
Australian Leisure and Entertainment Property Management
Limited (the ***Company***)

and

Australian Leisure and Entertainment Property Trust (the
Trust)

Agenda and Chair's Script for Annual General Meeting
to be held at the Westin, Sydney
at 10.00 am on Tuesday, 26 October 2004.

1. Constitution of Meeting

Chair to stand and say:

Ladies and Gentlemen

As the appointed time has arrived and as the necessary quorum¹ is present, I declare this annual general meeting of the Australian Leisure and Entertainment Property Management Limited in conjunction with the annual meeting of Australian Leisure and Entertainment Property Trust properly constituted and open.

My name is Peter Warne and as chairman of the ALE Property Group I welcome you to our first annual general meeting.

Allow me to introduce to you the members of your board of directors, if you are not already acquainted with them:

- Helen Wright;
- John Henderson;
- James McNally; and
- Mr Brendan Howell, our company secretary;

Our management team are also with us today and I would like to introduce Andrew Wilkinson, CEO of ALE Property Group and Mr Darren Barkas our Property Trust Manager.

The Board and Management look forward to meeting with shareholders at the conclusion of the meeting.

2. Tabling of Notice of Meeting

Chair to say:

I table the notice of meeting dated 24 September 2004 which contains 3 items of ordinary business.

With your permission, I suggest we take the notice of meeting as read.

Is this agreed?

Assuming the suggestion is agreed, Chair to say:

Thank you.

3. Auditor Present at Meeting

Chair to say:

I should also like to inform shareholders that Mr Scott Hadfield a partner of PricewaterhouseCoopers, our auditor, is present and available to answer any questions relating to the conduct of the audit and the preparation and content of the audit report.

Chairman's Presentation

Today I would like to cover a number of areas:

- Our financial performance for the last year
- Our business performance to date
- Some detail on the approach your Board has taken with Corporate Governance, and
- The outlook for the ALE Group going forward

Prior to the resolutions and general questions, our CEO, Mr Andrew Wilkinson, will give further details on our financial performance and provide you with an update on the operating performance of the Group.

Year in Review

It is my great pleasure to announce that for the period ended 30 June 2004 ALE was able to improve on every one of its Product Disclosure Statements or PDS forecasts. Our net profit was \$3.90m versus the prospectus forecast of \$1.79m and earnings before amortisation were up over 33% from the prospectus forecast to \$7.97m.

This performance allowed us to increase our distribution to 7.5 cents per stapled security, up from the 6.6 cent distribution forecast in the PDS. The increased distribution takes into account the positive results which we expect will be sustained in future years.

We were also pleased to announce in August that our portfolio had been revalued to \$576.66m, 7.6% above what we paid for the properties in November 2003 and above the level of the valuation completed in August 2003. Andrew Wilkinson will provide you with more detail on this valuation in his address.

We have a quality business, backed by a secure income flow which allowed us to structure an innovative debt and equity funding strategy. The support shown by you, our investors, for both the debt and equity offering was very pleasing. We thank you for your support both at the initial public offering and also throughout the past year.

During the year we welcomed Andrew Wilkinson as our CEO. Andrew was previously a partner with PricewaterhouseCoopers where he specialised in providing financial and strategic advice on property and infrastructure portfolios. Andrew is supported by a small team consisting of Darren Barkas as Property Trust Manager, Brendan Howell as Company Secretary and Lori Hamilton-Barrett as Executive Assistant. As a board, we commend the management team on their performance to date and look forward to working closely with them in the future.

I would like to announce today that your board has invited Mr Wilkinson to join the board as a director as part of his role as Chief Executive. Andrew has accepted

our invitation and his appointment will take effect in the next month or so once the contractual arrangements are put in place.

Developing appropriate corporate governance guidelines has been a priority for your board. We have established an Audit, Compliance and Risk Management Committee and have developed guidelines for Board practice and Company reporting. Given the relatively small size of our management team and Board, your Board has determined that separate Nominations and Remuneration Committees are not necessary and that the Board as a whole will fulfil these functions. Our website provides full details on our corporate governance practices.

