

**DUNDEE INTERNATIONAL REIT**  
SECOND QUARTER 2012

**Q2**

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## Letter to unitholders

It is hard to believe that a year has passed since our IPO in August 2011. I would like to use this milestone to reflect on the last year, our accomplishments, the challenges along the way and the future strategy for our business.

Over the last 12 months, we have grown and improved our asset base and have gained a solid understanding of the European operating environment. Dundee International is becoming a recognized name in German real estate circles, resulting in a steady stream of new investment opportunities, both for single assets and portfolio acquisitions. We are excited about the quality of assets we have acquired to date, as well as the properties in our pipeline.

Since our IPO last August, the occupancy in our Initial Portfolio has remained stable, growing from 87.2% to 87.9%. Factoring in acquisitions, the overall occupancy rate is 88.3% at the end of the second quarter 2012.

In the past year, we've been focused on building our local platform of real estate expertise. Earlier this year, we hired two senior German real estate professionals to enhance both our operations and local profile. Most recently we supplemented our skill set with the addition of the former German head of leasing for a leading global investment firm. Together, these professionals will be instrumental in actively growing occupancy in the portfolio and maximizing the value of our real estate.

In April, we completed our first offering of units since our IPO, raising net proceeds of \$44.6 million to be used to further grow and diversify our portfolio. We continue to enjoy the support of the capital markets and significant demand for our stock. On the lending side, we have been focused on building relationships with European lenders and are working to refinance a portion of our initial credit facility to diversify our debt maturities. The debt markets for real estate in Germany have become progressively more difficult over the last 12 months. However, we have been able to demonstrate that for each acquisition we complete, debt is available at very attractive rates. In addition, we have just finalized the terms of an operating line, providing additional financing capacity of €10 million of operating funds and up to €35 million as bridge-to-mortgage financing.

Year-to-date, we have added approximately \$153 million in high-quality properties to our portfolio and have an active acquisition pipeline which will allow us to deploy our cash, further grow our business and diversify our tenant base. Our most recent acquisition - doubleU - a newly completed fully leased office property in Düsseldorf, was finalized at a cap rate of 6.4% and mortgage financed at a 58% loan-to-value with a face rate of 2.09%.

With respect to our second quarter, our financial results were slightly impacted by undeployed cash from our equity offering. At \$11.8 million and \$11.2 million, respectively, both our funds from operations ("FFO") and our adjusted funds from operations ("AFFO") for the quarter were slightly behind our forecast. On a per unit basis, basic FFO and AFFO are \$0.21 and \$0.20, respectively. Excluding the impact of undeployed cash, FFO and AFFO per unit would be three cents higher at \$0.24 and \$0.23, respectively, compared to forecast of \$0.25 and \$0.24.

Germany has shown remarkable resilience and both the economy overall and the real estate markets have performed well. The opportunities for growth of our REIT in the German market are very compelling, as we were able to demonstrate with our three high-quality acquisitions this year. We feel confident that we will continue to find opportunities to acquire assets that both satisfy our yield criteria and continue the transformation of Dundee International.

On behalf of our management team and our Board of Trustees, I'd like to thank you for your support over the last 12 months and look forward to the next phase of our business.



**P. JANE GAVAN**

President and Chief Executive Officer  
August 8, 2012

## Management's discussion and analysis

(All dollar amounts in our tables are presented in thousands of Canadian dollars, except rental rates, unit and per unit amounts.)

### SECTION I – OVERVIEW AND FINANCIAL HIGHLIGHTS

- \$153 million of accretive acquisitions closed in 2012 at an average cap rate of 7.0%
- doubleU – the Trust's most recent acquisition – was acquired at a cap rate of 6.4% and financed at a five-year face rate of 2.09%
- Commitment letter for a revolving credit facility, providing additional financing capacity of €10 million of operating funds and up to €35 million as a bridge-to-mortgage financing

	For the three months ended June 30, 2012 <sup>(2)</sup>	Financial forecast for the three months ended June 30, 2012 <sup>(1)(2)</sup>	For the six months ended June 30, 2012 <sup>(2)</sup>	Financial forecast for the six months ended June 30, 2012 <sup>(1)(2)</sup>
<b>Operations</b>				
Occupancy rate (period-end)	<b>88%</b>			
In-place rent per square foot	<b>7.56</b>			
<b>Operating results</b>				
Investment properties revenue	<b>\$ 34,896</b>	\$ 36,161	<b>\$ 68,970</b>	\$ 72,106
Net rental income	<b>20,904</b>	21,112	<b>41,641</b>	42,014
Funds from operations ("FFO") <sup>(3)</sup>	<b>11,767</b>	11,942	<b>23,529</b>	23,601
Adjusted funds from operations ("AFFO") <sup>(4)</sup>	<b>11,231</b>	11,284	<b>22,415</b>	22,274
<b>Distributions</b>				
Declared distributions and interest on Exchangeable Notes	<b>\$ 11,255</b>	\$ 9,400	<b>\$ 21,552</b>	\$ 18,801
Distributions paid and payable in cash (including interest on Exchangeable Notes)	<b>10,843</b>	9,400	<b>21,001</b>	18,801
<b>Financing</b>				
Weighted average interest rate (period-end)	<b>4.21%</b>	4.45%	<b>4.21%</b>	4.45%
Interest coverage ratio	<b>3.05 times</b>	2.58 times	<b>2.91 times</b>	2.57 times
<b>Per unit amounts</b>				
<b>Basic:<sup>(5)</sup></b>				
FFO <sup>(3)</sup>	<b>0.21</b>	0.25	<b>0.44</b>	0.49
AFFO <sup>(4)</sup>	<b>0.20</b>	0.24	<b>0.42</b>	0.47
Distribution rate	<b>0.20</b>	0.20	<b>0.40</b>	0.40
<b>Basic (excluding impact of undeployed cash):</b>				
FFO <sup>(3)</sup>	<b>0.24</b>	0.25	<b>0.50</b>	0.49
AFFO <sup>(4)</sup>	<b>0.23</b>	0.24	<b>0.48</b>	0.47

FFO and AFFO are key measures of performance used by real estate operating companies; however, they are not defined under IFRS, do not have standard meanings and may not be comparable with other industries or income trusts.

(1) Financial Forecast – Refers to the financial forecast for the three-month and six-month periods ending June 30, 2012, included in our prospectus dated July 21, 2011.

(2) Results from operations were converted into Canadian dollars from euros using the following average exchange rates: the three- and six-month actuals were converted at \$1.296:€1 and \$1.304:€1, respectively; the three- and six-month forecast amounts were converted at \$1.365:€1.

(3) FFO – The reconciliation of FFO to net income can be found on page 25.

(4) AFFO – The reconciliation of AFFO to FFO and net income can be found on page 25.

(5) A description of the determination of basic and diluted amounts per unit can be found on page 26.

## BASIS OF PRESENTATION

Our discussion and analysis of the financial position and results of operations of Dundee International Real Estate Investment Trust (“Dundee International REIT” or the “Trust”) should be read in conjunction with the audited consolidated financial statements and unaudited interim condensed financial statements of Dundee International REIT for the periods ended December 31, 2011 and June 30, 2012, respectively.

The Trust’s basis of financial reporting is International Financial Reporting Standards (“IFRS”).

This management’s discussion and analysis has been dated as at July 31, 2012, except where otherwise noted. For simplicity, throughout this discussion, we may make reference to the following:

- “Debentures”, meaning the 5.5% convertible unsecured subordinated debentures of the Trust due July 31, 2018;
- “Exchangeable Notes”, meaning the Exchangeable Notes, Series A and the Exchangeable Notes, Series B issued by a subsidiary of Dundee International REIT;
- “GLA”, meaning gross leasable area;
- “Initial Properties”, meaning the income-producing properties we acquired on August 3, 2011; and
- “Units”, meaning the units of the Trust.

Certain information has been obtained from CB Richard Ellis Office Market Overview Q2 2012, a publication prepared by a commercial firm that provides information relating to the German real estate industry. Although we believe this information is reliable, the accuracy and completeness of this information is not guaranteed. We have not independently verified this information and make no representation as to its accuracy.

When we refer to Deutsche Post as being the lessee or the tenant of the Initial Properties, we are referring to DPI, which is a wholly owned subsidiary of Deutsche Post. Deutsche Post has provided a letter of support with respect to DPI and its ability to carry out its obligations under leases for the Initial Properties.

In addition, certain disclosure incorporated by reference into this report includes information regarding Deutsche Post, Deutsche Postbank and Deutsche Telekom that has been obtained from publicly available information. We have not independently verified any of such information.

Certain information herein contains or incorporates comments that constitute forward-looking information within the meaning of applicable securities legislation. Forward-looking information is based upon a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond Dundee International REIT’s control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, global and local economic, business and government conditions; the financial condition of tenants; concentration of our tenants; our ability to refinance maturing debt; leasing risks, including those associated with the ability to lease vacant space and the timing of lease terminations; our ability to source and complete accretive acquisitions; changes in tax laws or the application thereof; and interest and currency rate fluctuations.

Although the forward-looking statements contained in this management’s discussion and analysis are based upon what we believe are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements and information include, but are not limited to, general economic conditions; local real estate conditions, including the development of properties in close proximity to the Trust’s properties; timely leasing of vacant space and re-leasing of occupied space upon expiration; dependence on tenants’ financial condition; the uncertainties of acquisition activity; the ability to effectively integrate acquisitions; interest rates; availability of equity and debt financing; that the Trust is exempt from the specified investment flow-through trust (“SIFT”) rules under the *Income Tax Act* (Canada); and other risks and factors described from time to time in the documents filed by the Trust with the securities regulators.

All forward-looking information is as of July 31, 2012, except where otherwise noted. Except as required by securities law in connection with our financial forecast included in our prospectus dated July 21, 2011, Dundee International REIT does not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise. Additional information about these assumptions and risks and uncertainties is contained in our filings with securities regulators. These filings are also available on our website at [www.dundeeinternational.com](http://www.dundeeinternational.com).

## BACKGROUND

Dundee International REIT is an unincorporated, open-ended real estate investment trust that was formed to provide investors with the opportunity to invest in real estate exclusively outside of Canada. Dundee International REIT was founded by Dundee Realty Corporation (“DRC”), which is our asset manager. Our units are listed on the Toronto Stock Exchange under the trading symbol DI.UN.

On August 3, 2011, Dundee International REIT completed an IPO of Units and Debentures for aggregate gross proceeds of \$410 million. Concurrently with the IPO, Dundee Corporation and Dundee Realty Corporation purchased Units at an aggregate price of \$120 million. These proceeds (net of issue costs and working capital requirements), together with approximately €58.6 million (\$80 million) of proceeds from the sale of Exchangeable Notes and €328.5 million (\$448 million) in term debt financing, were used to fund the amount payable of \$1,007 million for a portfolio of real estate assets located in Germany.

As at June 30, 2012, our portfolio consisted of 294 office, mixed use and industrial properties comprising approximately 12.8 million square feet of GLA located in Germany.

We will be exempt from the SIFT rules, taking into account all proposed amendments to such rules, as long as we comply at all times with our investment guidelines which, among other things, only permit us to invest in properties or assets located outside of Canada. We do not rely on the REIT exception under the *Income Tax Act* (Canada) in order to be exempt from the SIFT rules. As a result, we are not subject to the same restrictions on our activities as those that apply to Canadian real estate investment trusts that do rely on the REIT exception. This gives us flexibility in terms of the nature and scope of our investments and other activities. Because we do not own taxable Canadian property (as defined in the *Income Tax Act* [Canada]), we are not subject to restrictions on our ownership by non-Canadian investors.

## OUR OBJECTIVES

We are committed to:

- managing our investments to provide stable, sustainable and growing cash flows through investments in commercial real estate located outside of Canada;
- building a diversified, growth-oriented portfolio of commercial properties based on an initial portfolio in Germany;
- capitalizing on internal growth and seeking accretive acquisition opportunities in our target markets;
- growing the value of our assets and maximizing the long-term value of our Units through the active and efficient management of our assets; and
- providing predictable and growing cash distributions per Unit, on a tax-efficient basis.

## OUR STRATEGY

Our core strategy is to invest in income-producing properties outside of Canada that provide stable, sustainable and growing cash flows. Our methodology to execute our strategy and to meet our objectives includes:

### **Optimizing the performance, value and long-term cash flow of our properties**

We manage our properties to optimize their performance, value and long-term cash flow. We seek to do this by achieving high occupancy and rental rates. Together with our management team in Canada, we also have an established management team in Germany and Luxembourg, bringing a history with our properties, continuity with our major tenant, deep market knowledge and established relationships with other market participants. Leasing, capital expenditure and construction initiatives are internally managed by us, while an affiliate of our major tenant continues to provide property management services for our Initial Properties and is responsible for all day-to-day operations, including the general maintenance, rent collection and administration of operating expenses and tenant leases.

### **Diversifying our portfolio to mitigate risk**

We seek to diversify our portfolio to increase value on a per unit basis, further improve the sustainability of our distributions and strengthen our tenant profile. We anticipate that our profile in Europe, our relationships, our management team in Germany and Luxembourg, and the expertise of our board members and senior management team will provide us with opportunities to take advantage of real estate transactions available in Germany and other European countries.

### **Investing in stable income-producing properties outside of Canada**

When considering acquisition opportunities, we look for properties with quality tenancies and strong occupancy, and assess how acquisition opportunities complement our properties and have the potential to create additional value. We pursue acquisition opportunities independently as well as by partnering with existing local operators and by growing with Canadian groups as they expand their reach outside of Canada. In considering future acquisitions, we intend to focus on countries with a stable business and operating environment, a liquid market for real estate investments, a legal framework that provides adequate rights and protections for owners of property, and a manageable foreign investment regime. We will consider investment opportunities in income-producing properties that are accretive, provide stable, sustainable and growing cash flows, and enable us to realize synergies within our portfolio of properties. The execution of this strategy will be consistently reviewed and will also include engaging in dispositions of properties and optimizing our capital structure.

### **Maintaining and strengthening a conservative financial profile**

We operate our investments in a disciplined manner, with a focus on financial analysis and balance sheet management to ensure that we maintain a prudent capital structure and conservative financial profile. We intend to generate stable cash flows sufficient to fund our distributions while maintaining a conservative debt ratio. Our preference will be to ultimately stagger our debt maturities to mitigate our interest rate risk and limit refinancing exposure in any particular period. We have also implemented a foreign exchange hedging strategy to provide greater certainty regarding the payment of distributions to unitholders and interest to debenture holders.

## OUR ASSETS

As at June 30, 2012, our assets consisted of a portfolio of 294 office, mixed use and industrial properties, with a small residential component, comprising approximately 12.8 million square feet of GLA located in Germany. Our properties are strategically located in major city and town centres, often on a central square in close proximity to the main train station and/or bus station. The locations typically provide excellent visibility, access to a major street and proximity to a transportation hub and city centre pedestrian/shopping areas.

Throughout this document, we make reference to the following three asset categories:

### Office

As at June 30, 2012, this category included two office properties acquired in 2012 as well as eight regional administration headquarters pertaining to the Initial Properties acquired in August 2011. The Initial Properties contain national and regional administration offices of Deutsche Post and are generally located just outside major city centres and typically have the highest rental rates of the three asset categories.

### Mixed use

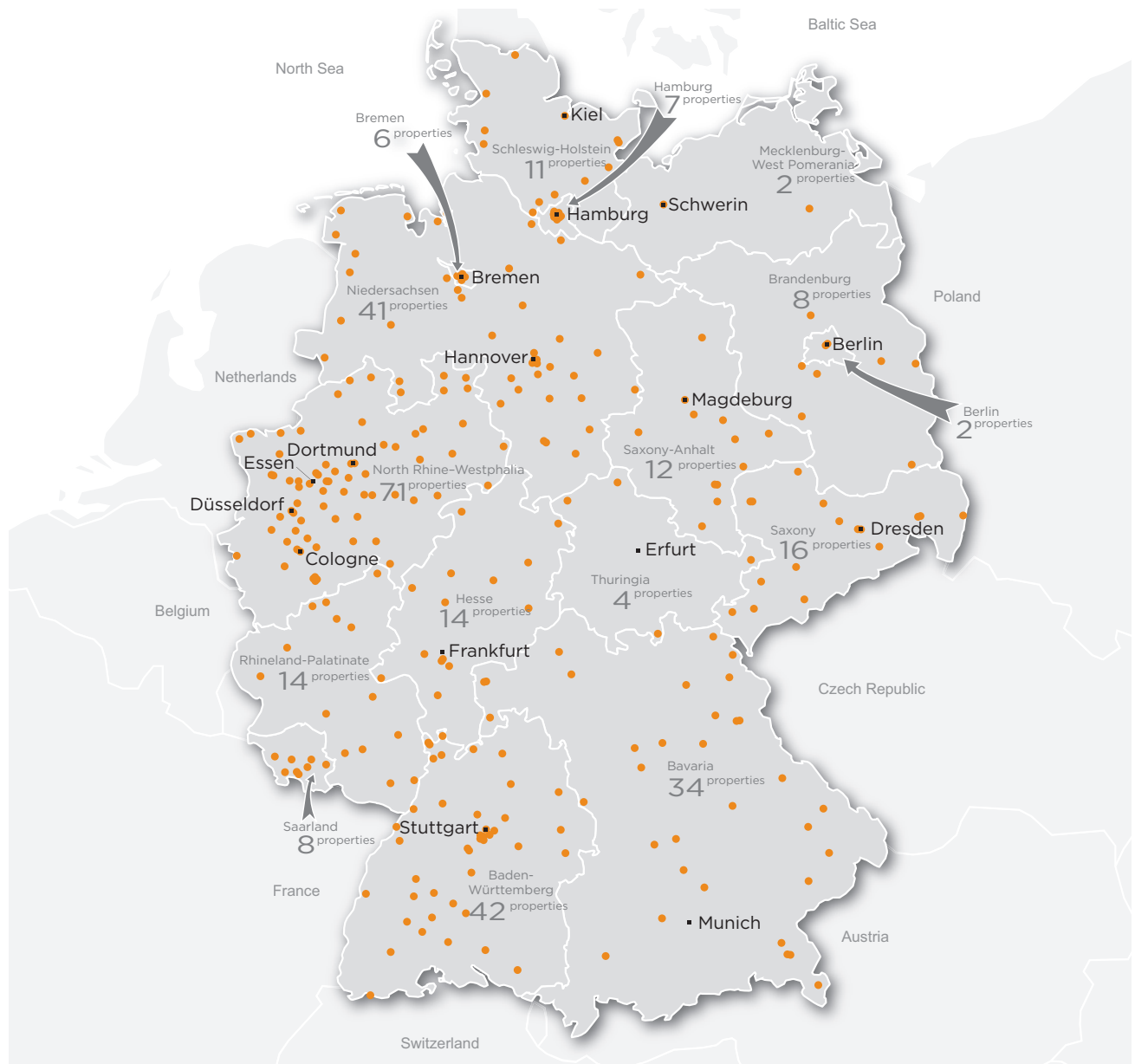
This category includes mixed use retail, banking and distribution properties that contain mail and distribution centres and administration offices of Deutsche Post. The properties are generally strategically located near central train stations and main retail areas and are easily accessible by public transport.

