

REAL ESTATE INVESTMENT MANAGEMENT

Date

1 November 2011

Fund

**ING Real Estate Entertainment Fund**

## IML recommends new responsible entity for IEF

ING Management Limited (IML), the responsible entity (RE) of ING Real Estate Entertainment Fund (ASX: IEF), today announced that it has entered into an implementation deed with Torchlight (GP) 1 Ltd as general partner of the Torchlight Fund 1 LP (Torchlight). Subject to IEF unitholder approval the implementation deed will result in the change of RE of IEF from IML to Bodiam RE Limited (Bodiam RE) (the Proposal).

Bodiam RE is a wholly-owned subsidiary of Torchlight, an Australasian private equity fund.

Torchlight is managed by its general partner, Torchlight (GP) 1 Ltd (Torchlight GP). Torchlight (GP) is a wholly owned subsidiary of Torchlight Investment Group Ltd (together with its subsidiaries, Torchlight Group) which is part of New Zealand's Perpetual Group. Perpetual Group was established in 1884 and is a New Zealand investment manager. Perpetual Group is owned by New Zealand Stock Exchange (NZX) listed Pyne Gould Corporation Ltd (NZX: PGC).<sup>1</sup>

### Proposal background

In June 2010, ING Group (ING) announced that it was conducting a strategic review of its global Real Estate Investment Management (REIM) platform, and its position within the broader ING banking business. The Australian real estate operation, ING Real Estate Investment Management Australia (REIMA), was included in the review. In February 2011, ING announced that as a result of the evaluation it would undertake a phased withdrawal from the REIMA business in a timely and controlled manner.

In parallel with the global strategic review undertaken by ING, REIMA and IML independently explored various options for IEF. During this evaluation process, the IML Board maintained an Independent Board Committee (IBC) and put in place strict governance protocols to ensure that any potential conflict of interest between REIM and IML was appropriately and transparently managed. The IBC comprised only directors who are independent of ING or any other potential conflict and was advised by a financial adviser and legal counsel.

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<sup>1</sup> On 10 October 2011, Australasian Equity Partners Fund No. 1 LP announced its intention to make a full takeover offer for 100% of the fully paid ordinary shares in PGC which may result in PGC being delisted from the NZX. If PGC is delisted, Torchlight does not expect that it will impact on Bodiam RE's ability to act as RE of IEF.



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The Proposal is the culmination of a number of alternative initiatives explored by the IBC, including an offer for units in the Fund, an orderly disposal of assets, the transfer of management rights and an internalisation of management.

The Proposal is unanimously recommended by the IBC, in the absence of a superior proposal.

### **Proposal overview**

The Proposal will result in the change of RE of IEF from IML to Bodiam RE subject to the approval of IEF unitholders.

If Bodiam RE is approved as RE of the Fund, Bodiam RE has advised that it intends to conduct a \$15.0 million pro rata rights issue or entitlement offer underwritten by Torchlight by 31 March 2012 (Entitlement Offer).

If the Entitlement Offer proceeds, it will be open to all IEF unitholders eligible to participate at the relevant date and will be priced by reference to the average weighted market price of IEF units traded during the 5 trading days prior to the offer being made.

Torchlight has committed to fully underwrite the Entitlement Offer, subject to unitholder and regulatory approval. Torchlight will be entitled to an underwriting fee equal to 3% of the gross proceeds of the Entitlement Offer as consideration for the underwriting, plus reimbursement for reasonable costs of conducting the offer.

The equity raising will assist IEF in funding its future capital requirements and may assist in reducing the gearing levels within the Fund.

In order to provide a smooth transition from IML to Bodiam RE, REIMA has agreed to provide the Fund with transitional services for a period of two months following the change of RE. The transitional services will include: administrative and support services (including accounting, legal and compliance) and the use of premises and facilities.

