440

tenants (retail, office and industrial)

Over 175m*

annual customer visitations to our clients' shopping centres

Over \$7.0b*

in total annual sales in our clients' shopping centres

* As at 31 December 2012

FROM THE DIRECTOR



I'm pleased to present to you the
2012 ESG and Community Report
for AMP Capital Real Estate.

2012 HIGHLIGHTS

- > Six Green Stars achieved in the **2012 GRESB SURVEY**
- > **7.1%** reduction in carbon footprint
- > **4.0%** reduction in electricity consumption
- > **4.8%** reduction in water consumption
- > **48.7%** of waste diverted from landfill
- > Office tenant satisfaction rating - **3RD OUT OF 8 PROPERTY MANAGERS**
- > Over **274 HOURS** of charitable community work

I'm pleased to present to you the 2012 ESG and Community Report for AMP Capital Real Estate, detailing our progress in delivering environmental, social and governance outcomes for our clients and in connecting with the communities in which we operate.

At AMP Capital our purpose is to be a trusted partner delivering outstanding investment outcomes to our clients. We will only achieve this through delivering on ESG principles which in turn will deliver superior investment performance for our clients. The challenging economic environment over recent years has also reinforced to us the importance of consistently applying these principles to the way we manage our clients' assets as a defensive strategy to protect value, enhance transparency and in doing remain a trusted partner to our clients.

The critical role played today by the Global Real Estate Sustainability Benchmark (GRESB) is a great example of this importance, and I am very proud to say that six AMP Capital managed portfolios Green Star ratings in the 2012 survey. In addition, the ESG performance results revealed in this report show that making responsible investment decisions for our clients is an everyday part of the way we do things, demonstrating commitment made practice.

Incorporating ESG principles and making enduring connections with our

communities is of course only one part of the overall picture.

Looking to the future is critical to delivering responsible investment outcomes for our clients and we have been undertaking key thought-leadership projects to better understand workplace trends, demographic shifts, changing technologies, new retail landscapes, changing regulatory regimes and micro/macro investment themes. Building this picture of the future for real estate investment and understanding the markets and opportunities it will present will better enable us to make decisions that benefit our clients long term and the communities in which their assets are situated.

In some senses, we are not necessarily doing anything new. Our commitment to these principles has been a feature of our long history in real estate investment, which in 2012 reached 50 years as we commemorated the opening of Australia's first skyscraper – built by AMP and still home to AMP's Head Office today. We broke new ground in 1962 and by seeking to understand the future, we will continue this tradition while delivering on our promise to our investors.

I hope you will agree that our 2012 ESG and Community Report paints a positive picture of our achievements over the past year, a strong foundation for the future we seek to help shape.

GLOBAL BENCHMARKING

Six GRESB Green Stars achieved in 2012

GRESB

AMP Capital is a proud participant in the Global Real Estate Sustainability Benchmark (GRESB) survey.

GRESB is an industry-driven organisation committed to assessing the sustainability performance of real estate portfolios (public, private and direct) around the globe. The dynamic benchmark is used by institutional investors and real estate investment managers to engage with their investments with the aim of improving the sustainability performance of their investment portfolio, and the global property sector at large.

GRESB collects information regarding the sustainability performance of property companies and funds. This includes information on performance indicators, such as energy and water consumption, GHG emissions, and waste reduction, but the survey also covers broader sustainability issues, such as climate

change risk assessments, performance improvement programs, and engagement with employees, tenants and suppliers.

In 2012 AMP Capital submitted sustainability information to GRESB for approximately \$9.6 billion worth of real estate managed on behalf of our clients. The results demonstrate our strong sustainability position and the ability to deliver on ESG principles. GRESB is an investor-centric initiative giving AMP Capital a truly global and third party sustainability assessment.

Our GRESB performance

In 2012, AMP Capital submitted six surveys in total, on behalf of three real estate funds and three private, direct real estate portfolios. The survey results for our Funds are outlined in the table below.



G R E S B
Green Star 2012

| | Fund sector | Fund size (GAV) | 2012 GRESB score | 2012 GRESB ranking |
|------------------------------------|-------------|-----------------|------------------|----------------------|
| Australian Core Property Portfolio | Diversified | \$3.6 b | 74% | Global 13 out of 451 |
| AMP Capital Wholesale Office Fund | Office | \$2.7 b | 76% | Global 8 out of 451 |
| AMP Capital Shopping Centre Fund | Retail | \$1.6 b | 69% | Global 25 out of 451 |

INTEGRATING ENVIRONMENTAL, SOCIAL AND GOVERNANCE CONSIDERATIONS

Delivering investment performance for our clients is our central focus and driving motivation.

In 2012 AMP Capital Real Estate's **ESG and responsible investment guidelines** were established. These guidelines have been developed to outline how material ESG factors are identified, assessed and managed in the real estate asset class. The guidelines also demonstrate how ESG considerations are integrated into portfolio construction and management strategies, in line with the AMP Capital ESG and Responsible Investment Philosophy.

Our philosophy

AMP Capital recognises that real estate is a long term asset class. Our ESG and responsible investment philosophy is centred on delivering sustainable, long term performance by ensuring our clients' investments remain relevant, both now and in the future, and adaptable to changing life cycles, markets, client and customer expectations.

AMP Capital's approach to ESG management has its foundations in the following principles:

- > delivering investment performance for our clients – this is our central focus and driving motivation, and
- > our fiduciary duty to act in the best interests of our clients.

Creating value for stakeholders and consideration of ESG and responsible investing is integrated throughout our operational processes, risk management and investment decision making.

Our investment process

We are leaders in holistic real estate investment, taking responsibility for every part of the value creation and management chain. From decades of real estate investing we know what's right for a building, and we look to hold and add value to our clients' assets so they realise their full potential.