### Industrial

This category includes regional logistics headquarters. The properties in this category are typically used as strategic logistics facilities that are critical elements of Deutsche Post's distribution network. The properties are mostly located near major cities and have access to significant infrastructure, including railways and highways.



The map below shows the locations of our assets in Germany.



Our properties are located throughout Germany with a heavy concentration in the Western German states of North-Rhine Westphalia, Baden-Württemberg, Niedersachsen, Bavaria and Hesse. Approximately 70% of our overall GLA is located in these five states.

The table below highlights the geographic diversification of our properties as at June 30, 2012.

States	Total GLA (sq. ft.)	Total GLA (%)	Weighted average occupancy (%)
Baden-Württemberg	1,623,823	13%	93%
Bavaria	1,730,028	14%	89%
Berlin	53,767	—	91%
Brandenburg	141,370	1%	88%
Bremen	320,885	2%	86%
Hamburg	486,330	4%	89%
Hesse	1,041,500	8%	90%
Mecklenburg-West Pomerania	101,023	1%	87%
Niedersachsen	1,804,282	14%	81%
North Rhine-Westphalia	2,763,868	22%	91%
Rhineland-Palatinate	501,275	4%	86%
Saarland	482,671	4%	91%
Saxony	644,414	5%	78%
Saxony-Anhalt	449,226	3%	85%
Schleswig-Holstein	536,904	4%	96%
Thuringia	127,267	1%	70%
<b>Total</b>	<b>12,808,633</b>	<b>100%</b>	<b>88%</b>

A comprehensive list of all properties can be found in the Appendix starting on page 48 of this report.

## TENANTS

### Deutsche Post

As at June 30, 2012, all but two of the REIT's properties were formerly owned by Deutsche Post. Deutsche Post contributes approximately 79% to the Trust's overall gross rental income ("GRI").

Deutsche Post is an integral part of the German economy and continues to be an important part of day-to-day life in Germany. Deutsche Post is Europe's largest postal company and the only provider of universal postal services in Germany. Through its acquisition of DHL in 2002, Deutsche Post has become a global logistics market leader. It employs approximately 470,000 people in more than 220 countries and territories. As the only provider of universal postal services in Germany, Deutsche Post must provide certain minimum levels of service to German residents. On a daily basis, it serves two to three million customers through its retail outlets and delivers 65 million letters and 2.9 million parcels within Germany via mail and parcel sorting facilities. Its infrastructure network in Germany includes 82 mail centres, 33 parcel centres and 20,000 retail outlets and points of sale.

As a result of the high barriers to entry, Deutsche Post holds an approximate 87% market share of the €6.0 billion domestic mail communication market in Germany, in addition to holding an approximate 39% market share of the €6.8 billion domestic parcel market. Deutsche Post's position in the parcel market provides an opportunity for growth as businesses and consumer activities in online commerce continue to expand, thereby increasing non-letter mail volumes.

### Deutsche Postbank ("Postbank")

Our portfolio features approximately 200 Postbank branches, allowing for the delivery of integrated financial and postal services. The properties featuring Postbank branches are typically located at ground level with a view to attracting a high volume of retail and business customers seeking financial or postal services. These locations may include retail space (where consumer staples are offered for sale), a banking or investment advisory area, mailboxes for rent, an automated postal/banking services station or traditional banking teller service.

Many Postbank branches in our properties have recently undergone refurbishment and now feature contemporary designs, expanded retail sections, enhanced lighting and automated postal and financial services centres. The delivery of banking and postal services are integrated such that customers can purchase consumer staples, send or receive mail or parcels, and attend to their financial service needs, including making deposits, loans, transfers and investments and purchasing insurance.

Postbank is a public company controlled by Deutsche Bank and is integral to their retail banking business. Postbank offers retail financial services in their branches within Deutsche Post's network, which generates increased traffic through the postal services offered in those branches. There are 4,500 branches of Deutsche Post in which selected Postbank financial services are available. Postbank offers comprehensive financial services as well as postal services in its own 1,100 branches.

With 14 million active domestic customers and over 19,000 employees, Postbank is one of Germany's major financial services providers. Postbank's focus is on its retail business with private customers. Postbank has the densest branch network of any bank in Germany, which makes it conveniently accessible and attractive to its retail banking customer base.

### **ERGO Versicherungs AG**

After Deutsche Post, ERGO Versicherungs AG ("ERGO") is the second-largest tenant in our portfolio. With approximately 50,000 employees, it is one of the largest insurance companies in Germany. ERGO belongs to the Munich RE group of companies. ERGO occupies approximately 2.1% of the GLA of our properties and currently generates approximately 5.4% of the portfolio's overall GRI.

### **Deutsche Telekom**

Deutsche Telekom is one of the world's leading telecommunications and information technology service companies. In 2011, Deutsche Telekom Group generated revenue of approximately €58 billion, and had approximately 236,000 employees in total as of December 31, 2011.

Deutsche Telekom occupies approximately 1.4% of the GLA of our properties and currently generates approximately 2.2% of the portfolio's overall GRI. The occupied space is mainly used for server and cable rooms, forming an integral part of Deutsche Telekom's infrastructure.

## **MARKET OVERVIEW – GERMANY**

### **German economy**

The German economy has long been a driver as well as a beneficiary of a globalized economy. Germany has established itself as a key location for production sites and is a country with a favourable business environment. Similar to Canada, Germany is a country with a history of political, legal and financial stability and provides an attractive climate for long-term investment.

### **Recent developments**

Overall, the German economy performed well during the first six months of 2012 despite the continuing sovereign debt crisis in Europe. German GDP increased by 3%<sup>(1)</sup> in 2011, the highest in all of the G7 countries, and by 0.5%<sup>(1)</sup> in the first quarter of 2012. According to estimates by the International Monetary Fund, 2012 GDP growth in Germany is expected to be approximately 1.0%. Germany's unemployment rate continues to show resilience with a rate of 6.6%<sup>(1)</sup> in June 2012. While domestic demand continues to be the main driver of growth, the country's export strength also helped to escape the worst effects of Europe's debt crisis. The weaker euro has benefitted German exports to non-euro countries.

<sup>(1)</sup> Statistisches Bundesamt Deutschland ("Destatis")

### **Economic impact on the German real estate sector**

The commercial real estate market in Germany continued to perform well during the second quarter of 2012. The stability in the office market is supported by a relatively moderate degree of new space coming to market as well as the redevelopment of vacant office space for alternative use. With limited new supply, overall office vacancies further decreased year-over-year from 10.9% to 10.1% in the five largest office markets during the second quarter 2012.<sup>(2)</sup>

While the overall investment market saw a decline in the first half of 2012 of approximately 15% to €9.4 billion compared to the same period last year, office properties were the dominating asset class with almost €4.4 billion changing hands during the first half of 2012. This was an increase of 50% compared to the same period last year. Overall, investors continued to focus on core product. Net initial yields further compressed in the second quarter due to Germany's position as one of the most secure investment locations.<sup>(3)</sup>

### **OUTLOOK**

During the first year following the Trust's IPO, we have reported solid results for each of the four quarters since August 2011. The occupancy in our Initial Portfolio has remained stable and we are starting to see the benefits of the acquisitions we completed in 2012. While the environment in Europe remains challenging, Germany shows continued resilience and we are seeing many opportunities for growth. Overall, we remain focused on increasing the occupancy of our Initial Properties.

In April, we completed our first offering of units, raising net proceeds of \$44.6 million. At the end of April, we acquired a fully leased office property in Nuremberg that is accretive to our AFFO. Subsequent to the end of the second quarter, we acquired an office property in Düsseldorf at a cap rate of 6.4% and obtained financing at 58% loan-to-value with a face rate of 2.09%. The 142,000 square foot building, which is fully leased, was completed in early 2012 and will further enhance the quality of Dundee International REIT's portfolio. Year-to-date, we have added approximately \$153 million in high-quality properties to our portfolio and we have an active acquisition pipeline which will allow us to deploy our cash, further grow our business and enhance our tenant base.

We continue to work closely with Deutsche Post, not only to lease back space in the previously terminated buildings, but also to understand their future requirements in order to address their needs within the current portfolio.

The lending environment in Europe remains challenging and we continue our focus on building relationships with European lenders. However, we have been able to demonstrate that for each acquisition debt is available at very attractive rates. Subsequent to the end of the second quarter, we finalized the terms of an operating line, providing additional financing capacity of €10 million of operating funds and up to €35 million as a bridge-to-mortgage financing.

We are very focused on growing our business in Germany, which continues to be the economic engine of Europe, and believe that we can capitalize on attractive acquisition opportunities and further grow and improve our business.

<sup>(2)</sup> CBRE Office Market Overview Q2 2012

<sup>(3)</sup> CBRE MarketView, Germany Investment Quarterly

## SECTION II — EXECUTING THE STRATEGY

**OUR OPERATIONS**

The following key performance indicators related to our operations influence the cash generated from operating activities.

Performance indicators	June 30, 2012	December 31, 2011
Occupancy rate <sup>(1)</sup>	<b>88%</b>	88%
In-place rental rates	<b>\$ 7.56</b>	\$ 7.13
Tenant maturity profile — average term to maturity <sup>(2)</sup>	<b>5.6 years</b>	5.9 years

<sup>(1)</sup> Includes in-place occupancy at June 30, 2012.

<sup>(2)</sup> 2012 terminations with respect to 17 properties are reflected as June 2014 terminations due to a two-year head lease.

**Occupancy**

The overall weighted average occupancy rate across our portfolio increased to 88.3% at June 30, 2012, compared to 87.8% at the end of 2011. Overall occupied space increased to 11.3 million square feet at the end of the second quarter from 10.8 million square feet at December 31, 2011, an increase of approximately 0.5 million square feet, largely due to the acquisitions of Grammophon Büropark and Karl-Martell-Strasse 60 in February 2012 and April 2012, respectively. Excluding the impact of acquisitions, occupancy in our Initial Portfolio increased to 87.9% at the end of the second quarter, compared to 87.2% and 87.8% at the time of our IPO and the end of 2011, respectively.

The table below details the percentage of occupied and committed space for the previous four quarters.

(percentage)	Q2 2012	Q1 2012	Q4 2011	Q3 2011
Office	<b>90.0</b>	86.5	84.4	84.2
Mixed use	<b>88.1</b>	88.0	88.3	88.2
Industrial	<b>87.8</b>	87.7	87.2	87.0
Total	<b>88.3</b>	87.8	87.8	87.7

**Vacancy schedule**

The tables below highlight our leasing activity. During the second quarter of 2012, our overall vacancy decreased slightly by 2,926 square feet to 1,545,169 square feet. During the quarter, approximately 393,976 square feet expired or were terminated, offset by 348,817 square feet of renewals and 35,090 square feet of new leases. Of the vacant space at the end of the quarter, approximately 42,246 square feet are committed for future leases, leaving approximately 1,502,924 square feet available for lease.

The tables below include leasing transactions for certain space which was terminated by Deutsche Post effective July 1, 2012 and for which the Trust will receive a head lease guarantee from the vendor of the properties (refer to “Termination rights and head lease” on page 14 of this report). Of the 1.1 million square feet terminated by DPI effective July 1, 2012, we have included in the table below 306,354 square feet that have been renewed or leased in the second quarter. Deutsche Post renewed 127,909 square feet and will remain in another 92,875 square feet for the month of July and Postbank renewed 74,680 square feet of their space. In addition, 10,890 square feet of the terminated space has been leased to a third-party tenant.

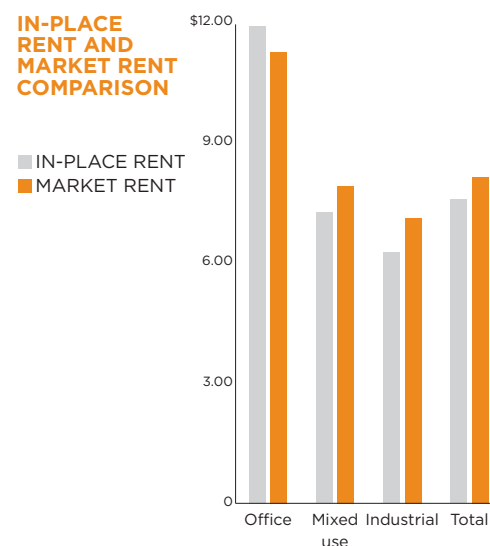
(in square feet)	For the three months ended June 30, 2012			
	Office	Mixed use	Industrial	Total
Vacant space — April 1, 2012	152,900	1,118,955	276,242	1,548,096
Vacancy committed for future leases	(4,486)	(12,847)	—	(17,332)
Available for lease	148,414	1,106,108	276,242	1,530,764
Acquisitions	—	—	—	—
Remeasurements	—	2,194	2,142	4,336
Expiries	72,566	303,110	—	375,676
Early terminations and bankruptcies	10,890	4,495	2,915	18,300
New leases	(7,304)	(25,761)	(2,025)	(35,090)
Renewals	(72,566)	(273,310)	(2,941)	(348,817)
Vacant space — June 30, 2012	152,000	1,116,836	276,333	1,545,169
Vacancy committed for future leases	(14,555)	(25,198)	(2,493)	(42,246)
<b>Available for lease — June 30, 2012</b>	<b>137,445</b>	<b>1,091,638</b>	<b>273,840</b>	<b>1,502,923</b>

(in square feet)	For the six months ended June 30, 2012			
	Office	Mixed use	Industrial	Total
Vacant space — January 1, 2012	138,976	1,091,832	289,164	1,519,972
Vacancy committed for future leases	—	(17,380)	(2,105)	(19,485)
Available for lease	138,976	1,074,452	287,059	1,500,487
Acquisitions	13,924	—	—	13,924
Remeasurements	—	2,698	2,142	4,840
Expiries	72,566	385,304	10,143	468,013
Early terminations and bankruptcies	10,890	5,674	2,915	19,479
New leases	(11,790)	(44,833)	(21,607)	(78,230)
Renewals	(72,566)	(306,459)	(4,319)	(383,344)
Vacant space — June 30, 2012	152,000	1,116,836	276,333	1,545,169
Vacancy committed for future leases	(14,555)	(25,198)	(2,493)	(42,246)
<b>Available for lease — June 30, 2012</b>	<b>137,445</b>	<b>1,091,638</b>	<b>273,840</b>	<b>1,502,923</b>

### In-place rental rates

The following chart and table provide a comparison between in-place rents and market rents in our portfolio. Market rents are management's estimates of rental rates that could be achieved for space in our properties. In-place rents in our office segment have increased significantly in the second quarter due to the acquisition of Karl-Martell-Strasse 60 in Nuremberg, a high-quality office property fully leased to a leading German insurance company until 2026 and an increase in in-place rents from our Initial Properties due to the rent adjustment in relation to an increase in the consumer price index for Germany. In-place rents in the mixed use and industrial segments remain below market rents, allowing for rental uplifts as space gets renewed or re-leased. Overall, average market rents in our portfolio remain approximately 7% above in-place rents.

Since the Trust's IPO, renewals have been completed at approximately 7% above expiring rents.



	June 30, 2012			
	In-place rent		Market rent	
Office	€ 9.20	\$ 11.88	€ 8.71	\$ 11.24
Mixed use	5.59	7.22	6.09	7.86
Industrial	4.84	6.24	5.47	7.07
<b>Overall</b>	<b>€ 5.86</b>	<b>\$ 7.56</b>	<b>€ 6.27</b>	<b>\$ 8.09</b>

### Leasing and tenant profile

At June 30, 2012, the weighted average remaining term of all leases was approximately 5.6 years. The termination of 17 leases by Deutsche Post effective as at July 1, 2012 is reflected as June 2014 expiries in the tables below, as there is a head lease in place until 2014.

	June 30, 2012
	Average remaining lease term (years)
Office	6.74
Mixed use	5.43
Industrial	5.81
<b>Overall</b>	<b>5.64</b>

**Lease rollover profile**

The following table outlines our lease maturity profile by asset type as at June 30, 2012. During the remainder of 2012, approximately 106,114 square feet of our leases expire, accounting for approximately 0.8% of the overall space.

(in square feet)	Current vacancy	Month-to-month	2012	2013	2014 <sup>(1)</sup>	2015	2016 to 2028	Total
Office	137,445	14,602	55,537	54,234	205,914	33,124	870,950	1,371,806
Mixed use	1,091,638	286,554	44,074	129,633	990,437	99,147	6,549,384	9,190,867
Industrial	273,840	67,710	2,126	14,141	23,349	48,557	1,816,237	2,245,960
<b>Total</b>	<b>1,502,923</b>	<b>368,866</b>	<b>101,737</b>	<b>198,008</b>	<b>1,219,700</b>	<b>180,828</b>	<b>9,236,571</b>	<b>12,808,633</b>

<sup>(1)</sup> 2012 terminations with respect to 17 properties are reflected as June 2014 terminations due to a two-year head lease.

**Deutsche Post leases**

The leases with Deutsche Post, which generally expire on June 30, 2018 (many of which provide Deutsche Post with an option to extend the term until June 30, 2023), comprise approximately 72% of the GLA and account for approximately 79% of the portfolio's GRI.