If approved, the Proposal is expected to deliver IEF unitholders a number of benefits:

- Removes the uncertainty created by the phased withdrawal of ING from its Australian real estate investment management activities
- An RE strongly aligned with other unitholders due to Torchlight's 17.6% unitholding in the Fund
- A commitment from Torchlight to underwrite a \$15 million pro rata rights issue prior to 31 March 2012
- IML and ING Property Management have fully and unconditionally waived their entitlement to \$8.3 million in contingent management fees, and also their entitlements

to any additional fees in relation to the Fund with respect to the period after 30 June 2011

- Provides a new management team that Torchlight has advised has the depth and experience in the specific challenges facing IEF and, in particular, protecting and unlocking value from the Fund's assets
- The proposed Board of Bodiam RE is majority independent with an independent Chairman and expertise specifically related to the Fund's strategy
- REIMA will provide transitional services for a period of two months which is expected to provide a smooth transition from IML to Bodiam RE
- IML has not sought, and will not receive payment from either Torchlight or Bodiam RE, for agreeing to retire and forgo future management fees as part of the Proposal

IML will convene a unitholder meeting on Monday, 5 December 2011 to consider the resolution to appoint Bodiam RE as the new RE of IEF. Further details regarding the Proposal and unitholder meeting are provided in the attached investor presentation.

Michael Coleman, Chairman of IML said "The Proposal offers a number of benefits for unitholders, including access to new capital to assist IEF in achieving its strategic objectives. Torchlight brings access to experience in unlocking asset value and is strongly aligned to the Fund through its existing investment position. We believe the Proposal secures an appropriate strategy for the future".

### **Overview of Bodiam RE and Torchlight**

Bodiam RE is a wholly owned subsidiary of Torchlight.

Torchlight describes itself as an Australasian private equity fund specialising in deep value situations with a long term focus. Torchlight states that it seeks to drive strategic and financial restructuring to unlock value across the industry sectors of real estate, financial services, infrastructure, agriculture and resources.

Torchlight is currently one of IEF's largest unitholders owning 17.6% of the Fund's units.

### **Fund strategy**

As previously announced, REIMA and IML have been assessing options to internalise management and restructure the Fund into a listed hotel property owning and operating business (OpCo / PropCo Model).

Bodiam RE has advised that if appointed as the RE of IEF, it intends to finalise the strategic review currently underway. It is considered that the most effective strategy for the Fund will be to restructure itself as an OpCo/PropCo Model. The strategic review will include an analysis of:

- The advantages and disadvantages of various management models including an internally managed, stapled structure and an externally managed, stapled structure
- The appropriate capital structure for the Fund
- Capital management initiatives to address future capital requirements
- The potential acquisition of the operating assets of the Fund's largest tenant by rental income, Icon Hospitality. Specifically, Bodiam RE will consider the conditional agreement between a party related to Bodiam RE (Bodiam Operations Pty Limited) and the receivers appointed to Icon, whereby the Fund will have the right to acquire the Icon business and operating assets for \$11.4 million (Icon Acquisition). This agreement is conditional on a number of matters. The parties have agreed to extend the terms of this agreement to 31 March 2012
- The appropriate senior management team to execute the chosen strategy

Torchlight's commitment to the equity underwriting will assist IEF in funding its future capital requirements as identified in the strategic review and fund working capital requirements and any acquisition costs in relation to the Icon Acquisition.

Depending on the outcome of the strategic review, the net proceeds of the Entitlement Offer will be used, on or before 31 March 2012, to either:

- fund capital requirements associated with the Icon Acquisition, in accordance with the conditional agreement between Bodiam Operations Pty Limited and the receivers appointed to Icon; or
- in the event that the Fund does not proceed with the Icon Acquisition, provide capital to enable IEF to satisfy performance obligations in respect of the Icon put option and use the remaining amount to make a permanent debt reduction to Senior Debt Facility No. 1

If IEF does not proceed with the Entitlement Offer before 31 March 2012, then, among other consequences, a permanent reduction of \$10.0 million to the Senior Debt Facility 1 will be required in accordance with the financier's conditions, funded by subordinated debt on terms acceptable to this financier or other means approved by this financier.