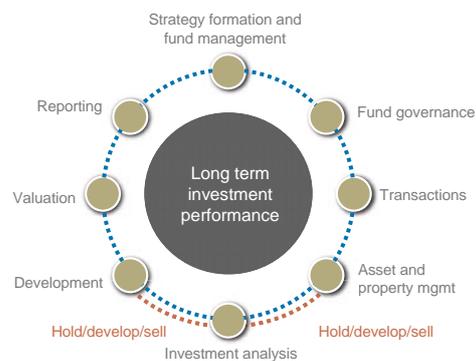
Value is extracted through price and timing at the asset's acquisition, then through the continuous application of high quality, professional and active asset management and finally through knowledge-led price and timing on sale, depending on the investment mandate.

We recognise that each asset requires a different strategy in order to generate performance for our clients. Individual asset strategies are developed within a broad strategic context focused on generating strong risk-adjusted returns from high quality real estate opportunities, driven by our clients' desired investment outcomes.

At each stage of our investment process, we are focused on integrating ESG considerations as part of the value creation and management chain and apply appropriate due diligence and risk assessment.

Integration of ESG considerations in the investment process

ESG factors are considered at each stage of our vertically integrated management model, from formation of investment strategy through to acquisition, analysis, management, development and divestment of our clients' property investments.



Signatory of:



ENVIRONMENTAL, SOCIAL AND GOVERNANCE

In line with our philosophy, we inherently understand risk management and recognise that ESG is integral to delivering investment performance for our clients.

ENVIRONMENTAL

Overview

As a major occupier and manager of real estate assets, we are committed to actively managing energy, water and waste both across our clients' portfolio as well as within our own premises.

We have continued to implement environmental sustainability initiatives across our portfolio with strong results achieved. These results are reflected in our NABERS ratings and strong reductions in energy consumption across the portfolio.

2012 update

Five years ago, both the Australian Core Property Portfolio (ACPP) and the AMP Capital Wholesale Office Fund (AWOF) set out to achieve a weighted average 4 Star NABERS Energy rating for their office assets by 2012. With a starting position of 1.65 Stars for ACPP and 1.81 Stars for AWOF, both funds exceeded this target with a weighted average NABERS Energy rating of 4.11 Stars and 4.15 Stars respectively.

**2012
NABERS
Energy**

weighted average for office portfolios



Weighted Average NABERS Energy rating for office portfolios

| | 2007 | 2008 | 2009 | 2010 | 2011 | 2012 |
|------------------------------------|------|------|------|------|------|------|
| Australian Core Property Portfolio | 1.65 | 2.54 | 3.03 | 3.13 | 3.69 | 4.11 |
| AMP Capital Wholesale Office Fund | 1.81 | 2.62 | 3.05 | 3.23 | 3.99 | 4.15 |

The sustainability performance for 2012 is outlined on the following pages. This represents 59 properties within the AMP Capital Real Estate managed portfolio. For further details on these properties see appendix.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

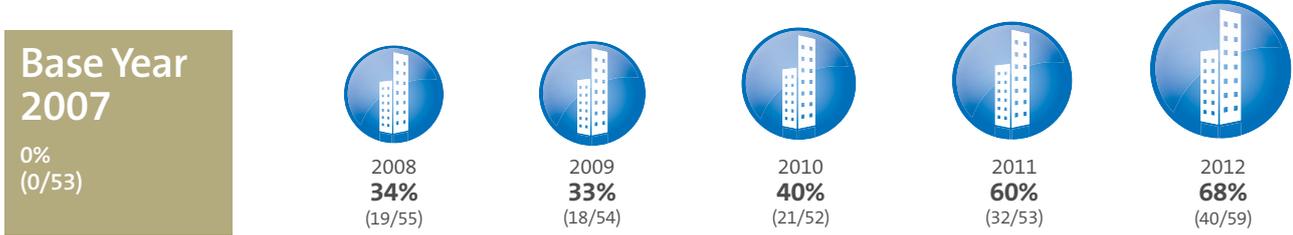
Buildings externally accredited: NABERS rating system (Energy)

No of office buildings and shopping centres. Mixed use rating tool is not yet available for industry use



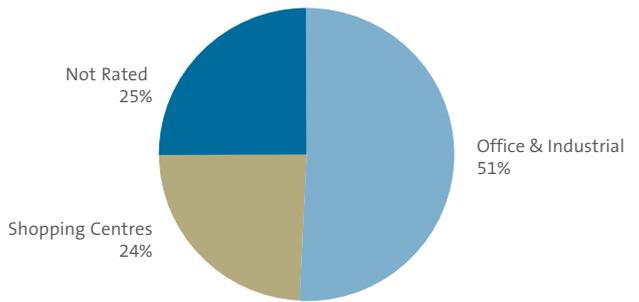
Buildings externally accredited: NABERS rating system (Water)

No of office buildings and shopping centres. Mixed use rating tool is not yet available for industry use

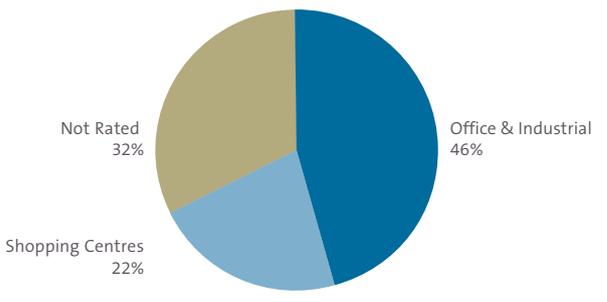


Percentage of AMP Capital Office & Industrial and AMP Capital Shopping Centres rated under NABERS Energy and Water for 2012.