**Rent adjustment**

The rents under the Deutsche Post leases are subject to automatic adjustments (up or down) in relation to the consumer price index for Germany. If the consumer price index for Germany changes by more than 4.7 index points as compared to the index at the commencement of the applicable lease or the previous rent adjustment, the rent payable under the Deutsche Post leases is automatically adjusted by 100% of the index change of 4.7 points, with effect as of the time of the index change. The hurdle rate required for an upward adjustment to the rental rates in the Deutsche Post leases was reached in December 2011 and consequently rents, excluding the terminated space, will increase by €2.3 million annually.

**Termination rights and head lease**

In general, the Deutsche Post leases have a fixed term of ten years, expiring on June 30, 2018. 129 of the leases entitle Deutsche Post to terminate space in June 2012, 2014 and 2016, subject to certain limitations and requirements, including that Deutsche Post provide 12 months' prior written notice to us. The right of Deutsche Post to terminate a Deutsche Post lease is limited by various tests which apply collectively to the Deutsche Post leases and the leases in respect of the remaining properties forming the portfolio of approximately 1,200 properties that the vendor acquired from Deutsche Post in July 2008 (the "Caroline DP Leases"), considered as a whole. On June 30, 2011, Deutsche Post gave notice to terminate 17 leases with respect to the 2012 termination rights, comprising approximately 10.4% of our GRI and 1.1 million square feet (approximately 8.4% of our GLA), and waived its second termination right in respect of 21 leases (effective June 30, 2014). On June 30, 2012, Deutsche Post gave notice to terminate one additional lease subject to their 2012 termination rights. This termination, for which we will receive an additional payment under the head lease, will become effective as at July 1, 2013. Deutsche Post may terminate Deutsche Post leases and Caroline DP Leases aggregating no more than 20% of the total annual Reference Rent payable under all of the Deutsche Post leases and Caroline DP Leases on June 30, 2014, and no more than an additional 10% of such rent on June 30, 2016. The "Reference Rent" for a lease is an amount set out in a specified notarial deed and may differ from the actual rent payable under the lease. To the extent that Deutsche Post does not exercise all of its available early termination rights with respect to any particular effective termination date, the unused portion may be carried forward; provided that Deutsche Post cannot terminate Deutsche Post leases and Caroline DP Leases aggregating more than 20% of the total Reference Rent of all Deutsche Post leases and Caroline DP Leases, considered as a whole, during any lease year. This means that Deutsche Post has the right to terminate up to 91 leases in 2014 and up to 112 leases in 2016, subject to certain limitations. Although we think it is unlikely that



Deutsche Post will terminate the maximum amount of space that it is entitled to terminate (being approximately 2.9 million square feet or 22.6% of our GLA), if it were to do so, and not re-lease any of the terminated space, our GRI would be reduced by 23.2%.

In light of the 2012 terminations, the vendor of the properties has set aside an amount of €17,329,135 to lease the vacant space resulting from all 2012 terminations for the period commencing on July 1, 2012 to, and including, June 30, 2014. This amount has been set aside by the vendor in a bank account out of which we will be paid on a monthly basis for two years, starting from July 1, 2012. Subsequent to quarter-end, the vendor committed to pay an additional €169,000 in connection with the termination of one additional lease pertaining to the 2012 termination rights.

We have finalized the discussions with Deutsche Post and Postbank regarding re-leasing some of the premises in the properties where Deutsche Post had exercised its termination right for 2012. Postbank had re-leased space in 12 of the 15 properties which feature Postbank branches and Deutsche Post had re-leased space in seven of the 17 properties, five of which feature Postbank branches, for an aggregated total of 202,000 square feet or 17.2% of the originally terminated space for an average lease term of 4.8 years.

## **OUR RESOURCES AND FINANCIAL CONDITION**

### **Investment properties**

The fair value of our investment property portfolio at June 30, 2012 was \$1,017.6 million. Since December 31, 2011, our investment properties decreased by \$22.2 million, mainly as a result of the weakening of the euro against the Canadian dollar. In addition, as a result of IFRS, we reduced the value of acquired properties by \$3.9 million, representing the capitalized transaction costs.

Fair values were determined using the direct capitalization method. The direct capitalization method applies a capitalization rate to stabilized net operating income (“NOI”) and incorporates allowances for vacancy and management fees. The resulting capitalized value was further adjusted for extraordinary costs to stabilize income and non-recoverable capital expenditures, where applicable.

### ***Acquisitions during the six-month period and subsequent to quarter-end***

On February 29, 2012, we completed the purchase of Grammophon Büroпарк in Hannover, Germany, for \$35.5 million. The property comprises approximately 212,000 square feet of office space. At the time of acquisition, the property was 95% leased and had an average lease term of 4.2 years.

On April 26, 2012, we completed the purchase of Karl-Martell-Strasse 60 in Nuremberg, Germany, for \$65.8 million. The property comprises approximately 269,000 square feet and is fully leased to one of Germany’s largest insurance companies.

Subsequent to quarter-end, we completed the acquisition of doubleU, an office property in Düsseldorf, Germany, for \$55.8 million (€45.1 million), excluding acquisition costs. The property comprises approximately 142,000 square feet and is fully leased.

### ***Building improvements***

Building improvements represent investments made in our rental properties to ensure our buildings are operating at an optimal level.

**Initial direct leasing costs and lease incentives**

Initial direct leasing costs include leasing fees and related costs, and broker commissions incurred in negotiating and arranging tenant leases. Lease incentives include costs incurred to make leasehold improvements to tenant spaces and cash allowances. Initial direct leasing costs and lease incentives are dependent on asset type, lease terminations and expiries, the mix of new leasing activity compared to renewals, portfolio growth and general market conditions. Short-term leases generally have lower costs than long-term leases.

For the period from January 1 to June 30, 2012, we leased or renewed approximately 504,000 square feet of space for which we will incur \$3.1 million of leasing costs, of which \$0.2 million was paid in the second quarter.

**Commitments and contingencies**

We are contingently liable with respect to litigation and claims that may arise from time to time. In the opinion of management, any liability that may arise from such contingencies would not have a material adverse effect on our consolidated financial statements.

Dundee International REIT's future minimum commitments under operating and finance leases, including equity accounted investments, are as follows:

	Operating lease payments	
	June 30, 2012	December 31, 2011
Less than 1 year	\$ 476	\$ 365
1-5 years	1,906	1,458
Longer than 5 years	238	365
<b>Total</b>	<b>\$ 2,620</b>	<b>\$ 2,188</b>

During the period, the Trust paid \$0.3 million in minimum lease payments, which have been included in comprehensive income for the period.

On March 17, 2011, the previous owner of the portfolio entered into agreements with Imtech Contracting GmbH ("Imtech") under which Imtech provides the entire energy requirements (cooling, air, light and electricity) for the properties, unless there are existing obligations. As part of the contract, Imtech leases the central heating room and the energy supply facilities at the properties, and may lease the roof area on selected buildings for installation of solar panels. The term of the contract, which commenced on July 1, 2011, is 15.5 years. Imtech has guaranteed savings in heating costs of 5% of the actual 2008 base costs within three years.

In addition, the previous owner had entered into two energy supply agreements with GDF SUEZ Energie Deutschland AG and Watt Deutschland GmbH to purchase all the electricity requirements of the properties, each of which has a term expiring on December 31, 2012.

**OUR CAPITAL****Liquidity and capital resources**

Dundee International REIT's primary sources of capital are cash generated from operating activities, credit facilities and equity and debt issues. Our primary uses of capital include the payment of distributions, costs of attracting and retaining tenants, recurring property maintenance, major property improvements, debt interest payments, and property acquisitions. We expect to meet all of our ongoing obligations through current cash and cash equivalents, cash flows from operations, debt refinancings and, as growth requires and when appropriate, new equity or debt issues.

As at June 30, 2012, we had \$89.7 million of cash available. After reserving for current payables and operating requirements, approximately \$60 million is available for acquisitions. Our debt-to-book value is 56%, which is within our target range of 55% to 60%.

## Financing activities

We finance our ownership of assets using equity as well as conventional mortgage financing, term debt, floating rate credit facilities and convertible debentures.

On April 17, 2012, we completed a public offering of Units pursuant to which we issued 4,600,000 Units and the current holder of the Exchangeable Notes exchanged the equivalent of \$46.0 million principal value of Exchangeable Notes into 4,600,000 Units, all of which were sold to the syndicate of underwriters. The issued amount included the exercise of the over-allotment option of 1,200,000 Units. As a result of the exchange of Exchangeable Notes to Units, indebtedness decreased by \$46.0 million. For further details with respect to this offering, please refer to the section "Equity" in this report.

On May 25, 2012, we obtained a mortgage on our newly acquired Karl-Martell-Strasse 60 office building in Nuremberg, in the amount of \$34.7 million (€26.7 million), maturing in June 2017 and bearing interest at a face rate of 2.45%. The effective rate of the mortgage is 2.83%, after factoring in financing costs.

On July 17, 2012, the Trust obtained a mortgage for its newly acquired property doubleU in Düsseldorf in the amount of \$32.2 million (€26.0 million) at 58% loan-to-value, maturing in July 2017 and bearing interest at a face rate of 2.09%.

In addition, the Trust received a commitment for a revolving credit facility, providing additional financing capacity of €10 million of operating funds and up to €35 million as a bridge-to-mortgage financing.

## Debt

### Debt strategy

Our debt strategy is to obtain secured mortgage financing on a fixed rate basis, with a term to maturity that is appropriate in relation to the lease maturity profile of our portfolio. Our preference is to have staggered debt maturities to mitigate interest rate risk and limit refinancing exposure in any particular period. We also intend to enter into long-term loans at fixed rates when borrowing conditions are favourable. This strategy will be complemented with the use of unsecured convertible debentures and floating rate credit facilities. We intend to target a debt level in a range of 55% to 60% of the historical purchase price of properties including convertible debentures.

The key performance indicators in the management of our debt are:

	June 30, 2012	December 31, 2011
<b>Financing activities</b>		
Weighted average interest rate <sup>(1)</sup>	<b>4.21%</b>	4.36%
Level of debt (debt-to-book value) <sup>(2)</sup>	<b>56%</b>	56%
Interest coverage ratio <sup>(3)</sup>	<b>2.91 times</b>	2.67 times
Debt-to-EBITDFV (years) <sup>(4)</sup>	<b>8.6</b>	8.0
Proportion of total debt due in current year	<b>0.2%</b>	—%
Debt — average term to maturity (years)	<b>4.6</b>	5.1
Variable rate debt as percentage of total debt	<b>14%</b>	15%

<sup>(1)</sup> Average interest rate is calculated as the weighted average interest rate of all interest bearing debt.

<sup>(2)</sup> Debt-to-book value is determined as total debt divided by total assets.

<sup>(3)</sup> The interest coverage ratio for the quarter is calculated as net rental income plus interest and fee income, less portfolio management and general and administrative expenses, divided by interest expense (excluding interest on Exchangeable Notes).

<sup>(4)</sup> Debt-to-EBITDFV is calculated as total debt divided by annualized EBITDFV for the current quarter. EBITDFV is calculated as net income less non-cash items included in revenue plus interest expense, depreciation, fair value adjustments and acquisition related costs.

We currently use cash flow performance and debt level indicators to assess our ability to meet our financing obligations. Our current interest coverage ratio for the quarter is 2.91 times, and reflects our ability to cover interest expense requirements. We also monitor our debt-to-EBITDFV ratio to gauge our ability to pay off existing debt. Our current debt-to-EBITDFV ratio is 8.6 years and reflects the approximate amount of time to pay off all debt. After accounting for market adjustments and financing costs, the weighted average effective interest rate is 4.64%.

	June 30, 2012			December 31, 2011		
	Variable	Fixed	Total	Variable	Fixed	Total
Term loan credit facility <sup>(1)</sup>	\$ 84,637 <sup>(1)</sup>	\$ 338,550 <sup>(2)</sup>	\$ 423,187	\$ 86,469	\$ 345,879	\$ 432,348
Mortgage debt	—	54,604	54,604	—	—	—
Debentures	—	147,529	147,529	—	146,658	146,658
<b>Total</b>	<b>\$ 84,637</b>	<b>\$ 540,683</b>	<b>\$ 625,320</b>	<b>\$ 86,469</b>	<b>\$ 492,537</b>	<b>\$ 579,006</b>
Percentage	14%	86%	100%	15%	85%	100%

<sup>(1)</sup> 20% of the term loan credit facility is subject to an interest rate swap until December 31, 2012, and has been presented as variable rate debt due to the short duration of the swap agreement.

<sup>(2)</sup> 80% of the term loan credit facility is subject to an interest rate swap in place until August 3, 2016, pursuant to the Facility agreement and has been presented as fixed rate debt.

Amounts recorded as at June 30, 2012 for the Debentures are net of \$7.3 million of premiums allocated to their conversion features on issuance. The premiums are amortized to interest expense over the term to maturity of the related debt using the effective interest rate method.

#### Term loan credit facility

Concurrent with the closing of our initial public offering, we obtained a term loan credit facility ("Facility") from a syndicate of German and French banks for gross proceeds of \$448.4 million (€328.5 million). The initial term of the Facility is five years with a two-year renewal option. Variable rate interest is payable quarterly under the Facility at a rate equal to the three-month EURIBOR, plus a margin of 200 bps and agency fees of 10 bps. Pursuant to the requirements of the Facility, we entered into an interest rate swap to fix 80% of the interest payments at 1.89% plus margin and agency fees and purchased an instrument to cap 10% of the Facility, such that interest does not exceed 5% of that portion. Effective December 30, 2011, we entered into an interest rate swap to fix the remaining 20% of the interest payments under the Facility at 3.37% for a period of one year.

As at June 30, 2012, the weighted average rate of the Facility is 3.91%. Including costs, net of the payment received from the vendor, the effective interest rate under the Facility is 3.97%.

The Facility requires that at each interest rate payment date the debt service coverage ratio is equal to or above 145% and that the loan-to-value does not exceed 59% during the first three years the loan is outstanding and 54% during the final two years. As at June 30, 2012, we were in compliance with these covenants.

We intend to repay €100 million plus an applicable prepayment premium of 15% through dispositions or refinancings of a portion of the portfolio within the first two years following the closing of the financing, failing which we will be required to pay additional interest of 1% on the portion of the €100 million not repaid by the second anniversary of the closing. We are currently in discussions with various banks in respect of refinancing portions of the Facility for terms ranging from three to five years. Although there is currently limited access to debt financing in Germany, interest rates in Germany remain at historically low levels.

### Convertible debentures

As at June 30, 2012, the total principal amount of Debentures outstanding was \$161.0 million, convertible into an aggregate of 12,384,619 Units. The Debentures bear interest at 5.5% per annum, are payable semi-annually on July 31 and January 31 each year, and mature on July 31, 2018. Each Debenture is convertible at any time by the holder thereof into 76.9231 Units per one thousand dollars of face value, representing a conversion price of \$13.00 per Unit. On or after August 31, 2014, and prior to August 31, 2016, the Debentures may be redeemed by the holders thereof, in whole or in part, at a price equal to the principal amount plus accrued and unpaid interest on not more than 60 days' and not less than 30 days' prior written notice, provided the weighted average trading price for the Units for the 20 consecutive trading days, ending on the fifth trading day immediately preceding the date on which notice of redemption is given, is not less than 125% of the conversion price. On or after August 31, 2016, and prior to July 31, 2018, the maturity date, the Debentures may be redeemed by the Trust at a price equal to the principal amount plus accrued and unpaid interest.

The conversion feature of the Debentures is remeasured in each reporting period to fair value, with changes in fair value being recorded in comprehensive income. During the period, the fair value attributed to the conversion feature decreased by \$4.5 million.

The table below highlights the maturity and interest rate profile of our debt:

	Debt maturities	Scheduled principal repayments on non-matured debt	Total	Weighted average interest rate on balance due at maturity (%)	Weighted average face rate on balance due at maturity (%)
2012	\$ —	\$ 576	\$ 576	—	—
2013	—	1,167	1,167	—	—
2014	—	2,841	2,841	0.4	—
2015	18,550	4,256	22,806	3.6	4.17
2016	418,337	2,858	421,195	65.9	3.91
2017 and thereafter	190,096	689	190,785	30.1	5.50
<b>Total</b>	<b>\$ 626,983</b>	<b>\$ 12,387</b>	<b>639,370</b>	<b>100</b>	<b>4.26</b>
Fair value adjustments			(6,432)		
Transaction costs			(7,618)		
<b>Total</b>			<b>\$ 625,320</b>		

### Equity

Our discussion of equity is inclusive of Exchangeable Notes, which are economically equivalent to our Units. In our consolidated financial statements the Exchangeable Notes are classified as a liability under IFRS because of the redemption feature upon the exchange for a Unit.

	June 30, 2012		Unitholders' equity December 31, 2011	
	Number of Units	Amount	Number of Units	Amount
Units	53,124,367	\$ 425,221	43,872,316	\$ 350,809
Exchangeable Notes	3,400,000	33,796	8,000,000	80,000
<b>Total</b>	<b>56,524,367</b>	<b>\$ 459,017</b>	<b>51,872,316</b>	<b>\$ 430,809</b>

### Units

Our Declaration of Trust authorizes the issuance of an unlimited number of two classes of units: Units and Special Trust Units. The Special Trust Units may only be issued to holders of securities exchangeable for Units, are not transferable, and are used to provide holders of such securities with voting rights with respect to Dundee International REIT. Each Unit and Special Trust Unit entitles the holder thereof to one vote for each Unit at all meetings of unitholders of the Trust.

The Trust has a Deferred Unit Incentive Plan (“DUIP”) that provides for the grant of deferred trust units and income deferred trust units to trustees, officers, employees, affiliates and their service providers, including DRC, our asset manager. On August 3, 2011, DRC elected to receive the base asset management fees payable on the properties acquired on August 3, 2011 by way of deferred trust units under the Asset Management Agreement for the next five years. The deferred trust units granted to DRC vest 20% annually, commencing on the fifth anniversary date of being granted. On termination of the Asset Management Agreement, unvested trust units granted to DRC vest immediately.