### **Amendments to the Fund's Constitution**

A special resolution that relates to proposed amendments to the Fund's Constitution will be put forward to IEF unitholders at the unitholder meeting. The special resolution is separate from, and not linked to, the ordinary resolution to change the RE of the Fund.

IML, in conjunction with Bodiam RE, has considered modernising and amending the Fund's Constitution for the following reasons:



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- The Constitution has not been updated in any material respect since 2008 and it is considered an appropriate opportunity to bring the Constitution up to date to reflect both current market practice and regulatory changes
- The proposed insertion of provisions to facilitate the redemption of units increases the RE's ability to manage the Fund's capital
- The Constitution contains provisions which are no longer operative and it is considered desirable to remove these provisions

Full details of the proposed amendments to the Fund's Constitution are contained in the Explanatory Memorandum.

The IML Directors unanimously recommend the amendments to the Fund's constitution as set out in the Explanatory Memorandum.

### **Explanatory Memorandum**

The Explanatory Memorandum including a Notice of Meeting will be lodged with the Australian Securities Exchange (ASX) and mailed to unitholders on or around Tuesday, 8 November 2011.

**For further information, please contact:**

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#### ***About ING Real Estate Entertainment Fund***

*ING Real Estate Entertainment Fund (ASX code: IEF) is an externally managed ASX-listed real estate investment trust that invests in the freehold of a diversified portfolio of entertainment and leisure venues. The Fund receives income through leases of the licensed real estate to a wide range of experienced operators. IEF has total assets under management of \$234 million with investments located throughout Australia and New Zealand.*

#### ***About ING Real Estate Investment Management***

*ING Real Estate Entertainment Fund is one of two ASX-listed real estate investment trusts managed by ING Real Estate Investment Management Australia. ING Real Estate Investment Management is part of ING Group, a global financial institution of Dutch origin offering banking, investments, life insurance and retirement services to over 85 million private, corporate and institutional clients in more than 40 countries.*

# ING Real Estate Entertainment Fund

Change of responsible entity to Bodiam RE Limited  
and Constitutional Amendments

AUSTRALIA

1 November 2011

REAL ESTATE INVESTMENT MANAGEMENT



[www.ingrealstate.com.au](http://www.ingrealstate.com.au)

# Agenda

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1. Proposal Overview
2. Background to the Proposal
3. Torchlight Overview
4. Proposal Detail
5. Fund Strategy
6. Proposed Directors
7. Constitutional Amendments
8. Unitholder Meeting Information
9. Unitholder Resolutions
10. Timetable to Implementation

# 1. Proposal Overview

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- The Proposal is the culmination of a number of alternative initiatives explored by ING Management Limited (**IML**) and its advisors including an offer for units in IEF, transfer of management, internalisation or an orderly realisation of assets

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  - The Proposal involves IML, the responsible entity (**RE**) of IEF, entering into an implementation agreement with Torchlight (GP) Ltd, as general partner of Torchlight Fund No. 1 LP (**Torchlight**)

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  - The implementation agreement will, subject to unitholder and regulatory approval, result in the change of RE from IML to Bodiam RE Ltd (**Bodiam RE**), a wholly owned subsidiary of Torchlight

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  - Torchlight is managed by its general partner, Torchlight (GP) 1 Ltd (Torchlight GP). Torchlight GP is a wholly owned subsidiary of Torchlight Investment Group Ltd (together with its subsidiaries, Torchlight Group) which is part of New Zealand's Perpetual Group. Perpetual Group was established in 1884 and is a New Zealand investment manager. Perpetual Group is owned by New Zealand Stock Exchange (**NZX**) listed Pyne Gould Corporation Ltd (NZX: PGC)<sup>1</sup>
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<sup>1</sup> On 10 October 2011, Australasian Equity Partners Fund No. 1 LP announced its intention to make a full takeover offer for 100% of the fully paid ordinary shares in PGC which may result in PGC being delisted from the NZX. If PGC is delisted, Torchlight does not expect that it will impact on Bodiam RE's ability to act as RE of IEF