2012 ENERGY



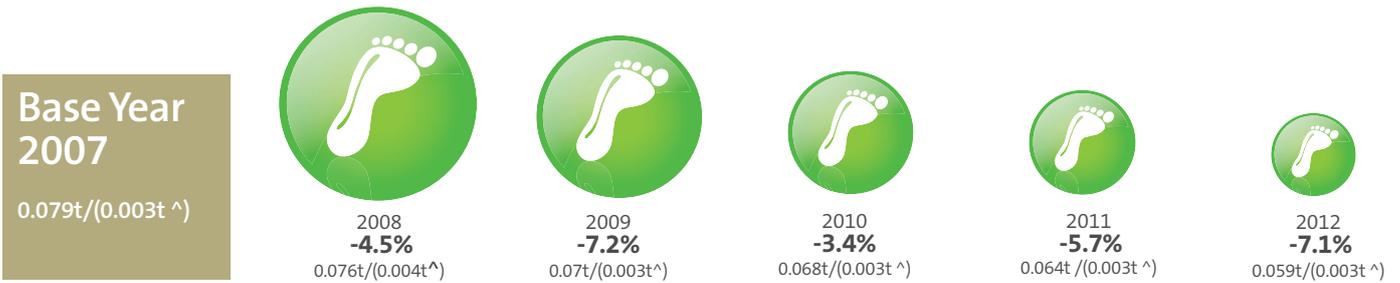
2012 WATER



ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Greenhouse gas emissions

Total direct and indirect CO₂ emissions / square metre of gross floor area (GFA)



^ Direct emissions -fuel burnt on site

This is a measure of our portfolio's carbon footprint, represented as a total emissions figure including indirect and direct emissions.

Of the total emissions shown, a small percentage is classified as direct emissions ie. emissions that are a result of fuel burnt on site, which is a result of burning natural gas for domestic hot water and building heating services.

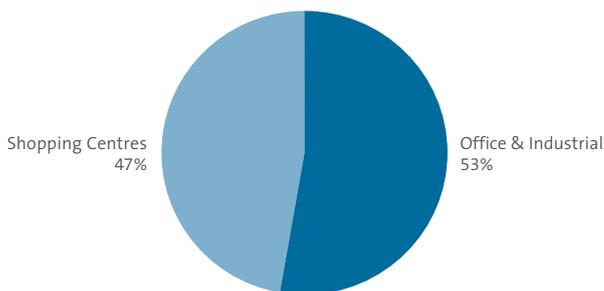
The majority of our emissions are classified as indirect ie. greenhouse gases emitted from the production of electricity.

In 2012, no proportion of our energy consumption was purchased through Green Power.

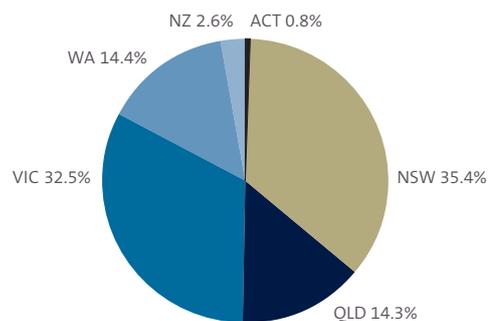
Historic emissions have been adjusted to include performance of assets located in Western Australia and New Zealand and to enable 2012 performance to be measured against previous years on a like-for-like basis.

Percentage of the portfolio's emissions broken down by property sector and state.

BY SECTOR



BY GEOGRAPHY



ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Electricity consumption

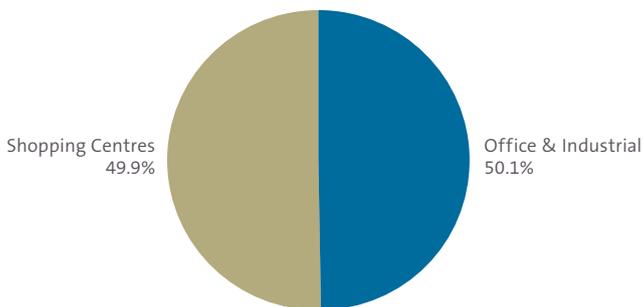
KwHrs/sqm GFA



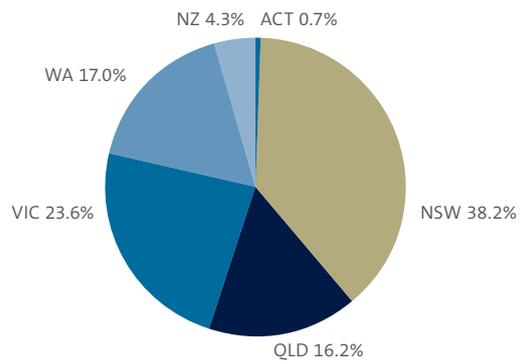
Historic consumption has been adjusted to include performance of assets located in Western Australia and New Zealand and to enable 2012 performance to be measured against previous years on a like-for-like basis.

Percentage of the portfolio's electricity consumption broken down by sector and state.

BY SECTOR



BY GEOGRAPHY



ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Water consumption Kilolitres/sqm GFA

**Base Year
2007**
0.4KL



2008
-5.9%
0.70 KL



2009
-2.5%
0.68 KL



2010
-4.2%
0.66 KL



2011
-3.8%
0.63 KL

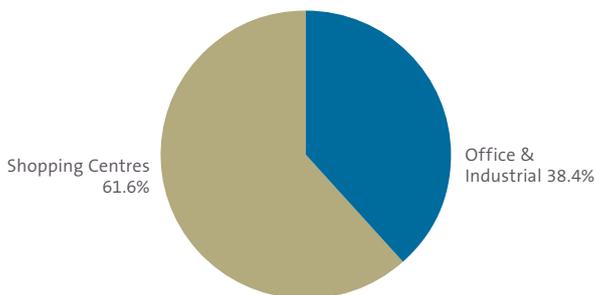


2012
-4.8%
0.60 KL

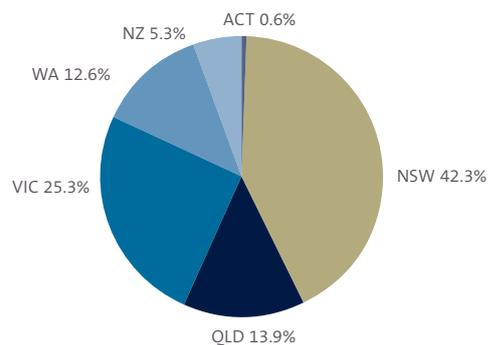
Historic consumption has been adjusted to include performance of assets located in Western Australia and New Zealand and to enable 2012 performance to be measured against previous years on a like-for-like basis.