The following table summarizes the changes in our outstanding equity:

	Units
Total Units outstanding on December 31, 2011	43,872,316
Units issuable upon exchange of Exchangeable Notes	8,000,000
Total Units outstanding (on a fully exchanged basis) on December 31, 2011	51,872,316
Exchange of Exchangeable Notes <sup>(1)</sup>	(4,600,000)
Units issued pursuant to public offering	9,200,000
Units issued pursuant to the DRIP <sup>(2)</sup>	52,051
Total units outstanding (on a fully exchanged basis) on June 30, 2012	56,524,367
Units issued pursuant to the DRIP	10,945
Total units outstanding (on a fully exchanged basis) on July 31, 2012	56,535,312

<sup>(1)</sup> Includes secondary offering of 4,600,000 Units issued upon the exchange of Exchangeable Notes.

<sup>(2)</sup> Distribution Reinvestment and Unit Purchase Plan.

On April 17, 2012, the Trust closed a public offering of Units pursuant to which the Trust issued 4,600,000 Units and LSF REIT Holdings S.à.r.l. (“LSF”) exchanged the equivalent of \$46.0 million principal value of Exchangeable Notes into 4,600,000 Units, resulting in a total of 9,200,000 Units having been sold to a syndicate of underwriters.

### Distributions

Our Declaration of Trust provides our trustees with the discretion to determine the percentage payout of income that would be in the best interest of the Trust. Amounts retained in excess of the declared distributions are used to fund leasing costs and capital expenditure requirements. Given that working capital tends to fluctuate over time and should not affect our distribution policy, we disregard it when determining our distributions. We also exclude the impact of leasing costs, which fluctuate with lease maturities, renewal terms and the type of asset being leased. We evaluate the impact of leasing activity based on averages for our portfolio over a two- to three-year time frame. We exclude the impact of transaction costs expensed on business combinations as these are considered to be non-recurring. Additionally, we exclude the impact of the amortization of deferred financing costs and non-recoverable costs that were incurred prior to the formation of the Trust, but deduct amortization of non-real estate assets such as software and office equipment incurred after the formation of the Trust.

In order to ensure the predictability of distributions to our unitholders and debenture holders, we have established an active foreign exchange hedging program to sell €3.1 million on a rolling 24-month period. The average exchange rate on these 24 contracts is 1.3527:€1 as at June 30, 2012.

#### Asset management fee

On August 3, 2011, DRC elected to receive the base asset management fees payable on the Initial Properties acquired on August 3, 2011 by way of deferred trust units under the Asset Management Agreement for up to \$3.5 million per year, for the next five years. These deferred trust units vest 20% annually, commencing on the fifth anniversary date of being granted. On termination of the Asset Management Agreement, unvested trust units will vest immediately.

During the first six months of 2012, pursuant to the provisions of the Asset Management Agreement, \$0.9 million of asset management expense on the Initial Properties was recognized for which 151,023 deferred units were granted during the period and 29,406 deferred units were granted on July 1, 2012. As at June 30, 2012, 328,938 unvested deferred and income deferred units were outstanding with respect to the Asset Management Agreement.

#### Distributions and Exchangeable Notes interest

Exchangeable Notes are economically equivalent to our Units in all material respects. Interest payable to the holder of Exchangeable Notes is therefore included in the table below.

	For the three months ended June 30, 2012			For the six months ended June 30, 2012		
	Declared amounts	4% bonus distribution	Total	Declared amounts	4% bonus distribution	Total
<b>2012 distributions and interest expense</b>						
Paid in cash or reinvested						
in Units	\$ 7,498	\$ 12	\$ 7,510	\$ 17,795	\$ 18	\$ 17,813
Payable at June 30, 2012	3,757	—	3,757	3,757	—	3,757
<b>Total distributions and interest expense</b>	<b>\$ 11,255</b>	<b>\$ 12</b>	<b>\$ 11,267</b>	<b>\$ 21,552</b>	<b>\$ 18</b>	<b>\$ 21,570</b>
<b>2012 reinvestment</b>						
Reinvested to						
June 30, 2012	303	\$ 12	\$ 315	\$ 442	\$ 18	\$ 460
Reinvested on						
July 15, 2012	109	4	113	109	4	113
<b>Total distributions reinvested</b>	<b>\$ 412</b>	<b>\$ 16</b>	<b>\$ 428</b>	<b>\$ 551</b>	<b>\$ 22</b>	<b>\$ 573</b>
Distributions and interests paid in cash	\$ 10,843			\$ 21,001		
Reinvestment to distribution ratio	3.7%			2.6%		
Cash payout ratio	96.3%			97.4%		

Distributions declared and interest expense on Exchangeable Notes for the six months ended June 30, 2012, were \$21.6 million. Of this amount, \$0.6 million, or approximately 2.6%, were reinvested in additional Units pursuant to the DRIP, resulting in a cash payout ratio of 97.4%. For the quarter ended June 30, 2012, distributions declared and interest expense on Exchangeable Notes amounted to \$11.3 million. Of this amount, \$412, or approximately 3.76%, were reinvested in additional Units pursuant to the DRIP resulting in a cash payout ratio of 96.3%.

We currently have 24 currency forward contracts in place to sell euros for Canadian dollars. On settlement of a contract, we realize a gain or loss on the difference between the forward rate and the spot rate; this amounted to a gain of \$0.5 million in the quarter. We also mark the contracts to market quarterly and realized a gain of \$2.8 million in the current quarter. As we settle each contract, we enter into a new contract; consequently we sold €2.6 million in April and May and €3.1 million in June of 2012. As at June 30, 2012, we have contracts to sell €3.1 million monthly for the next 24 months at an average of \$1.353:€1.

We currently pay monthly distributions to unitholders of \$0.06667 per Unit, or \$0.80 per Unit on an annual basis. At June 30, 2012, approximately 3.1% of our total Units were enrolled in the DRIP.

As required by National Policy 41-201, "Income Trusts and Other Indirect Offerings", the following table outlines the differences between cash flow from operating activities and cash distributions, as well as the differences between net income and cash distributions in accordance with the guidelines.

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Net income	\$ 9,115	\$ 15,940
Cash flow from operating activities	14,913	23,541
Distributions paid and payable (including Exchangeable Notes)	11,255	21,552
Surplus of cash from operating activities over distributions paid and payable	3,658	1,989
Shortfall of net income over distributions paid and payable	(2,140)	(5,612)

Cash flow from operations exceeded distributions paid and payable by \$3.7 million and \$2.0 million for the three and six months ended June 30, 2012, respectively. Distributions paid and payable exceeded net income by \$2.1 million and \$5.6 million for the three- and six-month periods ended June 30, 2012, respectively, mainly as a result of fair value adjustments to financial instruments and investment properties. In establishing distribution payments, we do not take fluctuations in working capital into consideration and we use a normalized amount as a proxy for leasing and building improvement costs.



## OUR RESULTS OF OPERATIONS

	For the three months ended June 30, 2012 <sup>(1)</sup>	Financial forecast for the three months ended June 30, 2012 <sup>(1)</sup>	For the six months ended June 30, 2012 <sup>(1)</sup>	Financial forecast for the six months ended June 30, 2012 <sup>(1)</sup>
Investment properties revenue	\$ 34,896	\$ 36,161	\$ 68,970	\$ 72,106
Investment properties operating expenses	13,992	15,049	27,329	30,092
<b>Net rental income</b>	<b>20,904</b>	<b>21,112</b>	41,641	42,014
<b>Other income and expenses</b>				
Portfolio management	(1,051)	(1,194)	(2,086)	(2,388)
General and administrative	(1,598)	(943)	(3,085)	(1,886)
Fair value adjustments to investment properties	(3,010)	—	(3,905)	—
Interest expense	(6,629)	(8,945)	(14,748)	(17,879)
Interest and other income	63	—	155	—
Share of income from equity accounted investment	12	—	23	—
Depreciation and amortization	(11)	—	(11)	—
Fair value adjustments to financial instruments	130	—	(2,528)	—
Income before income taxes	8,810	10,030	15,456	19,861
<b>Income taxes</b>				
Current income taxes	29	—	65	—
Deferred income taxes	(334)	930	(549)	1,873
Income tax expense (recovery)	(305)	930	(484)	1,873
<b>Net income</b>	<b>9,115</b>	<b>9,100</b>	15,940	17,988
Foreign currency translation adjustment	(17,589)	—	(13,387)	—
<b>Comprehensive income (loss)</b>	<b>\$ (8,474)</b>	<b>\$ 9,100</b>	\$ 2,553	\$ 17,988

<sup>(1)</sup> Results from operations were converted into Canadian dollars from euros using the following average exchange rates: the three- and six-month actuals were converted at \$1.296:€1 and \$1.304:€1, respectively; the three- and six-month forecast amounts were converted at \$1.365:€1.

### Statement of comprehensive income results

#### *Net rental income*

For the three months ended June 30, 2012, net rental income was \$20.9 million, representing a decrease of \$0.2 million compared to the forecast. Excluding the \$1.1 million impact of the weakened euro and \$1.4 million contributed by acquired properties, net rental income was behind forecast by \$0.5 million for the quarter mainly due to non-recoverable maintenance expenditures at certain properties and slightly higher operating costs.

#### *Portfolio management*

Portfolio management expenses totalled \$1.1 million in the quarter, a decrease of approximately \$0.1 million compared to the forecast for the three months ended June 30, 2012, mainly due to certain expenditures that are now presented as general and administrative expenses. Excluding this change in presentation, portfolio management expenses exceeded the forecast by \$0.2 million, reflecting the incremental cost of new personnel to run our portfolio, which is in line with our expectations.

***General and administrative***

General and administrative expenses totalled \$1.6 million in the quarter or approximately \$0.7 million higher than the forecast for the three months ended June 30, 2012. Excluding the \$0.3 million impact of the change in presentation of certain expenditures, general and administrative expenses increased by \$0.4 million, mainly reflecting the recognition of costs associated with our deferred unit incentive plan, higher management fee expenses on acquired properties and the impact of the change in the accounting method related to management fee expenses on the initial portfolio.

***Fair value adjustment to investment properties***

The unrealized loss in fair value of investment properties amounted to \$3.0 million for the three months ended June 30, 2012 and relates to transaction costs incurred for the acquisition of Karl-Martell-Strasse 60 in April 2012.

***Interest expense***

Interest expense was \$6.6 million for the quarter, a decrease of \$2.3 million compared to the financial forecast. The net change in interest expense was a result of a \$0.2 million impact of favourable foreign exchange rates realized, an additional \$0.3 million of Debenture interest related to the over-allotment proceeds, an increase of \$0.2 million of mortgage interest incurred on mortgages on newly acquired office properties, and a \$0.9 decrease in interest for our Exchangeable Notes due to the conversion of \$46.0 million (principal value) to Units on April 17, 2012, in addition to a \$1.7 million decrease in interest expense pertaining to our term loan credit facility. The decrease reflects the three-month EURIBOR plus margin rate of 2.89% realized for the quarter ended June 30, 2012, compared to the 4.10% swap rate in the forecast. We fix our variable rate positions using interest rate swaps; however, the cash outlays on the settlement of the swap contracts are presented as a component of fair value adjustments of financial instruments. During the quarter, \$1.0 million related to swap settlements were paid; including these payments, interest expense on the credit facility decreased by \$0.7 million, reflecting lower rates realized on interest rate swaps compared to the forecast. The actual weighted average interest rate realized with respect to the Facility for the three months ended June 30, 2012 was 3.91%, compared to 4.10% in our forecast. Additionally, on an effective interest rate basis, we realized a rate of 3.97% for the three months ended June 30, 2012, compared to 4.60% in the forecast.

***Fair value adjustment to financial instruments***

For the three months ended June 30, 2012, we incurred an unrealized net gain in fair value of financial instruments of \$0.1 million. The net gain comprises a \$4.9 million loss recognized on the fair value change in the interest rate swaps and cap as a result of a significant decrease in the forward price of interest rates since March 31, 2012. The loss was offset by a \$0.6 million unrealized gain on the Exchangeable Notes as the Unit trading price decreased slightly since March 31, 2012 and a \$2.8 million unrealized gain related to our foreign currency forward contracts due to a depreciation of the euro compared to the Canadian dollar during the three months ended June 30, 2012. During the quarter, we also recorded an unrealized gain of \$1.6 million related to the conversion feature of the Debentures.

***Income taxes***

We recognized a deferred income tax recovery of \$0.3 million for the three months ended June 30, 2012, compared to a deferred tax expense of \$0.9 million for the same forecast period. The difference in deferred tax provision is mainly a result of the tax impact associated with the fair value change related to investment properties and financial instruments.

**Impact of foreign exchange**

Comprehensive income was impacted by a foreign currency translation loss of \$17.6 million for the three months ended June 30, 2012. The exchange rates decreased from \$1.332:€1 as at March 31, 2012 to \$1.2910:€1 as at June 30, 2012. The financial forecast assumed a foreign exchange rate of \$1.365:€1. The results of our euro denominated operations included in net income for the quarter were translated at an average exchange rate of \$1.296:€1 compared to \$1.365:€1 in the financial forecast.

**Net rental income**

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Office	\$ 2,980	\$ 5,094
Mixed use	14,324	30,133
Industrial	3,600	6,414
<b>Net rental income</b>	<b>\$ 20,904</b>	<b>\$ 41,641</b>

Our portfolio management team comprises the employees of our advisory subsidiaries in Germany and Luxembourg who are responsible for providing asset management services for the investment properties, including asset strategy and leasing activities. The costs of these activities are not allocated to net rental income.

**Funds from operations and adjusted funds from operations**

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
NET INCOME	\$ 9,115	\$ 15,940
Add (deduct):		
Amortization and depreciation	16	22
Interest expense on Exchangeable Notes	632	2,152
Deferred income taxes	(334)	(549)
Term debt swap settlement	(1,038)	(1,440)
Gain on settlement of foreign currency contracts	496	971
Fair value adjustments to investment properties	3,010	3,905
Fair value adjustments to financial instruments	(130)	2,528
<b>FFO</b>	<b>\$ 11,767</b>	<b>\$ 23,529</b>
Add (deduct):		
Amortization of financing costs	273	538
Accretion of debenture conversion feature	230	455
Amortization of fair value adjustment of assumed debt	(78)	(104)
Deferred unit compensation expense	158	310
Deferred asset management fees	488	901
Straight-line rent	18	36
	<b>\$ 12,856</b>	<b>\$ 25,665</b>
Deduct:		
Normalized leasing costs and tenant incentives	(1,025)	(2,050)
Normalized non-recoverable recurring capital expenditures	(600)	(1,200)
<b>AFFO</b>	<b>\$ 11,231</b>	<b>\$ 22,415</b>

**Funds from operations and adjusted funds from operations per Unit amounts**

The basic weighted average number of Units outstanding used in the FFO and AFFO calculations include all Units and the aggregate number of Units issuable upon the exchange of Exchangeable Notes. The diluted weighted average number of Units assumes the conversion of the Debentures. The incremental unvested deferred trust units represent the potential Units that would have to be purchased in the open market to fund the unvested obligation. The weighted average number of Units outstanding for basic and diluted FFO calculations for the three months ended June 30, 2012 is 55,697,600 and 68,474,767, respectively. Diluted FFO includes interest and amortization adjustments related to the Debentures of \$2.6 million for the three months ended June 30, 2012. The weighted average number of Units outstanding for basic and diluted FFO calculations for the six months ended June 30, 2012 is 53,790,034 and 66,520,837, respectively. Diluted FFO includes interest and amortization adjustments related to the Debentures of \$5.3 million for the six months ended June 30, 2012.

During the quarter, the REIT had approximately \$60 million of undeployed cash. Consistent with our newly acquired investment properties, these funds, if invested, would generate a return on equity of approximately 11.0% and would contribute \$1.7 million and \$3.3 million to FFO and AFFO for the three- and six-month periods ended June 30, 2012.

**Funds from operations**

Management believes FFO is an important measure of our operating performance. This non-IFRS measurement is a commonly used measure of performance of real estate operations; however, it does not represent cash flow from operating activities as defined by IFRS and is not necessarily indicative of cash available to fund Dundee International REIT's needs.

	For the three months ended June 30, 2012	Financial forecast for the three months ended June 30, 2012	For the six months ended June 30, 2012	Financial forecast for the six months ended June 30, 2012
<b>FFO</b>	<b>\$ 11,767</b>	<b>\$ 11,942</b>	<b>\$ 23,529</b>	<b>\$ 23,601</b>
<b>FFO per unit — basic</b>	<b>\$ 0.21</b>	<b>\$ 0.25</b>	<b>\$ 0.44</b>	<b>\$ 0.49</b>
<b>FFO per unit — diluted</b>	<b>\$ 0.21</b>	<b>\$ —</b>	<b>\$ 0.43</b>	<b>\$ —</b>

Excluding the impact of undeployed cash:

<b>FFO per unit — basic</b>	<b>\$ 0.24</b>	<b>\$ 0.25</b>	<b>\$ 0.50</b>	<b>\$ 0.49</b>
<b>FFO per unit — diluted</b>	<b>\$ 0.23</b>	<b>\$ —</b>	<b>\$ 0.48</b>	<b>\$ —</b>

*Adjusted funds from operations*

	For the three months ended June 30, 2012	Financial forecast for the three months ended June 30, 2012
<b>AFFO</b>	<b>\$ 11,231</b>	<b>\$ 11,284</b>
<b>AFFO per unit — basic</b>	<b>\$ 0.20</b>	<b>\$ 0.24</b>

Excluding the impact of undeployed cash:

<b>AFFO per unit — basic</b>	<b>\$ 0.23</b>	<b>\$ 0.24</b>
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AFFO is an important measure of our economic performance and is indicative of our ability to pay distributions. This non-IFRS measurement is commonly used for assessing real estate performance; however, it does not represent cash flow from operating activities as defined by IFRS and is not necessarily indicative of cash available to fund Dundee International REIT's needs.

Our calculation of AFFO includes an estimated amount of normalized non-recoverable maintenance capital expenditures, initial direct leasing costs and tenant incentives that we expect to incur based on our current portfolio and expected average leasing activity. Our estimates of initial direct leasing costs and lease incentives are based on the average of our expected leasing activity over the next two to three years and multiplied by the average cost per square foot that we expect to incur. Our estimates of normalized non-recoverable capital expenditures are based on our expected average expenditures for our current property portfolio. This estimate will differ from actual experience due to the timing of expenditures and any growth in our business resulting from property acquisitions.