## 2. Background to the Proposal

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### Strategic Review

- The global review of ING Real Estate Investment Management (**REIM**) was completed in December 2010 and implementation has commenced

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- On 15 February 2011, ING Group (**ING**) announced:
  - > The sale of its European, Asian and American REIM business
  - > The phased withdrawal from the Australian real estate investment management market, in a timely and controlled manner

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- Significant progress has been made in realising ING's Australian REIM strategy:
  - > March 2011
    - ❖ transition of management for ING Industrial Fund to Goodman Group
    - ❖ transition of management for ING Office Fund to Investa
  - > August 2011
    - ❖ transition of management for ING Real Estate Healthcare Fund to APN Funds Management

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- This transaction with Torchlight secures an appropriate outcome for the future management of IEF

## 2. Background to the Proposal (cont.)

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- The Board of IML, the RE of IEF, maintained an Independent Board Committee (**IBC**) and put in place strict governance protocols to ensure any potential conflict of interest between ING Real Estate Investment Management Australia (**REIMA**) and IML was appropriately and transparently managed
  - > The IBC comprised only Directors independent of REIMA or any other potential conflict
  - > The IBC was supported by financial advisers and legal advisers
  - > The IBC considered a range of alternatives for IEF and concluded that the Proposal offers the best outcome for the Fund
  - > A summary of the alternatives considered is outlined in the table on page 5 of this presentation

The IBC has carefully considered the Proposal with regard to other available alternatives and unanimously recommend that IEF unitholders, subject to there being no superior competing proposal, vote in favour of the Resolution

## 2. Background to the Proposal (cont.)

### Consideration of alternatives

Alternative	View of Independent Directors
<b>Offers for units in the Fund</b>	<ul style="list-style-type: none"><li>• No cash or scrip offers to acquire all or substantially all of the units in IEF were received</li></ul>
<b>Orderly disposal of assets</b>	<ul style="list-style-type: none"><li>• A disposal of all of IEF's assets over time was considered inferior to the Proposal due to:<ul style="list-style-type: none"><li>&gt; The significant time this option may take</li><li>&gt; The exposure to market pricing risk when IEF would be a known seller of assets</li></ul></li></ul>
<b>Change of RE</b>	<ul style="list-style-type: none"><li>• Discussions were held with various parties in relation to a proposed change of RE</li><li>• A change of RE to an RE owned by an entity with a substantial interest in IEF, access to funds management experience and willingness to underwrite a \$15 million equity raising, will allow IEF to continue with its strategic plan</li><li>• Removes the uncertainty surrounding ING's phased withdrawal from its Australian real estate investment management activities</li><li>• Does not prohibit IEF or unitholders considering other alternative transactions should they arise in the future</li></ul>
<b>Internalisation of management and restructure of the Fund</b>	<ul style="list-style-type: none"><li>• As disclosed previously, REIMA and IML have been assessing options to internalise management and restructure the Fund into a listed hotel property and operating business (<b>OpCo / PropCo</b>)</li><li>• Bodiam RE will continue evaluating the OpCo / PropCo strategy including the optimal corporate and capital structure for the Fund</li></ul>

## 3. Torchlight overview

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- Torchlight is managed by its general partner, Torchlight (GP) 1 Ltd. Torchlight GP is a wholly owned subsidiary of Torchlight Investment Group Ltd (together with its subsidiaries, Torchlight Group) which is part of New Zealand's Perpetual Group. Perpetual Group was established in 1884 and is a New Zealand investment manager. Perpetual Group is owned by New Zealand Stock Exchange (NZX) listed Pyne Gould Corporation Ltd (NZX: PGC)
- Torchlight describes itself as an Australasian private equity fund specialising in deep value situations with a long term focus
- Torchlight states that it drives strategic and financial restructuring to unlock value across the industry sectors of real estate, financial services, infrastructure, agriculture and resources
- Torchlight has advised it has a management team with depth and experience in the specific challenges facing IEF and in particular protecting and unlocking value from IEF's assets
- On 10 October 2011, Australasian Equity Partners Fund No. 1 LP announced its intention to make a full takeover offer for 100% of the fully paid ordinary shares in PGC which may result in PGC being delisted from the NZX. If PGC is delisted, Torchlight does not expect that it will impact on Bodiam RE's ability to act as RE of IEF