Percentage of the portfolio's water consumption broken down by sector and state.

BY SECTOR



BY GEOGRAPHY



ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Waste diverted from landfill



Average percentage of waste recycled for properties where we have recycling programmes implemented.

Historic percentage diverted has been adjusted to include performance of assets located in Western Australia and New Zealand and to enable 2012 performance to be measured against previous years on a like-for-like basis.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

We believe that by understanding the environment in which we operate, we are better able to understand the risks to our investors' assets.

SOCIAL

Overview

We believe that by understanding the environment in which we operate, we are better able to understand the risks to our clients' assets. An investment or asset's environment can include the overall market, macro-themes impacting the asset class and sector, the asset's physical location, the environment in which its tenants operate, the demographics of the asset's customer base and the workplace standard for staff and contractors employed to work within the confines of the asset.

We seek to understand and respond to changes in the real estate market and to engage regularly with our investors to ensure their assets are relevant and performing within the context of a multi-asset class investment universe and the social environments outlined above.

Our communication with our investors takes place via regular one-on-one meetings, reporting, as well as conducting annual Investor Days, property tours and Investor Representative and Policyholder Advisory Committee meetings (see Governance). We also distribute regular research and insight pieces into current property market trends.

To protect our investors against risk and to improve workplace standards for staff,

contractors and tenants, AMP Capital utilises training, policies and procedures to address:

- > workplace health and safety;
- > procurement of contractors and service providers;
- > flexible work arrangements; and
- > employee services and benefits.

As part of the AMP Capital investment house, our approach to management of these key stakeholder issues is monitored by dedicated Risk and Compliance policies, procedures and reporting along with tenant and staff engagement and satisfaction surveys.

2012 Update

As part of our approach to monitoring potential risks for our clients' assets in the social environment, the following initiatives are an example of those undertaken across our portfolio during 2012.

Market research

AMP Capital Shopping Centres engaged with two leading external research consultants to undertake a comprehensive five month thought leadership study into the 'Future of Retail'. Through in-depth strategic analysis, economic modelling, consumer behaviour studies, and a series of thought leader interviews with top global players across the retail,

technology, fashion, automotive and entertainment industries, the research revealed a roadmap into the key macro and micro themes that will likely influence the retail landscape over the next 5-10 years. Effective planning and alignment of strategy to embrace and capitalise on these key themes and insights will assist AMP Capital Shopping Centres in optimising the asset trading performance and investment returns of the entire portfolio.

As in past years, AMP Capital Shopping Centres produced their annual Recommended Retail Practice (RRP) report, titled 'A Pathway to Success'. The research, conducted by Directional Insights, not only looked at Australian consumer spending intentions across 18 key retail categories, but also tracked their perceptions across a variety of major, national and specialty brands. In addition, the report featured in-depth interviews with five leading lights of Australian retail (Cue, Lorna Jane, The Coffee Club, Luxottica and Lush), including their key learnings, experiences, future plans and inspiring tips to create and grow a successful retail business. The Australian Centre for Retail Studies (ACRS) also shared examples of how overseas bricks and mortar retailers have adopted the latest trends in technology.

The AMP Capital Shopping Centres research team also released their updated 'Online Retailing House View'.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Future of Retail research identifies themes that will likely influence the retail landscape over the next five to ten years.

This followed the 2011 Urbis 'Online Retailing in Australia' study, developed in collaboration with six other leading retail managers. The latest release revealed that online retailing in Australia had grown more rapidly than first anticipated, however its ultimate saturation point remained at 15% market share per annum over the long term. Taking into account the clawback factor (goods delivered or collected through a physical store) the adjusted total online share of the Australian retail sales market pulled back to 8% - 9% per annum. The House View addressed the likely implications for each of the various product, retail and shopping centre categories, and highlighted that despite the growing popularity of online retailing, Australian shopping centre retail sales remain on course to produce real growth over the next ten years.

Ambience upgrades

A number of our clients' shopping centre assets have undergone ambience and amenity upgrades throughout 2012. The upgrades were designed to enhance the shopping experience and convenience factor for customers, tenants and staff of each centre.

In the context of a competitive marketplace, and the increased competition from online trading, ambience upgrades such as those carried out across our portfolio are a critical measure in attracting and retaining our shopping centre tenants, increasing our customers' dwell time in the centre and repeat visitations.

Team development

One of the key purposes of this report is to demonstrate that our commitment to ESG principles and community is embedded in everything we do.

Our commitment begins with a focus on developing our greatest asset – our people. Meaningful development discussions and detailed learning and development plans are a key factor in our efforts to create a culture within AMP Capital Real Estate that encourages our people and business to thrive. We truly believe that an engaged, encouraged and committed team is crucial for ensuring our relationships with our clients are mutually beneficial, long lasting and based on trust as we work to deliver the outcomes they expect.

On an annual basis, staff are required to complete a number of online mandatory training modules. There are training modules specific to all employees and additional modules for people managers. The online training modules for all employees include Discrimination and Harassment, Fair Trading Basics, Health & Safety for Employees, IT Security, Preventing Financial Crime, Privacy Act, Purchases and Expenses, Risk and Compliance at AMP and Habit at Work. The additional online training modules for people managers include Discrimination and Harassment for Managers and Health & Safety for Managers. To ensure compliance, a monthly tracking report is provided to the head of each business unit with the Property target completion rate of 98%.