FFO and AFFO are not defined by IFRS and therefore may not be comparable to similar measures presented by other real estate investment trusts. In compliance with the Canadian Securities Administrators Staff Notice 52-306 (Revised), "Non-GAAP Financial Measures", the table below reconciles AFFO to cash generated from operating activities.

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Cash generated from operating activities	<b>\$ 14,913</b>	<b>\$ 23,541</b>
Add (deduct):		
Change in non-cash working capital	<b>(2,173)</b>	1,960
Share of general and administrative expenses from equity accounted investments	<b>18</b>	35
Deferred (gain) loss on settlement of foreign exchange contracts	<b>(59)</b>	(51)
Investment in lease incentives and initial direct leasing costs	<b>157</b>	180
Normalized leasing costs and lease incentives	<b>(1,025)</b>	(2,050)
Normalized non-recoverable recurring capital expenditures	<b>(600)</b>	(1,200)
<b>AFFO</b>	<b>\$ 11,231</b>	<b>\$ 22,415</b>

## QUARTERLY INFORMATION

The following tables show quarterly information since August 3, 2011:

	Q2 2012 <sup>(1)</sup>	Q1 2012 <sup>(1)</sup>	Q4 2011 <sup>(1)</sup>	Q3 2011 <sup>(1)</sup> (Restated)
<b>REVENUES</b>				
Investment properties revenue	\$ 34,896	\$ 34,074	\$ 31,726	\$ 22,548
Investment properties operating expenses	13,992	13,337	10,757	9,017
<b>NET RENTAL INCOME</b>	<b>20,904</b>	<b>20,737</b>	<b>20,969</b>	<b>13,531</b>
<b>OTHER INCOME AND EXPENSES</b>				
Portfolio management	(1,051)	(1,035)	(894)	(672)
Interest and other income	63	92	122	10
Interest expense	(6,629)	(8,119)	(8,591)	(5,265) <sup>(2)</sup>
General and administrative	(1,598)	(1,487)	(2,253)	(861)
Fair value adjustments to investment properties	(3,010)	(895)	(31,704)	8,557 <sup>(3)</sup>
Fair value adjustments to financial instruments	130	(2,658)	(8,557)	(6,010)
Depreciation and amortization	(11)	—	—	—
Acquisition related gain, net	—	—	(467)	(7,386)
Share of net losses from equity accounted investments	12	11	32	(25)
Income before taxes	8,810	6,646	(31,343)	1,879
Current income taxes	29	36	—	—
Deferred income taxes	(334)	(215)	(5,367)	(896)
<b>NET INCOME (LOSS)</b>	<b>\$ 9,115</b>	<b>\$ 6,825</b>	<b>\$ (25,976)</b>	<b>\$ 2,775</b>
Add (deduct):				
Amortization	16	6	7	6
Interest on Exchangeable Notes	632	1,520	1,609	1,032
Acquisition related gain, net	—	—	467	7,386
Deferred income taxes	(334)	(215)	(5,367)	(896)
Term debt swap settlement	(1,038)	(402)	(317)	(256)
Deferred gain/loss on settlement of Forex contracts	496	475	(84)	—
Fair value adjustments to investment properties	3,010	895	31,704	(8,557)
Fair value adjustments to financial instruments	(130)	2,658	8,557	6,010
<b>FFO</b>	<b>\$ 11,767</b>	<b>\$ 11,762</b>	<b>\$ 10,600</b>	<b>\$ 7,500</b>
<b>FFO per unit — basic</b>	<b>\$ 0.21</b>	<b>\$ 0.23</b>	<b>\$ 0.20</b>	<b>\$ 0.15</b>
<b>FFO per unit — diluted</b>	<b>\$ 0.21</b>	<b>\$ 0.22</b>	<b>\$ 0.20</b>	<b>\$ 0.15</b>
Funds from operations	11,767	11,762	10,600	7,500
Add (deduct):				
Amortization of financing costs	\$ 273	\$ 265	\$ 265	\$ 159
Accretion of debenture conversion feature	230	225	223	143
Amortization of FV adjustment of debt	(78)	(26)	—	—
Deferred compensation expense	158	152	88	—
Deferred asset management expense	488	413	831	10
Straight-line rent	18	18	(142)	(45)
	12,856	12,809	11,865	7,767
Deduct :				
Normalized initial direct leasing costs and tenant incentives	(1,025)	(1,025)	(1,025)	(657)
Normalized non-recoverable recurring capital expenditures	(600)	(600)	(600)	(385)
<b>AFFO</b>	<b>\$ 11,231</b>	<b>\$ 11,184</b>	<b>\$ 10,240</b>	<b>\$ 6,725</b>
<b>AFFO per unit — basic</b>	<b>\$ 0.20</b>	<b>\$ 0.22</b>	<b>\$ 0.20</b>	<b>\$ 0.13</b>
<b>AFFO per unit — diluted</b>	<b>\$ 0.20</b>	<b>\$ 0.21</b>	<b>\$ 0.20</b>	<b>\$ —</b>
<b>Weighted average number of units:</b>				
Basic	55,697,600	51,882,467	51,862,716	50,066,374
Diluted	68,474,767	64,565,100	64,396,562	61,739,125

<sup>(1)</sup> Results from operations were converted into Canadian dollars from euros using the following average exchange rates: the three- and six-month actuals were converted at \$1.296:€1 and \$1.304:€1, respectively; the three- and six-month forecast amounts were converted at \$1.365:€1.

<sup>(2)</sup> \$256 cash settlement payment for interest rate swap has been reclassified from "Interest expense" to "Fair value adjustment to financial instruments".

<sup>(3)</sup> \$8,557 cash receipt from vendor has been reclassified from "Acquisition related gain, net" to "Fair value adjustment to investment properties".

### SECTION III – DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining Disclosure Controls and Procedures and Internal Controls over Financial Reporting, as those terms are defined in National Instrument 52-109 – “Certification of Disclosure in Issuers’ Annual and Interim Filings”, for the Trust. In accordance with section 3.3(1)(c) of National Instrument 51-109, our Chief Executive Officer and Chief Financial Officer have limited the scope of our design of Disclosure Controls and Procedures and Internal Controls over Financial Reporting to exclude controls, policies and procedures related to the portfolio of properties we acquired on August 3, 2011 and properties we acquired since that date, as they form the business that we acquired less than 365 days before the last day of the interim period ended June 30, 2012. The results of the acquired business, which forms our entire business, are included in our consolidated financial statements for the period ended June 30, 2012. We intend to complete our design of Disclosure Controls and Procedures and Internal Controls over Financial Reporting by the end of our third quarter in 2012.

### SECTION IV – RISKS AND OUR STRATEGY TO MANAGE

We are exposed to various risks and uncertainties, many of which are beyond our control. For a full list and explanation of our risks and uncertainties, please refer to our 2011 Annual Report or our Annual Information Form dated March 30, 2012, filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

### SECTION V – CRITICAL ACCOUNTING POLICIES

#### **CRITICAL ACCOUNTING ESTIMATES AND CHANGES IN ACCOUNTING POLICIES**

Management of Dundee International REIT believes that certain policies may be subject to estimation and management’s judgment. For a list and explanation of these policies refer to Note 4 of the consolidated annual financial statements.

For a list and explanation of accounting policy changes, refer to Note 5 of the financial statements.

Additional information relating to Dundee International REIT, including our Annual Information Form dated March 30, 2012, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## Condensed consolidated balance sheet

(unaudited) (in thousands of Canadian dollars)	Note	June 30, 2012	December 31, 2011
<b>Assets</b>			
<b>NON-CURRENT ASSETS</b>			
Investment properties	7	\$ 1,017,573	\$ 941,442
Amount in escrow	8	11,404	—
Deferred income tax assets	20	6,673	7,034
Other non-current assets	9	394	364
		<b>1,036,044</b>	<b>948,840</b>
<b>CURRENT ASSETS</b>			
Amounts receivable	10	1,734	2,010
Prepaid expenses		380	583
Amount in escrow	8	11,186	—
Cash		89,659	87,907
		<b>102,959</b>	<b>90,500</b>
<b>Total assets</b>		<b>\$ 1,139,003</b>	<b>\$ 1,039,340</b>
<b>Liabilities</b>			
<b>NON-CURRENT LIABILITIES</b>			
Debt	11	\$ 624,164	\$ 579,006
Exchangeable Notes	12	33,796	80,000
Deferred rent	8	11,404	—
Deposits		530	481
Derivative financial instruments	13	13,424	11,754
Deferred Unit Incentive Plan	14	2,127	945
		<b>685,445</b>	<b>672,186</b>
<b>CURRENT LIABILITIES</b>			
Debt	11	1,156	—
Amounts payable and accrued liabilities	15	12,179	13,420
Current income tax payable	20	274	—
Deferred rent	8	11,186	—
Distributions payable	16	3,542	2,925
		<b>28,337</b>	<b>16,345</b>
<b>Total liabilities</b>		<b>\$ 713,782</b>	<b>\$ 688,531</b>
<b>Equity</b>			
Unitholders' equity		\$ 498,289	\$ 407,009
Deficit		(41,123)	(37,642)
Accumulated other comprehensive loss		(31,945)	(18,558)
<b>Total equity</b>	17	<b>425,221</b>	<b>350,809</b>
<b>Total liabilities and equity</b>		<b>\$ 1,139,003</b>	<b>\$ 1,039,340</b>

See accompanying notes to the condensed consolidated interim financial statements

On behalf of the Board of Trustees of Dundee International Real Estate Investment Trust:



**MICHAEL J. COOPER**  
Trustee



**P. JANE GAVAN**  
Trustee



## Condensed consolidated statement of comprehensive income (loss)

(unaudited) (in thousands of Canadian dollars)	Note	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Investment properties revenue		<b>\$ 34,896</b>	\$ 68,970
Investment properties operating expenses		<b>13,992</b>	27,329
<b>Net rental income</b>		<b>20,904</b>	41,641
<b>Other income and expenses</b>			
Portfolio management		<b>(1,051)</b>	(2,086)
General and administrative		<b>(1,598)</b>	(3,085)
Fair value adjustments to investment properties	7	<b>(3,010)</b>	(3,905)
Depreciation and amortization	9	<b>(11)</b>	(11)
Interest expense	18	<b>(6,629)</b>	(14,748)
Share of income from equity accounted investment	9	<b>12</b>	23
Interest and other income		<b>63</b>	155
Fair value adjustments to financial instruments	19	<b>130</b>	(2,528)
Income before income taxes		<b>8,810</b>	15,456
Current income taxes	20	<b>29</b>	65
Deferred income taxes	20	<b>(334)</b>	(549)
<b>Recovery of taxes</b>		<b>(305)</b>	(484)
<b>Net income</b>		<b>\$ 9,115</b>	\$ 15,940
Foreign currency translation adjustment		<b>(17,589)</b>	(13,387)
<b>Comprehensive income (loss)</b>		<b>\$ (8,474)</b>	\$ 2,553

See accompanying notes to the condensed consolidated interim financial statements

## Condensed consolidated statement of changes in equity

		Attributable to unitholders of the Trust				
(unaudited) (in thousands of Canadian dollars, except number of Units)	Note	Number of Units	Unitholders' equity	Retained earnings (deficit)	Accumulated other comprehensive loss	Total
<b>Balance at January 1, 2012</b>		<b>43,872,316</b>	<b>\$ 407,009</b>	<b>\$ (37,642)</b>	<b>\$ (18,558)</b>	<b>\$ 350,809</b>
Net income for the period		—	—	15,940	—	15,940
Distributions paid	16	—	—	(15,879)	—	(15,879)
Distributions payable	16	—	—	(3,542)	—	(3,542)
Public offering of Units	17	9,200,000	92,920	—	—	92,920
Distribution reinvestment plan	17	52,051	525	—	—	525
Issue costs	17	—	(2,165)	—	—	(2,165)
Foreign currency translation adjustment		—	—	—	(13,387)	(13,387)
<b>Balance at June 30, 2012</b>		<b>53,124,367</b>	<b>\$ 498,289</b>	<b>\$ (41,123)</b>	<b>\$ (31,945)</b>	<b>\$ 425,221</b>

		Attributable to unitholders of the Trust				
(unaudited) (in thousands of Canadian dollars, except number of Units)		Number of Units	Unitholders' equity	Retained earnings (deficit)	Accumulated other comprehensive loss	Total
<b>Balance at April 21, 2011</b>		—	\$ —	\$ —	\$ —	\$ —
Units issued on formation		800,000	400	—	—	400
Net loss for the period		—	—	(23,201)	—	(23,201)
Distributions paid		—	—	(11,516)	—	(11,516)
Distributions payable		—	—	(2,925)	—	(2,925)
Public offering of Units		43,050,000	430,500	—	—	430,500
Distribution reinvestment plan		22,316	217	—	—	217
Issue costs		—	(24,108)	—	—	(24,108)
Foreign currency translation adjustment		—	—	—	(18,558)	(18,558)
<b>Balance at December 31, 2011</b>		<b>43,872,316</b>	<b>\$ 407,009</b>	<b>\$ (37,642)</b>	<b>\$ (18,558)</b>	<b>\$ 350,809</b>

See accompanying notes to the condensed consolidated interim financial statements

## Condensed consolidated statement of cash flows

(unaudited) (in thousands of Canadian dollars)	Note	For the three months ended June 30, 2012	For the six months ended June 30, 2012
<b>Generated from (utilized in) operating activities</b>			
Net income		\$ 9,115	\$ 15,940
Non-cash items:			
Share of income from equity accounted investment		(12)	(23)
Deferred income taxes		(334)	(549)
Amortization of financing costs		273	538
Amortization of fair value adjustment on acquired debt		(78)	(104)
Amortization of initial discount on convertible debentures		230	455
Depreciation and amortization		11	11
Deferred unit compensation expense and asset management fees	14	646	1,211
Settlement on foreign exchange contracts		554	1,021
Straight-line rent adjustment		18	36
Fair value adjustments to financial instruments	19	(130)	2,528
Fair value adjustments to investment properties	7	3,010	3,905
Interest on Exchangeable Notes		632	2,152
Cash settlement on interest rate swap		(1,038)	(1,440)
Lease incentives and initial direct leasing costs		(157)	(180)
Change in non-cash working capital	22	2,173	(1,960)
		<b>14,913</b>	<b>23,541</b>
<b>Generated from (utilized in) investing activities</b>			
Investment in building improvements	7	(284)	(757)
Acquisition of investment properties	6	(65,860)	(78,592)
		<b>(66,144)</b>	<b>(79,349)</b>
<b>Generated from (utilized in) financing activities</b>			
Mortgages placed, net of costs of \$538		34,196	34,196
Mortgage principal repayments		(76)	(114)
Units issued for cash, net of costs of \$2,076	17	44,421	44,386
Distributions paid on Units		(9,705)	(18,279)
Interest on Exchangeable Notes		(632)	(2,152)
		<b>68,204</b>	<b>58,037</b>
<b>Increase in cash</b>		<b>16,973</b>	<b>2,229</b>
Effect of exchange rate changes on cash		(694)	(477)
<b>Cash, beginning of period</b>		<b>73,380</b>	<b>87,907</b>
<b>Cash, end of period</b>		<b>\$ 89,659</b>	<b>\$ 89,659</b>

See accompanying notes to the condensed consolidated interim financial statements

## Notes to the condensed consolidated financial statements

(All dollar amounts in thousands of Canadian dollars, except unit or per unit amounts) (Unaudited)

### Note 1

#### **ORGANIZATION**

Dundee International Real Estate Investment Trust (the “REIT” or the “Trust”) is an open-ended investment trust created pursuant to a Declaration of Trust dated April 21, 2011, under the laws of the Province of Ontario, and is domiciled in Ontario. The condensed consolidated interim financial statements of the REIT include the accounts of the REIT and its consolidated subsidiaries. The REIT’s portfolio comprises office, industrial and mixed use properties located in Germany.

The address of the Trust’s registered office is 30 Adelaide Street East, Suite 1600, Toronto, Ontario, Canada M5C 3H1. The Trust is listed on the Toronto Stock Exchange under the symbol “DI.UN”. The Trust’s condensed consolidated interim financial statements for the period ended June 30, 2012, were authorized for issue by the Board of Trustees on August 8, 2012, after which date the condensed consolidated interim financial statements may only be amended with Board approval.

On April 11, 2011, 800,000 Units were issued to Dundee Realty Corporation (“DRC”) for \$400 cash. During the period from April 21, 2011 to June 30 2011, the Trust had no operating activity.

At June 30, 2012, Dundee Corporation, the majority shareholder of DRC, directly and indirectly through its subsidiaries, held 12,800,000 Units.

### Note 2

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### **Basis of Presentation**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard “IAS” 34, “Interim Financial Reporting” (“IAS 34”), as issued by the International Financial Accounting Standards Board (“IASB”). Accordingly, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the IASB, have been omitted or condensed.

These condensed consolidated interim financial statements have been prepared using the same significant accounting policies and methods as those used in the consolidated financial statements for the period ended December 31, 2011.

These condensed consolidated interim financial statements should be read in conjunction with the Trust’s consolidated financial statements for the period ended December 31, 2011.

### Note 3

#### **ACCOUNTING POLICIES SELECTED AND APPLIED FOR SIGNIFICANT TRANSACTIONS AND EVENTS**

The accounting policies adopted are consistent with those of the previous financial period except as described below.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual income or loss.

## Note 4

**CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS IN APPLYING ACCOUNTING POLICIES**

The preparation of condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from those estimates.

In preparing these condensed consolidated interim financial statements, the significant judgments made by management in applying the Trust's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the period ended December 31, 2011, with the exception of changes in estimates that are required in determining the provision for income taxes (see Note 20).