## 4. Proposal Detail

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- IML, as RE of IEF, has entered into an implementation deed with Torchlight requiring it to convene a unitholder meeting to vote on the change of RE of IEF from IML to Bodiam RE.
- If the Proposal is approved by unitholders Bodiam RE will be appointed as the new RE of IEF
- Change of control consents have been received from all relevant counterparties, subject to the following key conditions:
  - **Senior Debt Facility 1** – this financier has granted consent to the transaction subject to a number of conditions including finalisation of documentation by 15 December 2011
  - A further condition requires Torchlight to commit to underwrite a \$15 million pro rata rights issue (subject to unitholder and regulatory approval)
  - Proceeds from the equity raising are required to be used for either:
    - ❖ the acquisition of the business and operating assets of Icon, in accordance with an existing conditional agreement, or
    - ❖ to meet IEF's obligations under the put option over Icon's plant and equipment, with the balance funding a permanent reduction to Facility 1
  - If the Entitlement Offer is not completed by 31 March 2012 then IEF is required to make a \$10.0 million permanent reduction to Facility 1 at that date
  - **Senior Debt Facility 2** – this financier has granted consent to the transaction subject to the expiry date of the facility being brought forward from September 2012 to June 2012
- REIMA will provide transitional services for a period of two months following the change of RE
- IML has not sought, and will not receive payment from either Torchlight or Bodiam RE, for agreeing to retire and forgo future management fees as part of the Proposal

## 4. Proposal Detail (cont.)

### Benefits to unitholders

**Bodiam RE considers itself an appropriate party to be appointed as RE of IEF**

- Bodiam RE is owned by Torchlight, an Australasian private equity fund <sup>1</sup>
- Torchlight believes it is highly experienced in the specific challenges facing IEF and is able to protect and unlock value from its assets
- Bodiam RE has a majority of independent directors and an independent Chairman
- In order to provide a smooth transition from IML to Bodiam RE, REIMA will provide the Fund with transitional services for a period of two months following the change of RE
- The Proposal removes the uncertainty created by ING's phased withdrawal from the Australian real estate investment management market

**Torchlight is a long term supporter of IEF**

- Torchlight is one of IEF's largest unitholders with a current holding of 17.6%
- Torchlight has committed to underwrite a \$15 million pro rata entitlement by 31 March 2012 subject to unitholder and regulatory approval

**The Proposal eliminates \$8.3m<sup>2</sup> of contingent management fees payable by IEF upon replacement of IML**

- Contingent management fees of \$8.3 million<sup>2</sup> payable by IEF unitholders to ING upon replacement of IML will be extinguished
- There is no consideration payable to ING by IEF, or Torchlight, as part of this Proposal

<sup>1</sup> On 10 October 2011, Australasian Equity Partners Fund No. 1 LP announced its intention to make a full takeover offer for 100% of the fully paid ordinary shares in PGC which may result in PGC being delisted from the NZX. If PGC is delisted, Torchlight does not expect that it will impact on Bodiam RE's ability to act as RE of IEF

<sup>2</sup> As at 30 June 2011

# 5. Fund Strategy

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## Bodiam RE's strategy for the Fund

**REIMA and IML have been assessing options to restructure the Fund into a listed hotel property and operating business (OpCo / PropCo)**

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Bodiam RE has advised that it supports the Fund's stated OpCo / PropCo strategy and will continue with the strategic review currently underway. The strategic review will consider:

- The advantages and disadvantages of various management models including an internally managed, stapled structure and an externally managed, stapled structure
- The appropriate capital structure for the Fund
- Capital management initiatives to address the Fund's future capital requirements
- Bodiam RE will consider the conditional agreement between a party related to Bodiam RE (Bodiam Operations Pty Limited) and the receivers appointed to Icon, whereby the Fund will have the right to acquire the Icon business and operating assets for \$11.4 million (Icon Acquisition). This agreement is conditional on a number of matters. The parties have agreed to extend the terms of this agreement to 31 March 2012
- The senior management team to execute the chosen strategy

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## **Torchlight intends to underwrite a \$15 million equity raising prior to 31 March 2012**

- Torchlight's commitment to the equity underwriting (subject to unitholder and regulatory approval) will assist IEF in funding its future capital requirements as identified in the strategic review and fund working capital requirements and acquisition costs in relation to the Icon Acquisition

## 6. Proposed Directors

The Bodiam RE Board has an independent chairman, a majority of independent directors and directors with expertise specifically related to the Fund's strategy

<b>Bryan Mogridge</b> <b>Independent Chairman<sup>1</sup></b> BSC ONZM FNZID	<ul style="list-style-type: none"><li>Bryan Mogridge has had 20 years experience as a Managing Director/CEO including General Manager of Corban Wines (1983-1984), Managing Director of Montana Wines (1984-1991), and Managing Director and CEO of Corporate Investment Ltd (Owner of Montana Wines) (1992-1997). Bryan was a shareholder and director of Montana Group until it was sold in 2001</li><li>Bryan is Vice-Chairman of UBS New Zealand, Chairman of Rakon Limited (NZX: RAK), Chairman of BUPA Cares Services Ltd, Chairman of Pyne Gould Corporation (NZX: PGC), a director of Mainfreight Ltd (NZX: MFT) and a director of Heartland Building Society Holdings Ltd (NZX: HNZ). Bryan is a fellow of the Institute of Directors, an Officer of the New Zealand Order of Merit and a Life Member of the NZ Wine Institute</li></ul>
<b>Deborah Cartwright</b> <b>Independent Director</b> B Com	<ul style="list-style-type: none"><li>Deborah Cartwright has 29 years' experience as a chartered accountant with Pitcher Partners Sydney, where she is currently the head of Corporate Advisory and Transaction Services. She is a Fellow of the Institute of Chartered Accountants, a fellow of the Taxation Institute of Australia, a registered company auditor, a registered tax agent and has extensive experience working with the hospitality industry</li></ul>
<b>Julian Davidson</b> <b>Independent Director</b> PMD Harvard	<ul style="list-style-type: none"><li>Julian Davidson is a highly experienced Australasian senior executive with extensive business leadership experience within the liquor industry. Julian is currently the CEO of Independent Liquor (New Zealand, USA and Canada) and has over 20 years senior experience within the liquor industry including Managing Director of Lion Breweries Limited from 2002 to 2005</li></ul>
<b>Russell Naylor</b> <b>Executive Director</b>	<ul style="list-style-type: none"><li>Russell Naylor has over 20 years experience in the finance industry including senior management roles with NAB in Sydney. Russell is an Executive Director of Bodiam RE and a Torchlight Investment Committee member</li></ul>

<sup>(1)</sup> While the chairman of Bodiam RE, Mr Bryan Mogridge, does have a commercial relationship with Torchlight and its parent entity, PGC, by virtue of him serving as an independent director on the board of PGC and previously on certain Torchlight fund boards and committees, Bodiam RE nevertheless believes that Mr Mogridge is an independent director for the purposes of ASX's corporate governance guidelines as that relationship will not materially interfere with him exercising his judgement independently