As a part of AMP Capital, each member of our team has a Performance Development Plan in place that enables and encourages our people to best fulfil their role in the organisation whilst supporting the furthering of their individual career ambitions.

In addition to the mandatory training modules the property team undertook, over 2,300 hours⁽¹⁾ of additional training and development was undertaken in 2012.

Incorporated in this was training for those members of our team responsible for executing our ESG principles.

ESG training involved fundamental principles of ESG and their broad application to the formation of real estate investment strategy and its execution through acquisitions, disposals, asset and property management.

**Over 12 hours
per staff member**

of staff development and training⁽¹⁾

(1) Training hours represent mandatory compliance training and informal and/or externally provided training undertaken and captured by staff; including staff development measures such as mentoring programmes, industry training and seminars.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE



Real estate investment management connecting with communities

As a major occupier and manager of real estate investment on behalf of our clients, we have a physical presence in communities across Australia and New Zealand. On behalf of our clients, we manage office buildings, industrial complexes and shopping centres of many sizes that, by their very nature as real assets, exist physically within communities, neighbourhoods and commercial precincts. For our assets to perform for our clients, it's important that they interact effectively with their surrounds and the people and communities who use them every day.

With a large team situated in locations right around Australia and New Zealand, we were able to again utilise our 'Army Approach' philosophy in building these vital community connections, through a range of initiatives, activities and partnerships carried out across the portfolio, ranging from national to local, as part of our daily business.

CASE STUDY

ASSETS

AMP Centre, 50 Bridge Street, Sydney and NAB House, 255 George Street, Sydney

SECTOR

Office

TYPE

Tenant engagement

Background

Our team in AMP Capital Office & Industrial is committed to building closer connections in the office buildings we manage, not only between us and our tenants but importantly, within the building itself. Our teams in AMP Centre and NAB House undertook innovative and some would say brave initiatives to bring those who work in our buildings every day closer together, and potentially aid tenant retention through stronger tenant connections and relationships.

Action and Results

At AMP Centre, a team consisting of tenants (Baker & McKenzie, Rothschild, Regus, AMP Capital, Savills and Tramezzini Café), the AMP Centre management team

and building maintenance contractors joined together to raise \$20,000 for the Sir David Martin Foundation by abseiling 26 storeys down the side of the AMP Building at Sydney's Circular Quay.

In July and August the AMP Centre also hosted the ArtPark sculpture exhibit in support of young upcoming Australian artists. Subsequently, a sculpture was purchased and currently features in the building lobby.

At NAB House, our building management put together a Christmas singing group made up of tenants. We recruited 14 singers including 11 from major tenant NAB, as well one of our contract cleaners. Throughout the season, the singers sang their hearts out on classic Christmas carols and some not-so-classic. The singers attracted healthy numbers of spectators, as well as coinciding with other events in the building such as tenants' children's Christmas parties so a fun and inclusive Christmas spirit was created in NAB House.

The support of these initiatives is not only of benefit to the general community but they encourage contractor, tenant and asset management collaboration to create loyalty and goodwill within the building, attributes that help create the environment that assists in tenant retention.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Good corporate governance and sustainability go hand-in-hand, providing benefits and positive reputation for business which in turn, is positive for investor returns.

GOVERNANCE

Overview

Good corporate governance and sustainability go hand-in-hand, providing benefits and positive reputation for business which in turn, is positive for investor returns.

Consequently, AMP Capital works actively to improve governance standards and encourage responsible investment. We are a member of the **Investor Group on Climate Change (IGCC)** and a signatory to the **Carbon Disclosure Project**, activities that assist the investment industry to include the potential impacts of climate change in investment analysis.

We are also a signatory to the **United Nations Principles for Responsible Investment (UNPRI)**. These principles aim to provide an internationally agreed framework to help institutional investors incorporate ESG issues into investment decision making and ownership practices.

In our aim and commitment to delivering the investment performance our clients expect, we aim for high standards of transparency, corporate governance and social responsibility at every level of our investment process.

AMP Capital and Mitsubishi UFJ Trust and Banking Corporation strategic business and capital alliance

In March 2012, AMP Capital and Mitsubishi UFJ Trust and Banking Corporation (MUTB) completed the transaction that forms

the strategic business and capital alliance between the two parties.

As a result of the transaction taking effect, MUTB acquired a 15 per cent minority shareholding in AMP Capital Holdings Limited, the parent company of the AMP Capital group of companies, and holds a position on the AMP Capital Holdings Board. As part of the alliance, MUTB representative Mr Akira Suzuki will join the AMP Capital Holdings Board.

Funds Management

During 2012, all real estate funds were managed in accordance with investment guidelines and were compliant with all legislative and internal policy requirements.

Investor Representative and Advisory Committees

AMP Capital's flagship real estate funds have established Investor Representative / Advisory Committees which form part of the governance framework for each fund.

There are separate committees in place for the Australian Core Property Portfolio, the AMP Capital Wholesale Office Fund and the AMP Capital Shopping Centre Fund. Committee membership comprises investor representatives on behalf of large investors in the funds as well as elected minority members. The purpose of these Committees is for investors to provide feedback and guidance to AMP Capital regarding the way in which the funds are managed and to ensure open dialogue

between AMP Capital and our clients. Each Committee also has an independent chair.

The Committees met regularly throughout 2012, reviewing the Funds' strategy, budgets and management protocols and providing guidance and input into investment decision making, including transactions and development activity. Committee papers and minutes are also provided to all investors via an online dataroom specific to each fund.

Secure online datarooms

AMP Capital has established secure online datarooms for many of our real estate funds, providing investors with a high level of transparency into their investment and AMP Capital's management practices. Throughout 2012, the content of these sites was continually enhanced, ensuring relevance and convenience of material for investors.

Separately Managed Accounts

During 2012, all separate accounts were managed in accordance with the Separately Managed Accounts Investment Committees (SMAIC) protocols.