## Note 5

**ACCOUNTING POLICY CHANGES****Income taxes**

In December 2010, the IASB made amendments to IAS 12, "Income Taxes" ("IAS 12"), that are applicable to the measurement of deferred tax liabilities and deferred tax assets where investment property is measured using the fair value model in IAS 40, "Investment Property". The amendments introduce a rebuttable presumption that, for purposes of determining deferred tax consequences associated with temporary differences relating to investment properties, the carrying amount of an investment property is recovered entirely through sale. This presumption is rebutted if the investment property is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The amendments to IAS 12 are effective for annual periods beginning on or after January 1, 2012. As at June 30, 2012, the amendments do not have any impact on these condensed consolidated interim financial statements.

## Note 6

**PROPERTY ACQUISITIONS**

On February 29, 2012, the REIT acquired Grammophon Büropark, an office property located in Hannover, Germany, for \$35,489. The acquisition was partially financed by assuming a mortgage with a fair value of \$21,803. After working capital adjustments, the REIT paid \$12,777 for the acquisition in cash.

On April 26, 2012, the REIT acquired Karl-Martell-Strasse 60, an office property located in Nuremberg, Germany, for \$65,821. In May 2012, mortgage financing was obtained for this property in the amount of \$34,196, net of costs of \$538.

The assets acquired and liabilities assumed in the transaction were allocated as follows:

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Investment properties <sup>(1)</sup>	\$ 65,821	\$ 101,310
Total purchase price	\$ 65,821	\$ 101,310

The consideration paid consists of:

Cash	\$ 65,860	\$ 78,592
Assumed non-cash working capital	—	915
Fair value of mortgage debt assumed	(39)	21,803
Total consideration	\$ 65,821	\$ 101,310

<sup>(1)</sup> Includes transaction costs.

## Note 7

**INVESTMENT PROPERTIES**For the six months ended  
June 30, 2012

Balance at beginning of period	\$ 941,442
Acquisitions	101,310
Building improvements	757
Initial direct leasing costs	180
Fair value adjustment	(3,905)
Foreign currency translation	(22,211)
<b>Balance at end of period</b>	<b>\$ 1,017,573</b>

The fair value of investment properties has decreased by \$137 (December 31, 2011 – \$177) as a result of straight-line rent receivable being reclassified to other non-current assets.

Investment properties with an aggregate fair value of \$1,017,573 at June 30, 2012 (December 31, 2011 – \$941,442), were internally valued with inputs derived from qualified valuation professionals. Grammophon Büropark was acquired on February 29, 2012, for a total purchase price of \$35,489, including transaction costs. On April 26, 2012, Karl-Martell-Strasse 60, an office property located in Nuremberg, Germany, was acquired for \$65,821, including transaction costs. On June 30, 2012, the values of these properties were adjusted downwards by \$3,905, which principally related to capitalized transaction costs.

The Initial Properties were acquired on August 3, 2011, for \$1,006,334, representing a capitalization rate of approximately 8.2%. An amount of \$8,557 received from the vendor at the time of closing for capital costs reduced the acquisition price by the same amount, to \$997,777. Since December 31, 2011, the value of the investment properties decreased by \$22,211 mainly due to the weakening of the euro against the Canadian dollar.

## Note 8

**AMOUNT IN ESCROW AND DEFERRED RENT**

	June 30, 2012	December 31, 2011
Amount in escrow	\$ 22,590	\$ —
Less: current portion	11,186	—
Non-current portion	11,404	—
Deferred rent	\$ 22,590	\$ —
Less: current portion	11,186	—
Non-current portion	11,404	—

On June 30, 2011, Deutsche Post gave notice to terminate 17 leases with respect to its 2012 termination rights. In light of these terminations, the vendor of the properties has entered, in principle, into a lease agreement with the Trust for the space and has paid an amount of \$22,372 (€17,329) plus all interest accrued thereon for the rent covering the period commencing on July 1, 2012 to, and including, June 30, 2014. This amount has been set aside by the vendor in a bank account out of which we will be paid on a monthly basis, starting from July 1, 2012, the net rent payable for two years plus prepayments of operating costs. On June 30, 2012, Deutsche Post gave notice to terminate one additional lease, pursuant to their 2012 termination rights. This termination, for which we will receive an additional payment from the vendor of approximately \$218 (€169), will become effective as at July 1, 2013.

## Note 9

**OTHER NON-CURRENT ASSETS**

	June 30, 2012	December 31, 2011
Equity accounted investment	\$ 192	\$ 173
Computer equipment	65	14
Straight-line rent receivable	137	177
<b>Total</b>	<b>\$ 394</b>	<b>\$ 364</b>

**Equity accounted investments**

The Trust participates in a jointly controlled corporate entity (the “joint venture”) with other parties and accounts for its interests using the equity accounting method.

Details of the Trust’s joint venture:

Name	Principal activity	Location	Ownership interest (%) June 30, 2012 and December 31, 2011
Lorac Investment Management S.à r.l.	Investment management	Luxembourg	50

The following amounts represent the proportionate share of assets, liabilities, revenues and expenses of the joint venture.

	June 30, 2012	December 31, 2011
<b>Non-current assets</b>		
Equipment	\$ 46	\$ 131
<b>Current assets</b>		
Prepaid expenses	84	3
Cash and cash equivalents	17	37
	101	40
<b>Total assets</b>	<b>147</b>	<b>171</b>
<b>Current liabilities</b>		
Amounts payable and accrued liabilities	(45)	(2)
<b>Net assets</b>	<b>\$ 192</b>	<b>\$ 173</b>
	For the three months ended June 30, 2012	For the six months ended June 30, 2012
<b>Other income and expenses</b>		
Management fees	\$ 17	\$ 34
Amortization expense	(5)	(11)
<b>Income</b>	<b>\$ 12</b>	<b>\$ 23</b>

## Note 10

**AMOUNTS RECEIVABLE**

	June 30, 2012	December 31, 2011
Trade receivables	\$ 1,276	\$ 1,607
Less: Provision for impairment of trade receivables	(254)	(76)
Trade receivables, net	1,022	1,531
Other amounts receivable	712	479
	<b>\$ 1,734</b>	<b>\$ 2,010</b>

The carrying amount of amounts receivable approximates fair value due to their current nature.

## Note 11

**DEBT**

	June 30, 2012	December 31, 2011
Mortgage debt	\$ 54,604	\$ —
Convertible debentures	147,529	146,658
Term loan credit facility	423,187	432,348
Total	625,320	579,006
Less: Current portion	1,156	—
Non-current debt	\$ 624,164	\$ 579,006

First-ranking mortgages on all of the investment properties have been provided as security for either the mortgage debt or the term loan credit facility.

**Mortgage debt**

On February 29, 2012, the Trust assumed a mortgage with a principal balance of €15,484 at a fixed interest rate of 4.17% per annum maturing on February 1, 2015, in connection with the acquisition of Grammophon Büropark. The mortgage requires monthly repayments with a principal amortization of 2.00% per year. As a result of the non-market rate debt assumed, a fair value adjustment of \$998 was recorded and will be amortized over the term of the mortgage.

On May 25, 2012, the Trust obtained a mortgage with a principal balance of €26,675 at a fixed interest rate of 2.45% per annum maturing June 30, 2017, on the newly acquired property Karl-Martell-Strasse 60. The mortgage requires monthly repayments with principal amortization increasing from 2% to 4% incrementally starting from July 2012 to maturity.

**Convertible debentures**

On August 3, 2011, the Trust issued \$140,000 principal amount of convertible unsecured subordinated debentures (the "Debentures"). On August 29, 2011, the Trust issued an additional \$21,000 principal amount of Debentures. The Debentures bear interest at 5.5% per annum, payable semi-annually on July 31 and January 31 each year, and mature on July 31, 2018. Each Debenture is convertible at any time by the debenture holder into 76.9231 Units per one thousand dollars of face value, representing a conversion price of \$13.00 per Unit. On or after August 31, 2014, and prior to August 31, 2016, the Debentures may be redeemed by the debenture holders, in whole or in part, at a price equal to the principal amount plus accrued and unpaid interest on not more than 60 days' and not less than 30 days' prior written notice, provided the weighted average trading price for the Trust's Units for the 20 consecutive trading days, ending on the fifth trading day



immediately preceding the date on which notice of redemption is given, is not less than 125% of the conversion price. On or after August 31, 2016, and prior to July 31, 2018, the maturity date, the Debentures may be redeemed by the Trust at a price equal to the principal amount plus accrued and unpaid interest. The Debentures were initially recorded on the consolidated balance sheet as debt of \$152,894 less costs of \$6,931. The Trust has allocated \$8,106 to the conversion feature that will be accreted to the principal portion of the Debenture over its term along with the costs of \$6,931. As at June 30, 2012, the outstanding principal amount is \$161,000 (December 31, 2011 — \$161,000).

### **Term loan credit facility**

On August 3, 2011, the Trust obtained a term loan credit facility (the "Facility") for gross proceeds of €328,500. Costs relating to the Facility were \$10,832. These costs were reduced by proceeds received from the vendor to compensate the Trust for higher than expected financing costs on closing in the amount of \$9,555. The Facility has a term of five years, which may be extended for a further two years, subject to the satisfaction of certain conditions precedent at the time of the extension. Variable rate interest is calculated and payable quarterly under the Facility at a rate equal to the aggregate of the three-month EURIBOR plus a margin of 200 basis points (the "margin") and agency fee of 10 basis points. Pursuant to the Facility, the Trust was required to enter into an interest rate swap that fixed 80% of the variable interest rate payable under the Facility at a fixed interest rate not to exceed 3.5%, excluding the margin, and was required to purchase a cap instrument to cover 10% of the variable rate interest payable so that such interest rate does not exceed 5% (excluding the margin). The remaining 10% of interest payable would continue to be calculated quarterly on a variable rate basis. To comply with the Facility's requirement, on the day of closing, the Trust entered into an interest rate swap to pay a fixed rate of 4.05% on 80% of the Facility and an interest rate cap of 5.00% on 10% of the Facility at a cost of \$9,986. In December 2011, the Trust entered into another interest rate swap to pay a fixed rate of 3.37% on the 20% variable portion of the Facility in 2012. As at June 30, 2012, the Trust paid a fixed rate of 4.05% (December 31, 2011 — 4.05%) on 80% and a variable rate of 3.37% (December 31, 2011 — 3.69%) on the remaining 20% of the Facility. As a result, the Facility will pay a blended fixed rate of 3.91% in 2012.

No amortization of principal under the Facility is required during the first three years after closing. Thereafter, interest together with amortization of principal equal to 2% per annum of the initial loan amount will be payable on a quarterly basis (including the extension term, if any). In addition, the Trust is required to repay up to €100 million plus an applicable prepayment premium of 15% through dispositions or refinancings of a portion of the Initial Properties within the first two years following closing. If the full €100 million is not repaid by the second anniversary of the closing, the Trust will be required to pay additional interest of 1% on the portion of this €100 million that has not been repaid, starting on the second anniversary of the closing.

The Facility requires that all net rental income from the Initial Properties be paid into a rent collections account that the Trust established, to be released only after budgeted non-recoverable operating expenses (including an agreed property and asset management fee) are paid.

The Facility includes default and cash trap covenants requiring the Trust to maintain certain loan-to-value and debt service coverage ratios, each of which will be tested on a quarterly basis. If these ratios are not met at any time, the lenders may withhold 50% of the excess cash flow on a monthly basis as additional security for the Facility until such time as the ratios are once again satisfied. Upon satisfaction of the relevant ratio, the excess cash flow may again be distributed to the Trust; however, any cash previously trapped will not be released and will be used at the time of each future quarterly testing date until the ratio is satisfied for two consecutive quarters. As at June 30, 2012, the Trust is in compliance with its loan covenants.

In addition, the Facility requires that DRC and Dundee Corporation combined maintain at least \$120,000 of equity in the REIT for a two-year period from closing and at least \$48,000 of equity for the remainder of the term of the Facility.

The Facility agreement requires the debt service coverage ratio to be equal to or above 145% at each interest payment date. For the quarter ended June 30, 2012, the REIT was in compliance with the Facility's requirement.

The weighted average interest rates for the fixed and floating components of debt are as follows:

	Face interest rates		Weighted average effective interest rates		Maturity dates	Debt amount	
	June 30, 2012	December 31, 2011	June 30, 2012	December 31, 2011		June 30, 2012	December 31, 2011
<b>FIXED RATE</b>							
Mortgage debt	3.10%	—	2.67%	—	2015-2017	\$ 54,604	\$ —
Term loan credit facility <sup>(1)</sup>	4.05%	4.05%	4.11%	4.11%	2016	338,550	345,879
Convertible debentures	5.50%	5.50%	7.31%	7.31%	2018	147,529	146,658
<b>Total fixed rate debt</b>	<b>4.46%</b>	<b>4.48%</b>	<b>4.95%</b>	<b>5.06%</b>		<b>540,683</b>	<b>492,537</b>
<b>VARIABLE RATE</b>							
Term loan credit facility <sup>(2)</sup>	3.37%	3.69%	3.42%	3.75%	2016	84,637	86,469
<b>Total variable rate debt</b>	<b>3.37%</b>	<b>3.69%</b>	<b>3.42%</b>	<b>3.75%</b>		<b>84,637</b>	<b>86,469</b>
<b>Total debt</b>	<b>4.21%</b>	<b>4.36%</b>	<b>4.64%</b>	<b>4.86%</b>		<b>\$ 625,320</b>	<b>\$ 579,006</b>

<sup>(1)</sup> 80% of the Facility is subject to an interest rate swap in place until August 3, 2016, pursuant to the Facility agreement and has been presented as fixed rate debt.

<sup>(2)</sup> 20% of the Facility is subject to an interest rate swap until December 31, 2012, and has been presented as variable rate debt due to the short duration of the swap agreement.

The scheduled principal repayments and debt maturities are as follows:

	Mortgage debt	Term debt	Convertible debentures	Total
Remainder of 2012	\$ 576	\$ —	\$ —	\$ 576
2013	1,167	—	—	1,167
2014	1,444	1,397	—	2,841
2015	19,927	2,879	—	22,806
2016	1,377	419,818	—	421,195
2017 and thereafter	29,785	—	161,000	190,785
	<b>\$ 54,276</b>	<b>\$ 424,094</b>	<b>\$ 161,000</b>	<b>\$ 639,370</b>

Fair value adjustments	(6,432)
Transaction costs	(7,618)
	<b>\$ 625,320</b>

Hedging item	Notional	Rate	Maturity	Carrying value
Interest rate swap	\$ 339,275	4.05%	2016	\$ (13,885)
Interest rate swap	84,819	3.37%	2012	(815)
Interest rate cap	42,409	5.00%	2016	51
	<b>\$ 466,503</b>			<b>\$ (14,649)</b>

## Note 12

**EXCHANGEABLE NOTES**

The Trust has the following Exchangeable Notes outstanding:

	June 30, 2012	December 31, 2011
Balance at beginning of period	\$ 80,000	\$ 80,000
Conversion to REIT units	(46,460)	—
Remeasurement of carrying amount	256	—
Balance at end of period	\$ 33,796	\$ 80,000

In conjunction with the initial public offering (the “Offering”), a subsidiary of the Trust issued Exchangeable Notes for gross proceeds of \$80,000. Each €7.326 (the euro equivalent of \$10.00 based on the same exchange rate as the proceeds of the Offering) principal amount of Exchangeable Notes is exchangeable by the holder for one Unit, subject to customary anti-dilutive adjustments. The Exchangeable Notes and corresponding Special Trust Units (see Note 17) together have economic and voting rights equivalent in all material respects to the Units. The Exchangeable Notes mature on August 5, 2021. On the maturity date, the Trust may elect to satisfy its obligation to repay the Exchangeable Notes, in whole or in part, in cash or in Units, pursuant to the terms of the exchange agreement. The Trust may require the holder of Exchangeable Notes to exchange all of the Exchangeable Notes for Units in limited circumstances, pursuant to the terms of the exchange agreement.

On April 17, 2012, \$46,000 principal amount of Exchangeable Notes was exchanged into 4,600,000 Units and concurrently these Units were sold as part of the public offering completed on April 17, 2012, when a total of 9,200,000 Units were issued and sold to the public at an issue price of \$10.10 per unit. Issue costs related to the 4,600,000 Units sold by the Exchangeable Notes holder were borne by the holder.

Interest is payable at an amount per month equal to the product of the aggregate number of Units for which the outstanding Exchangeable Notes are exchangeable multiplied by the cash distribution declared for each Unit on such month, converted into euros at an exchange rate equivalent to the rate of the foreign exchange contract the Trust entered for payment of monthly distributions to holders of Units. During the six months ended June 30, 2012, the Trust incurred \$2,152 as interest on the Exchangeable Notes, which is included as interest expense in comprehensive income. For the three months ended June 30, 2012, the Trust incurred \$632 in interest on the Exchangeable Notes.

## Note 13

**DERIVATIVE FINANCIAL INSTRUMENTS**

	June 30, 2012	December 31, 2011
Interest rate swaps (note 11)	\$ 14,700	\$ 7,204
Interest rate cap (note 11)	(51)	(97)
Foreign exchange forward contracts	(3,341)	(1,942)
Conversion feature of the debentures	2,116	6,589
Total	\$ 13,424	\$ 11,754

The movement in the conversion feature on the convertible debentures for the period was as follows:

	For the six months ended June 30, 2012
Balance at beginning of period	\$ 6,589
Remeasurement of conversion feature	(4,473)
Balance at end of period	\$ 2,116

The Trust currently has 24 foreign exchange forward contracts to sell €3,100 each month until June 2014 at an average exchange rate of 1.3527.

#### Note 14

##### **DEFERRED UNIT INCENTIVE PLAN**

The movement in the Deferred Unit Incentive Plan (see Note 17) balance was as follows:

	For the six months ended June 30, 2012
Balance at beginning of period	\$ 945
Compensation expense during the period	310
Asset management fees during the period	901
Remeasurements of carrying value	(29)
Balance at end of period	\$ 2,127

On August 3, 2011, DRC elected to receive the first \$3,500 of the base asset management fees payable on the properties acquired on August 3, 2011, by way of deferred trust units under the Asset Management Agreement in each year for the next five years. The deferred trust units granted to DRC vest annually over five years, commencing on the fifth anniversary date of being granted.

On termination of the Asset Management Agreement, unvested trust units granted to DRC vest immediately.