As you are no doubt aware, a number of takeover offers have been made for our tenant ALH over the last few months. Bruandwo, a Company jointly owned by The Bruce Mathieson Group and Woolworths Ltd, Newbridge Capital, a US venture capital firm and CMM, a company jointly owned by Macquarie Bank and Coles Myer Limited have each made bids for ALH. The bids by Bruandwo and CMM continue to remain open. Whilst this does not directly impact ALE, we continue to closely observe developments. You may have noticed that we have made a number of announcements clarifying some issues relating to the status of our leases and ALH's entitlement to the development rights associated with our properties. Our agreements with ALH ensure that our security holders will not be directly impacted by such a takeover, we will continue to keep you updated.

You may have also seen that Standard and Poors credit ratings agency has put the credit rating of the \$150 million of ALE Notes on credit watch negative. This is as a result of the CMM bid and the higher level of debt in the CMM vehicle. Your board released an announcement regarding this decision by Standard and Poors which expressed our disappointment, particularly as the credit support provided by Fosters will remain in place and that Coles Myer and Macquarie Bank are both substantial Australian companies.

We note that Moodys Investors Services has not changed its view of the ALE Notes and that Standard and Poors has stated that credit rating of the \$330m of CMBS debt is unchanged.

Going forward, we expect to see continued solid performance from the Group. Anticipated rent increases in line with the change in the consumer price index or CPI, to be announced tomorrow, combined with our hedged interest rates and stable lease structure allow us to offer you, our security holders, continued strong results. We anticipate that distributions for the next two years will be higher than those forecast in the PDS.

The level of our future income is difficult to predict with complete accuracy as it is dependent on a number of factors including the change in the CPI and the level interest rates paid on our cash balances. However, at this stage of the year your board expects that the distribution for the 2004/05 year will be at least 12.5 cents per stapled security and will be 100% tax deferred. This compares with a forecast in the PDS of 10.95 cents.

On behalf of my fellow Directors, I thank you for your support of ALE.

I now invite Andrew Wilkinson our CEO to speak in relation to the activities of the ALE Group.

[AW to present slides]

Chair continues:

Thank you Andrew for your presentation. Does any shareholder wish to speak or ask any questions on Andrew's presentation. Please raise your hand and a microphone will be brought to you. I would request that you please state your name before asking your question.

[Period for questions]

Now I will move on to our first item of business.

Item 1 – Receive 30 June 2004 Accounts

Chair continues:

<p>I now lay before this meeting of shareholders the Statement of Financial Performance for the financial year ended 30 June 2004, the Statement of Financial Position as at that date, the report of the directors and the auditor's report.</p>

Does any shareholder wish to speak or ask questions on the accounts?

Item 2 – Appointment of PricewaterhouseCoopers as auditor

Chair to say:

The next item on the agenda is the appointment of PricewaterhouseCoopers as auditor.

PricewaterhouseCoopers have consented to the appointment as auditor.

I now ask a shareholder to move that PricewaterhouseCoopers be elected as auditor of the company and trust.

Shareholder moves motion.

Will another shareholder now please second the motion?

Seconded by _____

Chair:

Does any shareholder wish to speak on the motion?

Following the discussion, the Chair says:

Before I put the motion to the meeting, shareholders should be aware that proxies received by the company secretary from shareholders total 28,585,534 securities, enabling either the chair or other shareholders present to vote as follows:

[REFER TO SLIDE]

Will those in favour of the motion please raise your blue card.

Those against?

I declare the motion carried.

Item 3 – Election of Directors

Chair to say:

The next item on the agenda is the election of directors.

Mr James McNally has resigned as a director of the Company in accordance with the Company's Constitution and Listing Rule 14.4 and being eligible for re-election has offered himself for re-election.

I refer to James McNally's details included with the Notice of Meeting, and confirm the Board's support for James' re-appointment.

I now ask a shareholder to move that Mr James McNally be re-elected as a director of the company.

Shareholder moves motion.

Will another shareholder now please second the motion.

Seconded by _____

Chair:

Does any shareholder wish to speak on the motion?

Following the discussion, the Chair says:

Before I put the motion to the meeting, Shareholders should be aware that proxies received by the company secretary from shareholders total 28,585,534 securities, enabling either the chair or other shareholders present to vote as follows:

[REFER TO SLIDE]

Will those in favour of the motion please raise your blue card.

Those against?

I declare the motion carried.

Questions

I would now like to give you an opportunity to ask any final questions.

4. Close of Meeting

There being no (more) questions, I now declare the 2004 Annual General Meeting closed.

I would like to thank you all for your attendance at today's meeting and invite you to join us for refreshments.