The Separately Managed Accounts (SMA) team manages AMP Capital's separate account mandates, working with our domestic and international clients to provide bespoke investment strategies.

The mandates managed by SMA are diverse and include direct property, unlisted property investments and listed real estate investment trusts. The nature

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Signatory to the United Nations Principles for Responsible Investment

of this service requires that potential competitors of AMP Capital entrust SMA with commercially sensitive information.

John Dynon, Head of Separate Accounts, joined the AMP Capital Property Leadership Team in 2012. The separation of reporting lines from the pooled funds division is designed to respect and accommodate the privileged position of the SMA team with respect to sensitive information.

Risk and Compliance

AMP Capital is committed to robust risk management. Supported by AMP Group Risk Management, AMP Capital's Property Risk and Compliance team ensure that internal compliance controls operate effectively, risks have been identified and assessed, and legislation requirements, policies and procedures have been followed.

Each member of the AMP Capital Property team ensures that risk to our clients' investment is minimised through managing investors' real estate assets in accordance with:

- > Legislative requirements, such as the Energy Efficiency Opportunities (EEO Act) and Corporations Act
- > Fund Documents including Constitutions, Unitholder Deeds, Investment Management Agreements, Information Memorandums and Product Disclosure Statement

- > Management agreements including Co-owners Management Agreements, Property Management Agreements and Development Framework Agreements
- > Internal policies and procedures, including but not limited to, the following:
 - > AMP Capital Australian Property Conflicts of Interest Guidelines
 - > AMP Capital Property Valuation Policy
 - > Property Investment Committee Terms of Reference
 - > Fund-specific Product Board Protocols
 - > Delegations of Authority.

The identification, management and monitoring of risk is undertaken through the use of various tools including rigorous processes and reporting to senior members of the business.

Our commitments and compliance

As one of the largest managers of real estate investment in our region, AMP Capital is committed to the following initiatives in the interests of improving corporate governance, responsible investment and a sustainable real estate industry:

- > Signatory to the United Nations Principles for Responsible Investment
- > Founding member of the Investor Group on Climate Change (IGCC)

- > Member of the Green Building Council of Australia
- > Committee members of the Property Council of Australia
- > Platinum corporate donor to the Property Industry Foundation
- > Founding member of the Better Buildings Partnership with the City of Sydney council
- > Signatory to 1200 Buildings Partnership with Melbourne City Council.

In addition, AMP Capital is compliant with and supports the following reporting requirements in relation to managing real estate investment in Australia:

- > Energy Efficiency Opportunities Act (EEO) 2006 (Submitted by AMP Group and available via [visiting amp.com.au](http://visiting.amp.com.au))
- > National greenhouse Energy Reporting System (NGERS)
- > Commercial Building Disclosure (CBD) program
- > NSW Government Energy Savings Scheme.

COMMUNITY CONNECTION



COMMUNITY PHILOSOPHY

Overview

As part of the AMP Group, we are unique amongst real estate investment managers in that we are part of a long and distinguished AMP history that spans more than 160 years.

Established to be a 'sure friend in uncertain times', AMP's original motivation is still a fundamental element of our make up and it forms the basis for our desire to make positive and beneficial connections with the communities in which we operate today.

The continuation of that original legacy today finds expression through the AMP Foundation and the many philanthropic initiatives we carry out in support of the Foundation. It is also found through our activities as a real estate investment manager, carried out across our portfolio in support of charities, community groups, schools, social and sporting clubs.

2012 update

AMP Foundation

To leverage our unique history and the AMP 'family', one of the ways we seek to connect is through supporting the work of the AMP Foundation. Established in 1992, the AMP Foundation works towards a better tomorrow for everyone. AMP's first agent, Benjamin Short, founded Sydney City

Mission in 1862 (now Mission Australia), which began AMP's and the Foundation's important role in assisting communities, raising awareness about social issues and supporting the work of Australian charities.

The Foundation invests resources in selected community partnerships and projects that are able to make a positive difference, helping those who are disadvantaged and in need and it encourages AMP and AMP Capital teams and individuals to get out and support their communities through volunteer work and fundraising. AMP Capital Property's people have been willing participants in this effort, particularly through our Connect Day programme, and the outcomes we have achieved in 2012 are outlined below.

Further information on the AMP Foundation and the many people it has assisted in 2012 can be found by visiting the AMP website www.amp.com.au/ampfoundation.

The real estate team in action

In 2012, we continued the work done in 2011 to energise and engage our teams in supporting a range of charities and community groups. Leveraging our presence as a real estate investment manager as well as the knowledge, experience and contacts of the AMP Foundation, we implemented a programme of Connect Days and team fund raising

and community support efforts in addition to the business-as-usual community connections made and strengthened every day in our shopping centre management teams across Australia and New Zealand.

Our overall community connect programme achieved the following results in 2012:

Facilitated the raising of over

\$145,000

for charities and community groups

Donated over

274 hours

of team time

COMMUNITY CONNECTION



National partnerships

Heart Foundation and Go Red for Women

During 2012, AMP Capital Shopping Centres completed the second and commenced the third and final year of its strategic partnership with the Heart Foundation in presenting the national Go Red for Women campaign. Ninety per cent of Australian women have at least one risk factor for heart disease which has now become the No.1 killer of Australian women. The Go Red for Women campaign is aimed at raising awareness and funds to combat this phenomenon.

Over the course of the partnership, we conducted a range of fun and innovative events and activities across our shopping centre portfolio that encouraged people to think of their heart health and to make a pledge to take up the challenge to improve it. We also worked with the Foundation to promote and sell the Pete Evans "Cooking with Heart" cookbook which is packed with healthy recipe ideas for a healthy heart.

As we approach the end of the partnership in April 2013, we are on track to achieve a total of more than \$304,000* in funds raised over the course of the partnership for the Heart Foundation's critical efforts.