During the six months ended June 30, 2012, \$901 of asset management fees were recorded based on the fair value of the deferred units issued with an appropriate discount to reflect the restricted period of exercise and included in general and administrative expenses. The fees were settled by the grant of 180,429 deferred trust units. At June 30, 2012, 328,938 unvested deferred trust units and income deferred units (December 31, 2011 — 147,717) were outstanding with respect to the asset management fee.

During the three months ended June 30, 2012, \$488 of asset management fees were recorded based on the fair value of the deferred units issued with an appropriate discount to reflect the restricted period of exercise and included in general and administrative expenses. The fees were settled by the grant of 91,813 deferred trust units during the period.

On November 8 and December 8, 2011, 87,000 and 33,784 deferred trust units were granted to senior management and trustees, respectively. Of the 87,000 units granted, 66,000 relate to trustees and key management personnel. The 33,784 deferred trust units were granted to trustees who elected to receive their 2011 and 2012 annual retainer in the form of deferred trust units rather than cash. The grant date values for the deferred units of the two grants were \$9.65 and \$9.84, respectively.

## Note 15

**AMOUNTS PAYABLE AND ACCRUED LIABILITIES**

	June 30, 2012	December 31, 2011
Trade payables	\$ 5,571	\$ 2,675
Accrued liabilities and other payables	2,630	6,555
Accrued interest	3,978	4,190
<b>Total</b>	<b>\$ 12,179</b>	<b>\$ 13,420</b>

## Note 16

**DISTRIBUTIONS**

The following table breaks down distribution payments for the six months ended June 30, 2012:

	For the six months ended June 30, 2012
Paid in cash	\$ 18,279
Paid by way of reinvestment in Units	525
Less: Payable at December 31, 2011	(2,925)
Plus: Payable at June 30, 2012	3,542
<b>Total</b>	<b>\$ 19,421</b>

The distribution for the month of June 2012 in the amount of \$0.06667 per unit, declared on June 29, 2012, and payable on July 13, 2012, amounted to \$3,542. The amount payable at June 30, 2012, was satisfied on July 13, 2012, by \$3,433 cash, and \$109 through the issuance of 10,945 Units. The distribution for the month of July 2012 was declared in the amount of \$0.06667 per unit payable on August 15, 2012.

The Trust declared distributions of \$0.06667 per unit per month for the months of January to June 2012, or \$19,421.

## Note 17

**EQUITY**

	June 30, 2012		December 31, 2011	
	Number of Units	Amount	Number of Units	Amount
<b>Total</b>	<b>53,124,367</b>	<b>\$ 425,221</b>	43,872,316	\$ 350,809

## **REIT Units**

The REIT is authorized to issue an unlimited number of Units and an unlimited number of Special Trust Units. The Special Trust Units may only be issued to holders of Exchangeable Notes.

Special Trust Units are issued in connection with Exchangeable Notes. The Special Trust Units are not transferable separately from the Exchangeable Notes to which they relate and will be automatically redeemed for a nominal amount and cancelled upon settlement, surrender or exchange of such Exchangeable Notes. Each Special Trust Unit entitles the holder to the number of votes at any meeting of unitholders that is equal to the number of Units that may be obtained upon the surrender or exchange of the Exchangeable Notes to which they relate. As at June 30, 2012, 3.4 million Special Trust Units were issued and outstanding (December 31, 2011 – 8.0 million).

### ***Public offering of REIT Units***

On April 17, 2012, the REIT completed a public offering of 9,200,000 Units, including an over-allotment option, at a price of \$10.10 per unit. The offering included the 4,600,000 Units offered for sale by the Exchangeable Notes holder, who had concurrently exchanged 4,600,000 Exchangeable Notes for 4,600,000 Units. The Trust received gross proceeds of \$46,460. Costs related to the offering totalled \$2,137 and were charged directly to the unitholders' equity.

### ***Distribution Reinvestment and Unit Purchase Plan***

The Distribution Reinvestment Plan ("DRIP") allows holders of Units, other than unitholders who are resident of or present in the United States of America, to elect to have all cash distributions from the REIT reinvested in additional Units. Unitholders who participate in the DRIP receive an additional distribution of Units equal to 4% of each cash distribution that was reinvested. The price per Unit is calculated by reference to a five-day weighted average closing price of the Units on the Toronto Stock Exchange preceding the relevant distribution date, which is typically on or about the 15th day of the month following the declaration. For the six months ended June 30, 2012, 52,051 Units were issued pursuant to the DRIP for \$525. For the three months ended June 30, 2012, 31,689 Units were issued pursuant to the DRIP for \$315.

The Unit Purchase Plan feature of the DRIP facilitates the purchase of additional Units by existing unitholders. Participation in the Unit Purchase Plan is optional and subject to certain limitations on the maximum number of additional Units that may be acquired. The price per Unit is calculated in a similar manner to the DRIP. No commission, service charges or brokerage fees are payable by participants in connection with either the reinvestment or purchase features of the DRIP. No Units were issued under the Unit Purchase Plan during the period ended June 30, 2012 (December 31, 2011 – nil).

### ***Deferred Unit Incentive Plan***

The Deferred Unit Incentive Plan provides for the grant of deferred trust units to trustees, officers and employees as well as affiliates and their service providers, including the asset manager. Deferred trust units are granted at the discretion of the trustees and earn income deferred trust units based on the payment of distributions. Once issued, each deferred trust unit and the related distribution of income deferred trust units vest evenly over a three- or five-year period on the anniversary date of the grant except for certain deferred trust units granted to DRC under the Asset Management Agreement. Subject to an election option available for certain participants to postpone receipt of Units, such units will be issued immediately upon vesting. Up to a maximum of 2,074,000 deferred trust units are issuable under the Deferred Unit Incentive Plan.

## Note 18

**INTEREST EXPENSE****Interest on debt**

Interest on debt incurred and charged to comprehensive income is recorded as follows:

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Interest on term loan credit facility	<b>\$ 3,073</b>	\$ 6,922
Interest on convertible debentures	<b>2,207</b>	4,422
Interest on mortgage debt	<b>292</b>	363
Amortization of financing costs and discounts	<b>425</b>	889
Interest on Exchangeable Notes	<b>632</b>	2,152
<b>Interest expense</b>	<b>\$ 6,629</b>	<b>\$ 14,748</b>

## Note 19

**FAIR VALUE ADJUSTMENTS TO FINANCIAL INSTRUMENTS**

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Fair value adjustment on interest rate swaps and cap	<b>\$ (4,927)</b>	\$ (9,194)
Fair value adjustment on conversion feature of convertible debentures	<b>1,570</b>	4,473
Fair value adjustment on Deferred Unit Incentive Plan	<b>28</b>	29
Fair value adjustment on Exchangeable Notes	<b>624</b>	(256)
Fair value adjustment on foreign exchange forward contracts	<b>2,835</b>	2,420
	<b>\$ 130</b>	<b>\$ (2,528)</b>

## Note 20

**INCOME TAXES****Reconciliation of tax expense**

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Income before income taxes	\$ 8,810	\$ 15,456
Tax calculated at the German corporate tax rate of 15.825%	1,395	2,446
Expenses not deductible for tax	181	196
Effect of different tax rates in countries in which the group operates	(74)	(83)
Income distributed and taxable to unitholders	(1,628)	(2,555)
Tax benefits not previously recognized	2	(283)
Other items	(181)	(205)
Income taxes (recovery of taxes)	\$ (305)	\$ (484)

Deferred income tax assets consist of the following:

	June 30, 2012	December 31, 2011
Deferred tax asset related to difference in tax and book basis of investment properties	\$ 997	\$ 2,065
Deferred tax asset related to difference in tax and book basis of Exchangeable Notes	—	771
Deferred tax asset related to difference in tax and book basis of financial instruments	3,563	2,537
Deferred tax asset related to tax loss carry-forwards	950	319
Deferred tax asset related to differences in tax and book basis of deferred financing costs	1,163	1,342
Total deferred income tax assets	\$ 6,673	\$ 7,034

## Note 21

**RELATED PARTY TRANSACTIONS AND ARRANGEMENTS**

Deferred units granted to DRC for payment of asset management fees are included in general and administrative expense during the period for accounting purposes as they relate to services provided during the period, and the units and fees are initially measured by applying a discount to the fair value of the corresponding Units. The discount is estimated by applying the Black-Scholes model, taking into consideration the volatility of the Canadian REIT equity market and the German real estate industry. Once recognized, the liability is remeasured at each reporting date at a discount to the fair values of the corresponding Units, with the change being recognized in comprehensive income as fair value adjustment to financial instruments.

During the six months ended June 30, 2012, the REIT recognized \$980 in general and administrative expense in relation to asset management fees under the Asset Management Agreement with DRC, of which \$901 was payable in deferred trust units and \$79 was payable in cash. The REIT also paid \$961 for asset acquisition fees incurred on acquisition of Grammophon and Karl-Martell-Strasse during the year, which were capitalized as acquisition costs. For the three months ended June 30, 2012, the REIT recognized \$567 in general and administrative expense, of which \$488 was payable in deferred trust units and \$79 was payable in cash. The REIT also incurred \$628 in acquisition fees during the quarter. As at July 13, 2012, 328,938 deferred trust and income units were granted under this agreement and remained unvested.



Included in amounts payable at June 30, 2012, is \$113 related to the Asset Management Agreement and general and administrative expenses that DRC has incurred on behalf of the Trust. Included in the amounts receivable is \$200 related to general and administrative expenses to be recovered from DRC.

## Note 22

### SUPPLEMENTARY CASH FLOW INFORMATION

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Increase in amounts receivable	\$ 1,951	\$ 450
Decrease in prepaid expenses and other assets	24	233
Increase (decrease) in amounts payable and accrued liabilities	158	(2,692)
Increase in deposit payables	40	49
<b>Change in non-cash working capital</b>	<b>\$ 2,173</b>	<b>\$ (1,960)</b>

The following amounts were paid on account of interest:

	For the three months ended June 30, 2012	For the six months ended June 30, 2012
Debt	\$ 3,341	\$ 11,362
Exchangeable Notes	\$ 938	\$ 2,463

## Note 23

### SUBSEQUENT EVENTS

On July 19, 2012, the Trust completed the acquisition of an office building in Düsseldorf, Germany, for a price of €45.1 million excluding acquisition costs. The property comprises approximately 142,000 square feet and is 100% occupied. The Trust obtained a new five-year mortgage for €26 million bearing an interest rate of 2.09% on the same day. Net proceeds required on closing were approximately €19.5 million, excluding other closing costs.

## Appendix

June 30, 2012	CITY	STATE	GLA	OCCUPANCY
<b>Office properties</b>				
Karl-Martell-Str. 60	Nuremberg	Bavaria	268,936	100%
Grammophonpark Büropark	Hannover	Niedersachsen	212,047	96%
Gradestr. 22	Hannover	Niedersachsen	195,783	72%
Kurfürstenallee 130	Bremen	Bremen	187,940	79%
Überseering 17/Mexikoring 22	Hamburg	Hamburg	159,174	88%
Zimmermannstr. 2/Eisenstr.	Marburg	Hesse	99,751	98%
Saalburgallee 19	Frankfurt am Main	Hesse	98,224	96%
Wiener Str. 43	Stuttgart	Baden-Württemberg	72,192	88%
Koblenzer Str. 67	Bonn	North Rhine-Westphalia	42,774	100%
Ölmühlweg 12	Königstein	Hesse	34,984	100%
<b>Total office</b>			<b>1,371,806</b>	<b>88%</b>
<b>Mixed use properties</b>				
Grüne Str. 6-8/Kurfürstenstr. 2	Dortmund	North Rhine-Westphalia	299,567	100%
Am Hauptbahnhof 16-18	Saarbrücken	Saarland	290,901	92%
Poststr. 4-6, Göbelstr. 30, Bismarckstr.	Darmstadt	Hesse	230,943	89%
Bahnhofstr. 16	Regensburg	Bavaria	229,825	77%
H-v-Stephan-Str. 1-15/W-Brandt-Pl. 13	Mannheim	Baden-Württemberg	227,298	96%
Bahnhofstr. 82-86	Gießen	Hesse	156,378	88%
E.-Kamiet-Str. 2 b	Halle	Saxony-Anhalt	152,661	83%
Marienstr. 80	Offenbach am Main	Hesse	114,114	96%
Rüppurrer Str. 81,87,89/Ettlinger 67	Karlsruhe	Baden-Württemberg	111,778	93%
Gerokstr. 14-20	Dresden	Saxony	110,434	86%
Hindenburgstr. 9/Heeserstr. 5	Siegen	North Rhine-Westphalia	99,027	90%
Kaiserstr. 24	Gütersloh	North Rhine-Westphalia	94,488	61%
Klubgartenstr. 10	Goslar	Niedersachsen	87,460	64%
Bahnhofplatz 2,3,4, Pepperworth 7	Hildesheim	Niedersachsen	85,895	75%
Am Hauptbahnhof 2	Mülheim	North Rhine-Westphalia	84,303	79%
Pausaer Str. 1-3	Plauen	Saxony	83,867	72%
Bahnhofstr. 33	Böblingen	Baden-Württemberg	82,628	100%
Husemannstr. 1	Gelsenkirchen	North Rhine-Westphalia	80,591	94%
Berliner Platz 35-37	Münster	North Rhine-Westphalia	79,702	86%
Stresemannstr. 15	Wuppertal	North Rhine-Westphalia	79,185	100%
Bahnhofsring 2	Leer	Niedersachsen	78,259	92%
Heinrich-von-Bibra-Platz 5-9	Fulda	Hesse	77,606	100%
Kaiser-Karl-Ring 59-63/Dorotheenstr.	Bonn	North Rhine-Westphalia	75,815	100%
Bürgerreuther Str. 1	Bayreuth	Bavaria	75,534	100%
Bahnhofplatz 10	Fürth	Bavaria	74,816	100%
Logenstr. 37	Kaiserslautern	Rhineland-Palatinate	72,198	95%
Bahnhofplatz 1	Schweinfurt	Bavaria	67,503	87%
Bahnhofstr. 9	Ingolstadt	Bavaria	67,432	100%
Mecklenburgstr. 4-6	Schwerin	Mecklenburg-West Pomerania	66,676	80%
Rathausplatz 2	Wilhelmshaven	Niedersachsen	64,970	97%
Niemeyerstr. 1	Hannover	Niedersachsen	61,884	74%
Bahnhofstr. 40	Flensburg	Schleswig-Holstein	61,826	98%
Möhringer Landstr. 2/Emilienstr. 30	Stuttgart	Baden-Württemberg	61,194	93%
Heinrich-von-Stephan-Str. 8-10	Leverkusen	North Rhine-Westphalia	61,011	89%
Joachim-Campe-Str. 1.3/5/7, Postho	Salzgitter	Niedersachsen	60,012	56%
Friedrich-Ebert-Str. 28	Pinneberg	Schleswig-Holstein	59,218	100%
Paulinenstr. 52	Detmold	North Rhine-Westphalia	57,614	77%
Postplatz 3	Bautzen	Saxony	57,571	72%
Poststr. 2 U 3	Helmstedt	Niedersachsen	53,468	52%
Ostbahnstr. 5	Landau	Rhineland-Palatinate	53,401	94%
Kavalierrstr. 30-32	Dessau	Saxony-Anhalt	52,206	89%
Bahnhofplatz 9	Emden	Niedersachsen	52,195	91%
Friedrich-Ebert-Str. 75-79	Bremerhaven	Bremen	51,727	97%
Baarstr. 5	Iserlohn	North Rhine-Westphalia	51,472	78%
Hainstr. 5 A	Bad Hersfeld	Hesse	51,207	100%
Europaplatz 17	Bad Kreuznach	Rhineland-Palatinate	50,704	96%
Rathausplatz 4	Lüdenscheid	North Rhine-Westphalia	50,050	95%
Marktstr. 9	Völklingen	Saarland	49,577	73%
Zuffenhäuser Kelterplatz 1	Stuttgart	Baden-Württemberg	47,552	80%