# 7. Constitutional Amendments

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- IML, in conjunction with Bodiam RE, has considered modernising and amending the Fund's Constitution for the following reasons:
  - > The Constitution has not been updated in any material respect since 2008 and it is considered an appropriate opportunity to bring the Constitution up to date to reflect both current market practice and regulatory changes
  - > The proposed insertion of provisions to facilitate the redemption of units increases the RE's ability to manage IEF's capital
  - > The Constitution contains provisions which are no longer operative and it is considered desirable to remove these provisions
- A special resolution that relates to proposed amendments to the Fund's Constitution will be put forward to IEF unitholders at the unitholder meeting. The special resolution is separate from, and not linked to, the ordinary resolution to change the RE of the Fund.
- Full details of the proposed amendments to the Fund's Constitution are contained in the Explanatory Memorandum
- The IML Directors unanimously recommend the amendments to the Fund's constitution as set out in the Explanatory Memorandum

## 8. Unitholder Meeting Information

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- IML has agreed to convene a Unitholder Meeting to consider the retirement of IML and appointment of Bodiam RE as the new RE of IEF
- The Unitholder Meeting will take place at Swissotel, 68 Market Street, Sydney at 10:00am on Monday, 5 December 2011
- A Notice of Meeting and Explanatory Memorandum will be lodged with the ASX and mailed to unitholders on or around 8 November 2011
  - > A copy of the notice of meeting and explanatory memorandum will be available on the IEF website at [www.ingrealestate.com.au](http://www.ingrealestate.com.au)
- The Notice of Meeting and Explanatory Memorandum contains important information in relation to the Proposal and the proposed changes to IEF's constitution. It also includes the reasons for the IML Independent Directors' recommendation and a discussion of the reasons to vote for and against the Resolution
  - > The Board of IML recommends unitholders read it carefully and in its entirety

## 9. Unitholder Resolutions

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### Resolution 1: Appointment of the new responsible entity of IEF

To consider and, if thought fit, to pass the following as an ordinary resolution:

***“ Subject to receipt of the AFSL Authorisation, “that upon the retirement of ING Management Limited (ACN 006 065 032) in accordance with section 601FL of the Corporations Act 2001 (Cth), Bodiam RE Limited (ACN 60 145 968 574) be appointed as the new responsible entity of ING Real Estate Entertainment Fund (ARSN 108 982 627).”***

### Resolution 2: Changes to the Fund’s Constitution

To consider and, if thought fit, to pass the following as a special resolution:

***“To approve the modifications to the Constitution of the ING Real Estate Entertainment Fund (ARSN 108 982 627) as outlined in the marked-up version of the Constitution as attached to this Notice of Meeting and Explanatory Statement and marked “A”.”***

# 10. Timetable to Implementation

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<b>Event</b>	<b>Date</b>
Last date and time to lodge Proxy Forms	Saturday, 3 December 2011 at 10.00am
Unitholder Meeting Record Date	Saturday, 3 December 2011 at 10.00am
Meeting Date	Monday, 5 December 2011 at 10.00am
<b>If the Proposal is approved by IEF Unitholders:</b>	
Retirement of IML as responsible entity of IEF and appointment of Bodiam RE	The day that Bodiam RE appears on the ASIC register (this date will be at least two days after the meeting and receipt of AFSL Authorisation)

Note: Dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Sydney time. Any changes to the timetable will be notified to ASX and posted on IEF's website at [www.ingrealestate.com.au](http://www.ingrealestate.com.au)

# Disclaimer

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This presentation was prepared by ING Management Limited (ABN 15 006 065 032) (the “Responsible Entity”) in respect of ING Real Estate Entertainment Fund (ARSN 108 982 627) (“IEF”). Information contained in this presentation is current as at **1 November 2011**. This presentation is provided for information purposes only and has been prepared without taking account of any particular reader's financial situation, objectives or needs. Nothing contained in this presentation constitutes investment, legal, tax or other advice. Accordingly, readers should, before acting on any information in this presentation, consider its appropriateness, having regard to their objectives, financial situation and needs, and seek the assistance of their financial or other licensed professional adviser before making any investment decision. This presentation does not constitute an offer, invitation, solicitation or recommendation with respect to the subscription for, purchase or sale of any security, nor does it form the basis of any contract or commitment.

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