CREATE Foundation

Founded in 1999, the CREATE Foundation is Australia's peak body representing the voices of all children and young people in out-of-home care. Since it was established, CREATE Foundation has evolved to become a national organisation with offices in every state and

territory in Australia and as an advocate for children and young people in care, CREATE ensures that their voices are heard by key decision makers in government and out-of-home care sector stakeholders.

AMP Capital has worked in partnership with the CREATE Foundation since 2006 and has helped CREATE achieve many milestones. AMP Capital Real Estate supports and participates in AMP Capital's efforts to assist CREATE and in 2012, through raffles, book and backpack drives and a fun Santa Photo campaign carried out across our portfolio, contributed over \$39,000* to the more than \$110,000* raised.

CASE STUDY

ASSET

Australian Head Office Teams

TYPE:

Volunteering - Connect Day events

Background

In 2012 we continued a programme first implemented in 2011, coordinating a series of Connect Days for teams across our Head Office business. Connect Days were designed to allow time out of the office for our staff to devote to good causes in supporting local or AMP Foundation charity partners.

Action

Our teams were coordinated to ensure that, where possible, every member of the team was participating in at least one Connect Day. Bringing staff together from different teams enabled our staff to get to know each other more effectively as they worked together to support the good works of the chosen charity or group.

Charities and community groups were selected by the teams themselves with details and logistics arranged through the AMP Foundation. The teams then spent a day or half a day working on projects such as cooking and serving food for the homeless, making blankets, creating and writing birthday cards for kids in care, vacation care for underprivileged kids, cleaning a community church and raising money for Pink Ribbon Day, Daffodil Day and Biggest Morning Tea.

Results

Our Head Office Connect Day programme resulted in:

- > Approximately 44 hours in volunteer works given collectively
- > Approximately 9 Connect Days involving staff from Sydney Head Office
- > Approximately \$12,600* raised for the Cancer Council
- > Supporting the following:
 - > Cancer Council
 - > CREATE Foundation
 - > Salvation Army
 - > United Way
 - > Wayside Chapel

* Includes dollar figure matched by AMP Foundation

COMMUNITY CONNECTION



CASE STUDY

ASSETS:

Sugarland Shoppingtown, Bundaberg QLD; Riverside Plaza Queanbeyan NSW

SECTOR:

Shopping Centres

TYPE:

Community grants schemes

Background

Our centre management team at Sugarland Shoppingtown in Bundaberg QLD implemented a Community Grant scheme that was designed to support small, local community groups through a financial contribution and generating free publicity for the group and its activities, helping to grow their volunteer base. Motivated by the success of our Sugarland team, our team at Riverside Plaza in Queanbeyan NSW took on board the Sugarland ideas and put their own unique spin on another Community Grants scheme to increase customer engagement with their local charities.

Action

The Sugarland team worked with the local newspaper News Mail to collect monthly nominations from local community groups and each month, a group was chosen by a judging panel. The successful group was awarded a \$1,000 grant, a site at the centre for a week, a photo and article in the News Mail, the Sugarland website and Facebook page.

Capitalising on this success, our Riverside team invited local groups and charities to apply for a grant, from which three finalists were selected. The finalists were then put to a public, customer vote over two weeks, during which customers and retailers could vote for the group they believed should receive the grant. The vote winner would receive a \$2,000 grant, with runners-up receiving \$250 and \$200 each.

Results

Both Community Grants initiatives were very successful with the following outcomes achieved:

Sugarland

- > Centre granted a total of \$12,000 (12 groups at \$1,000 each)
- > Increased community awareness of local groups in Bundaberg and surrounding districts
- > Strengthened partnerships and relationships between Sugarland and local groups and local media

Riverside

- > \$2,000 granted to Queanbeyan Children's Special Needs Group which enabled them to develop a swim programme for special needs children aged 0-6, to improve their fitness and water safety skills
- > Customer base engaged and supportive of local charities through the voting programme and we have gained valuable understanding and insight for future ideas, community partnerships and events.

APPENDIX

ENVIRONMENTAL SUSTAINABILITY PERFORMANCE

These are properties where we have operational control over utility consumption through management by AMP Capital Office & Industrial or AMP Capital Shopping Centres. The table below details the locations and Gross Floor Area (GFA) statistics of this portion of our portfolio and the following pages detail the individual assets whose environmental performance is being reported in this document along with their 2012 NABERS Energy and NABERS Water ratings, where applicable.

This report does not include performance of properties where we do not have control over utility consumption such as industrial properties, a majority of properties in non-Australian jurisdictions or properties owned by listed vehicles managed by AMP Capital in joint venture with other parties.

Sustainability reporting Portfolio by State/Country as at 31 December 2012

| | NSW | VIC | QLD | ACT | NT | SA | WA | NZ | Asia | Total |
|---|-----------|---------|---------|--------|----|----|---------|---------|------|-----------|
| No. of office buildings and industrial office park properties owned and managed | 20 | 6 | 8 | 2 | 0 | 0 | 3 | 0 | 0 | 39 |
| No. of shopping centres owned and managed | 8 | 3 | 3 | 0 | 0 | 0 | 3 | 3 | 0 | 20 |
| Total No. of assets owned and managed | 28 | 9 | 11 | 2 | 0 | 0 | 6 | 3 | 0 | 59 |
| Gross Floor Area (GFA) of owned and managed assets (square metres) ¹ | 1,008,664 | 660,568 | 421,027 | 22,233 | 0 | 0 | 235,164 | 121,193 | 0 | 2,488,179 |

¹ GFA for shopping centres equals GFA of entire centre less Gross Lettable Area (GLA) reflecting the area of the centre where resource usage is consumed and controlled directly by the centre owner. GFA for office buildings is the GFA of the entire building.

APPENDIX

ENVIRONMENTAL SUSTAINABILITY PERFORMANCE

This report features portfolio-wide environmental indicators based on the performance of the following owned and managed properties:

| AMP Capital Office & Industrial | 2012 NABERS Energy Office | 2012 NABERS Water Office |
|--|---------------------------|--------------------------|
| New South Wales | | |
| Angel Place, 123 Pitt Street, Sydney | ★★★★ | ★★★★ |
| AMP Centre, 50 Bridge Street, Sydney | ★★★★ | ★★ |
| NAB House, 255 George Street, Sydney | ★★★★★ | ★★★★★ |
| 338 Pitt Street, Sydney | ★★ | ★★★ |
| 15-17 Young Street, Sydney ¹ | N/A | N/A |
| 9-13 Young Street, Sydney ¹ | N/A | N/A |
| 20 Loftus Street, Sydney ¹ | N/A | N/A |
| 10 Loftus Street, Sydney ¹ | N/A | N/A |
| 140 Arthur Street, North Sydney | ★★★★ | ★★★★★ |
| 33 Herbert Street, St Leonards | ★★★★★ | ★★★★★ |
| 117 Clarence Street, Sydney | ★★★★ | ★★★ |
| AMP Building, 33 Alfred Street, Sydney | ★★★★ | ★★★★★ |
| 1 Pacific Highway, North Sydney | ★★★★ | ★★★★★ |
| 3 Thomas Holt Drive, North Ryde | ★★★★ | ★★★ |
| 71 Macquarie Street, Sydney ¹ | N/A | N/A |
| 35 Clarence Street, Sydney | ★★★ | ★★★ |
| 15 Talavera Road, North Ryde | ★★ | ★★★ |
| 124 Walker Street, North Sydney | ★★★★ | ★★★★★ |
| 20 Windmill Street, Walsh Bay | ★★★★★ | ★★★★★ |

APPENDIX

ENVIRONMENTAL SUSTAINABILITY PERFORMANCE

| AMP Capital Office & Industrial | 2012 NABERS Energy Office | 2012 NABERS Water Office |
|---|---------------------------|--------------------------|
| Australian Capital Territory | | |
| Optus Centre, 10 Moore Street, Canberra | ★★★★ | N/A |
| 12 Moore Street, Canberra | ★★★★ | N/A |
| Queensland | | |
| CDOP1, 147 Coronation Drive, Milton | ★★★★★ | ★★★★★ |
| CDOP2, 143 Coronation Drive, Milton | ★★ | ★★★★★ |
| CDOP3, 139 Coronation Drive, Milton | ★★★★★ | ★★★★★ |
| CDOP4, 135 Coronation Drive, Milton | ★★★★★ | ★★★★★ |
| CDOP5, 30 Little Cribb Street, Milton | ★★★★★ | ★★★★★ |
| CDOP6, 18 Little Cribb Street, Milton | ★★★★ | ★★★★★ |
| 555 Coronation Drive, Milton | ★★★★★ | ★★★★★ |
| 60 Edward Street, Brisbane | ★★★★★ | ★★★★★ |
| Victoria | | |
| Bourke Place, 600 Bourke Street, Melbourne | ★★★★ | ★★★ |
| Bourke Place Studios, 577 Little Bourke Street, Melbourne | ★★ | 0 |
| 222 Exhibition Street, Melbourne | ★★★ | 0 |
| Telestra Tower, 25 Collins Street, Melbourne ² | N/A | N/A |
| ANZ Tower, 35 Collins Street, Melbourne ² | N/A | N/A |
| 330 Collins Street, Melbourne | Not Rated | Not Rated |
| Western Australia | | |
| 140 St Georges Terrace, Perth | ★★★ | ★★★ |
| 66 St Georges Terrace, Perth | ★★★ | Not Rated |
| 2 Mill Street, Perth | ★★★ | ★★★ |

¹ This property is not rated under the NABERS Energy/Water ratings systems as the building is part of a site which is potentially a major redevelopment opportunity and is subject to ongoing development planning.

² Unable to be rated as a whole complex as individual building services have not been split for NABERS rating.

APPENDIX

ENVIRONMENTAL SUSTAINABILITY PERFORMANCE

This report features portfolio-wide environmental indicators based on the performance of the following owned and managed properties:

| | 2012 NABERS Energy Retail | 2012 NABERS Water Retail |
|--|------------------------------|-----------------------------|
| New South Wales | | |
| Riverside Plaza, Queanbeyan | 0 | N/A |
| Macquarie Centre, North Ryde | ★★ | ★ |
| Royal Randwick, Randwick | ★ | ★★ |
| Warringah Mall, Brookvale | ★★★★ | ★★★★ |
| Northbridge Plaza, Northbridge ¹ | N/A | N/A |
| Crossroads Homemaker, Liverpool ¹ | N/A | N/A |
| Marrickville Metro, Marrickville | ★★ | ★★ |
| Dapto Mall, Dapto | ★★★★ | ★★★★ |
| Queensland | | |
| Pacific Fair Shopping Centre, Gold Coast | ★★★★ | ★★★★ |
| Mt Ommaney Centre, Mt Ommaney | ★★ | ★★★★ |
| Sugarland Shopping Centre, Bundaberg | ★★★★ | ★★★★ |
| Victoria | | |
| Casey Central, Narrewarren ¹ | N/A | N/A |
| Knox City, Wantirna South | 0 | ★★★★ |
| Malvern Central, Malvern | 0 | ★★ |
| Western Australia | | |
| Ocean Keys, Clarkson | ★★★ | ★★ |
| Garden City, Booragoon | ★ | ★★ |
| Karrinyup Centre, Karrinyup | ★ | ★★ |
| New Zealand | | |
| Botany Town Centre, Auckland ¹ | N/A | N/A |
| The Palms, Christchurch ¹ | N/A | N/A |
| Bayfair Shopping Centre ¹ | N/A | N/A |

¹ Does not meet NABERS protocol for ratability

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