June 30, 2012	CITY	STATE	GLA	OCCUPANCY
<b>Mixed use properties (continued)</b>				
Unter den Zwicken 1-3	Halberstadt	Saxony-Anhalt	47,145	76%
Stadtparkstr. 2	Schwabach	Bavaria	46,799	77%
Schützenstr. 17,19	Peine	Niedersachsen	46,527	82%
Bahnhofstr. 2	Cham	Bavaria	46,129	61%
Theodor-Heuss-Platz 13	Neuss	North Rhine-Westphalia	46,128	95%
Poststr. 14	Rastatt	Baden-Württemberg	45,659	92%
Bahnhofplatz 3,5	Heidenheim	Baden-Württemberg	45,656	86%
Stembergstr. 27-29	Arnsberg	North Rhine-Westphalia	45,600	85%
Poststr. 2	Gummersbach	North Rhine-Westphalia	45,558	84%
Willy-Brandt-Str. 6	Auerbach	Saxony	45,504	54%
Königstr. 12	Rottweil	Baden-Württemberg	45,494	88%
Möllner Landstr. 47-49/Reclamstr. 20	Hamburg	Hamburg	45,371	90%
Lutherplatz 5	Nordhausen	Thuringia	44,699	82%
Münchener Str. 1	Bad Kissingen	Bavaria	43,971	74%
Martinistr. 19	Recklinghausen	North Rhine-Westphalia	43,807	82%
Bahnhofstr. 169	Bietigheim-Bissingen	Baden-Württemberg	43,620	99%
Vegeacker Heerstr. 111	Bremen	Bremen	43,484	92%
Südbrede 1-5	Ahlen	North Rhine-Westphalia	43,382	83%
Kardinal-Galen-Ring 84/86	Rheine	North Rhine-Westphalia	42,191	100%
Kalkumer Str. 70	Düsseldorf	North Rhine-Westphalia	41,771	100%
Ehrenfeldgürtel 125	Köln	North Rhine-Westphalia	41,645	97%
Poststr. 2	Deggendorf	Bavaria	41,640	96%
Robert-Wahl-Str. 7/7a	Balingen	Baden-Württemberg	41,487	94%
Bahnhofplatz 1	Freising	Bavaria	41,139	95%
Balhornstr. 15,17/B.Köthenbürger-Str.	Paderborn	North Rhine-Westphalia	40,927	93%
August-Bebel-Str. 6	Torgau	Saxony	40,745	86%
Cavillonstr. 2	Weinheim	Baden-Württemberg	40,540	91%
Steinerother Str. 1 U 1a	Betzdorf	Rhineland-Palatinate	39,972	89%
Hauptstr. 279/Hommelstr. 2	Idar-Oberstein	Rhineland-Palatinate	39,041	96%
Stuttgarter Str. 5,7	Fellbach	Baden-Württemberg	38,288	96%
Bismarckstr. 21-23	Bünde	North Rhine-Westphalia	38,276	96%
Heinrich-von-Stephan-Platz 6	Naumburg	Saxony-Anhalt	37,612	91%
Hindenburgstr. 8/Hohenstauf 9,17,19	Bocholt	North Rhine-Westphalia	37,512	93%
Mühlenstr. 5-7	Delmenhorst	Niedersachsen	37,266	100%
Alsenberger Str. 61	Hof	Bavaria	36,687	70%
Lübecker Str. 23-25	Bad Oldesloe	Schleswig-Holstein	36,290	100%
Apostelweg 4-6	Hamburg	Hamburg	36,273	97%
Brückenstr. 21	Neunkirchen	Saarland	35,971	100%
Lönstr. 20-22	Castrop-Rauxel	North Rhine-Westphalia	35,795	88%
Friedrich-Wilhelm-Str. 52 U. 54	Eschwege	Hesse	35,433	53%
Verdener Str. 9	Nienburg	Niedersachsen	35,313	76%
Kurt-Schumacher-Str. 5	Lünen	North Rhine-Westphalia	35,290	100%
Lilienstr. 3	Leipzig	Saxony	35,234	97%
Stadtring 3-5	Nordhorn	Niedersachsen	35,189	84%
Heinzelmannstr. 1/Hauberrisserstr.	Kaufbeuren	Bavaria	34,894	90%
Bahnhofplatz 4	Traunstein	Bavaria	34,887	63%
Bahnhofplatz 10,12,14	Kleve	North Rhine-Westphalia	34,871	100%
Goethestr. 2-6	Duisburg	North Rhine-Westphalia	34,839	88%
Zwieseler Str. 27-29	Regen	Bavaria	34,174	90%
Gustav-König-Str. 42	Sonneberg	Thuringia	33,959	46%
Lotzbeckstr. 4	Lahr	Baden-Württemberg	33,511	70%
Kieler Str. 501	Hamburg	Hamburg	33,511	92%
Bahnhofplatz 4	Homburg	Saarland	33,241	100%
Große Str. 29-33	Rotenburg	Niedersachsen	33,240	91%
Worthingtonstr. 15	Crailsheim	Baden-Württemberg	33,136	100%
Hellersdorfer Str. 78	Berlin	Berlin	32,580	85%
Kreuzstr. 20-24	Bonn	North Rhine-Westphalia	32,253	99%
Bahnhofstr. 6/Luisenstr. 4-5	Villingen-Schwenningen	Baden-Württemberg	32,191	97%
Münchener Str. 38	Neuburg	Bavaria	31,486	70%
Poststr. 30	Albstadt	Baden-Württemberg	31,263	84%
Tunnelweg 1	Husum	Schleswig-Holstein	31,116	89%

June 30, 2012	CITY	STATE	GLA	OCCUPANCY
<b>Mixed use properties (continued)</b>				
Volksdorfer Str. 5/Wohld. Str. 6	Hamburg	Hamburg	31,068	91%
Bahnhofplatz 4	Berchtesgaden	Bavaria	31,007	42%
Poststr. 26	Meißen	Saxony	30,101	78%
Bahnhofplatz 2	Herborn	Hesse	29,746	91%
Waschgrabenallee 3-5	Neustadt	Schleswig-Holstein	29,739	90%
König-Heinrich-Str. 11	Merseburg	Saxony-Anhalt	29,472	83%
Poststr. 24-26	Ratingen	North Rhine-Westphalia	29,445	100%
Ludwigsplatz 1	Alsfeld	Hesse	29,125	62%
Bahnhofstr. 29	Meppen	Niedersachsen	29,056	94%
Poststr. 12	Lehrte	Niedersachsen	28,764	93%
Petristr. 26	Heilbad Heiligenstadt	Thuringia	28,205	68%
Dr.-Friedrich-Uhde-Str. 18	Einbeck	Niedersachsen	27,793	72%
Augsburger Str. 380	Stuttgart	Baden-Württemberg	27,775	93%
Gartenstr. 29/30	Pirna	Saxony	27,771	73%
Wilhelm-Weber-Str. 1	Wittenberg	Saxony-Anhalt	27,658	78%
Poststr. 1-3	Korbach	Hesse	27,463	88%
Berliner-Tor-Platz 1	Wesel	North Rhine-Westphalia	27,052	100%
Poststr. 48	St Ingbert	Saarland	26,975	87%
Bahnhofstr. 2	Gifhorn	Niedersachsen	26,894	66%
Bahnhofanlage 2-4	Schwetzingen	Baden-Württemberg	26,658	100%
Königswiese 1	Gelsenkirchen	North Rhine-Westphalia	26,468	100%
Wilhelmstr. 11/Kamperdickstr. 29	Kamp-Lintfort	North Rhine-Westphalia	25,973	81%
Kaiserstr. 140	Radevormwald	North Rhine-Westphalia	25,653	74%
In der Trift 10/12	Olpe	North Rhine-Westphalia	25,414	88%
Klosterstr. 6-10	Annaberg-Buchholz	Saxony	25,336	75%
Bahnhofstr. 6	Quakenbrück	Niedersachsen	24,446	97%
Asselheimer Str. 26/Mörikestr. 1-3	Grünstadt	Rhineland-Palatinate	23,560	66%
Alleestr. 6	Neustadt	Bavaria	23,495	100%
Uferstr. 2	Höxter	North Rhine-Westphalia	23,240	79%
Gartenstr. 16	Sindelfingen	Baden-Württemberg	23,121	100%
Bahnhofplatz 8	Marktredwitz	Bavaria	22,710	99%
Bahnhofstr. 32	Sulzbach-Rosenberg	Bavaria	22,634	76%
Bahnhofstr. 46	Unna	North Rhine-Westphalia	22,627	100%
Stadtgraben 13	Pfaffenhofen	Bavaria	22,513	88%
Bahnhofplatz o. Nr.	Oranienburg	Brandenburg	22,153	76%
Breitestr. 62-66	Andernach	Rhineland-Palatinate	22,119	88%
Bahnhofstr. 27	Öhringen	Baden-Württemberg	22,027	96%
Brückenstr. 26	Miltenberg	Bavaria	22,017	89%
Ringstr. 22/Dr. Bachl-Str.	Pfarrkirchen	Bavaria	21,980	88%
Lindenstr. 42	Grevenbroich	North Rhine-Westphalia	21,668	64%
Hörder Semerteichstr. 175	Dortmund	North Rhine-Westphalia	21,659	87%
Am Plärrer 11	Lauf	Bavaria	21,603	100%
Wilhelmstr. 5	Ibbenbüren	North Rhine-Westphalia	21,031	100%
Am Stadtpark 5	Papenburg	Niedersachsen	20,950	88%
Geistmarkt 17	Emmerich	North Rhine-Westphalia	20,942	100%
Lyoner Passage 14	Köln	North Rhine-Westphalia	20,742	100%
Moltkestr. 6	Hattingen	North Rhine-Westphalia	20,681	100%
Martin-Pöhlmann-Str. 5/Friedrich-e	Selb	Bavaria	20,681	95%
Am Markt 4-5	Norden	Niedersachsen	20,668	81%
Steinstr. 6	Pulheim	North Rhine-Westphalia	20,517	86%
Leistikowstr. 19	Fürstenwalde	Brandenburg	20,437	59%
Saarbrücker Str. 292-294	Saarbrücken	Saarland	20,433	92%
Ziegelstr. 15, 15 A	Ravensburg	Baden-Württemberg	20,420	90%
Poststr. 12	Schmölln	Thuringia	20,403	88%
Neugr. Bahnhofstr. 26/Scheideholz.	Hamburg	Hamburg	20,213	81%
Speckweg 24-26	Mannheim	Baden-Württemberg	20,128	90%
Marktplatz 5	Nordenham	Niedersachsen	20,109	100%
Kasseler Str. 1-7	Warburg	North Rhine-Westphalia	19,985	86%
Bahnhofstr. 58/Giselbertstr. 6	Buxtehude	Niedersachsen	19,800	94%
Poststr. 5	Walsrode	Niedersachsen	19,697	93%
Lindauer Str. 34	Wangen	Baden-Württemberg	19,510	97%

June 30, 2012	CITY	STATE	GLA	OCCUPANCY
<b>Mixed use properties (continued)</b>				
Eisenbahnstr. 15	Tuttlingen	Baden-Württemberg	19,047	66%
Konrad-Adenauer-Str. 10	Langenhagen	Niedersachsen	18,892	100%
Poststr. 6	Beckum	North Rhine-Westphalia	18,831	100%
Lagerstr. 1	Meschede	North Rhine-Westphalia	18,683	100%
Bahnhofstr. 3	Osterburken	Baden-Württemberg	18,498	100%
Bahnhofstr. 43	Riesa	Saxony	18,275	90%
Friedrichstr. 2	Monheim	North Rhine-Westphalia	18,156	100%
Bahnhofstr. 18 a	Wedel	Schleswig-Holstein	17,771	94%
Königstr. 20	Brilon	North Rhine-Westphalia	17,733	68%
Kornmarkt 15	Osterode	Niedersachsen	17,690	100%
Marktstr. 51	Essen	North Rhine-Westphalia	17,661	100%
Übacher Weg 4	Alsdorf	North Rhine-Westphalia	16,870	100%
Karl-von-Hahn-Str. 1	Freudenstadt	Baden-Württemberg	16,699	92%
Kaiserstr. 35	Minden	North Rhine-Westphalia	16,624	80%
Niederwall 3	Lübbecke	North Rhine-Westphalia	16,563	100%
Bahnhofstr. 8-10	Borken	North Rhine-Westphalia	16,385	100%
Hochstr. 31/Postgasse 5	Bochum	North Rhine-Westphalia	16,359	100%
Robert-Koch-Str. 3	Laatzten	Niedersachsen	16,126	100%
Hauptstr. 141	Rheda-Wiedenbrück	North Rhine-Westphalia	16,082	100%
Poststr. 28	Hemer	North Rhine-Westphalia	15,782	100%
Lindenstr. 9	Daun	Rhineland-Palatinate	15,689	87%
Am Bahnhof 2	Meldorf	Schleswig-Holstein	15,549	87%
Melanchthonstr. 96	Bretten	Baden-Württemberg	15,501	90%
Republikstr. 34	Schönebeck	Saxony-Anhalt	14,985	71%
Poststr. 1/2	Spremberg	Brandenburg	14,763	80%
Herrlichkeit 7	Syke	Niedersachsen	14,560	99%
Luitpoldstr. 13 u 13 b	Dinkelsbühl	Bavaria	14,421	98%
Bahnhofstr. 41	Eberbach	Baden-Württemberg	13,936	100%
Kolpingstr. 4	Georgsmarienhütte	Niedersachsen	13,725	100%
Schönbornstr. 1	Geisenheim	Hesse	13,117	100%
Potsdamer Str. 9	Ludwigsfelde	Brandenburg	12,885	100%
Langener Landstr. 237-239	Bremerhaven	Bremen	12,803	100%
Bünder Str. 36	Löhne	North Rhine-Westphalia	12,625	100%
Berliner Freiheit 8	Bremen	Bremen	12,553	100%
Albert-Steiner-Str. 10	Herzogenrath	North Rhine-Westphalia	12,538	80%
Poststr. 1	Erfstadt	North Rhine-Westphalia	12,498	100%
Gorsemannstr. 22	Bremen	Bremen	12,379	100%
Mönchenstr. 15-18	Jüterbog	Brandenburg	12,128	100%
Fritz-Brandt-Str. 25	Zerbst	Saxony-Anhalt	12,117	100%
Bahnhofstr. 11	Alpirsbach	Baden-Württemberg	12,112	98%
Märkische Str. 58	Düsseldorf	North Rhine-Westphalia	11,997	100%
Poststr. 3-5	Barsinghausen	Niedersachsen	11,597	100%
Prochaskaplatz 7	Dannenberg	Niedersachsen	11,334	95%
Kürbsweg 9	Seevetal	Niedersachsen	11,175	100%
Hauptstr. 40	Porta Westfalica	North Rhine-Westphalia	11,133	100%
Bahnhofstr. 49/49a	Aalen	Baden-Württemberg	11,050	100%
Steinweg 5	Weiden	Bavaria	10,974	100%
Am Markt 4	St. Georgen	Baden-Württemberg	10,324	100%
Sandstr. 4	Germersheim	Rhineland-Palatinate	10,132	100%
Rensefelder Str. 2	Bad Schwartau	Schleswig-Holstein	9,777	100%
Bahnhofstr. 12	Pfullendorf	Baden-Württemberg	9,720	100%
Rosenstr. 1/Fünfhausenstr. 19/21	Springe	Niedersachsen	8,881	100%
De-Lenoncourt-Str. 2	Dillingen	Saarland	8,705	90%
Elisabeth-Anna-Str. 11	Wangerooge	Niedersachsen	8,382	100%
Melcherstätte 8	Stuhr	Niedersachsen	8,196	100%
Alte Amberger Str. 28	Grafenwöhr	Bavaria	7,980	100%
Eichendorffstr. 14	Traunreut	Bavaria	7,711	100%
Wetterstr. 20/Poststr. 2	Herdecke	North Rhine-Westphalia	7,702	100%
<b>Total mixed use</b>			<b>9,190,867</b>	<b>88%</b>

June 30, 2012	CITY	STATE	GLA	OCCUPANCY
<b>Industrial properties</b>				
Karlstal 1-21/Werftstr. 201	Kiel	Schleswig-Holstein	181,004	96%
Franz-Zebisch-Str. 15	Weiden	Bavaria	166,601	100%
Am Neumarkt 40/Luetkensallee 49	Hamburg	Hamburg	160,720	88%
Czernyring 15	Heidelberg	Baden-Württemberg	133,909	90%
Friedrich-Karl-Str. 1-7	Oberhausen	North Rhine-Westphalia	97,606	74%
Blücherstr. 12	Koblenz	Rhineland-Palatinate	94,569	68%
Kapellenstr. 44	Einbeck	Niedersachsen	81,206	67%
Kommandantenstr. 43-51	Duisburg	North Rhine-Westphalia	80,122	100%
Dammstr. 2, Frankenstr. 21,25a	Osnabrück	Niedersachsen	77,515	51%
77er Str. 54	Celle	Niedersachsen	73,423	76%
Auhofstr. 21	Aschaffenburg	Bavaria	64,264	94%
Am Bahnhof 5	Zwickau	Saxony	60,738	59%
Poststr. 5-7	Heide	Schleswig-Holstein	53,363	95%
Mayenner Str. 63	Waiblingen	Baden-Württemberg	53,220	100%
Lippertor 6	Lippstadt	North Rhine-Westphalia	44,341	100%
Palleskestr. 38	Frankfurt am Main	Hesse	43,409	64%
Falkenbergstr. 17-23	Norderstedt	Schleswig-Holstein	41,249	98%
Im Bungert 6-8	Bergisch Gladbach	North Rhine-Westphalia	34,737	100%
Gerstenstr. 5	Neubrandenburg	Mecklenburg-West Pomerania	34,347	100%
Markendorfer Str. 10	Frankfurt an der Oder	Brandenburg	32,330	97%
Von-Lassaulx-Str. 14-18	Remagen	Rhineland-Palatinate	29,819	63%
Konrad-Adenauer-Str. 49-51	Tübingen	Baden-Württemberg	29,341	98%
Feldschlößchenstr./Kunadstr. o. Nr.	Dresden	Saxony	29,236	100%
Ruthenstr. 19/21	Hameln	Niedersachsen	26,895	93%
Saßstr. 12	Leipzig	Saxony	26,214	79%
Goldbacher Str. 74	Aschaffenburg	Bavaria	25,153	95%
Zwickauer Str. 438	Chemnitz	Saxony	24,422	78%
Lindenstr. 11	Bitterfeld	Saxony-Anhalt	23,183	86%
Poststr. 19-23	Hilden	North Rhine-Westphalia	22,454	87%
Lindenstr. 15	Landstuhl	Rhineland-Palatinate	21,709	99%
Innungsstr. 57-59	Berlin	Berlin	21,187	100%
Lübecker Str./Wedringer Str. o. Nr.	Magdeburg	Saxony-Anhalt	19,454	100%
Ooser Karlstr. 21/23/25	Baden-Baden	Baden-Württemberg	19,444	93%
Güterstr. 2-4	Bitburg	Rhineland-Palatinate	19,340	99%
Bismarckstr. 12/Fr.Hoffmann-Str.	Steinfurt	North Rhine-Westphalia	18,800	100%
Chiemseestr. 25	Traunstein	Bavaria	18,488	98%
Bahnhofstr. 33 U. 33 A	Stendal	Saxony-Anhalt	18,200	93%
Trierer Str. 4-6	Heusweiler	Saarland	16,867	92%
Aidenbacher Str. 41	Vilshofen	Bavaria	16,619	69%
Sattigstr. 33	Görlitz	Saxony	16,279	100%
Bahnhofstr. 33	Sulz	Baden-Württemberg	15,774	76%
Im Kusterfeld 1	Backnang	Baden-Württemberg	14,634	99%
Grenzstr. 24	Halle	Saxony-Anhalt	14,533	100%
Mercedesstr. 5	Hannover	Niedersachsen	14,504	100%
Am Buchhorst 35	Potsdam	Brandenburg	14,042	100%
Gutachstr. 56	Titisee-Neustadt	Baden-Württemberg	13,955	94%
Berliner Str. 4	Albstadt	Baden-Württemberg	13,816	100%
Münchner Str. 50	Fürstenfeldbruck	Bavaria	13,326	100%
Löbauer Str. 63	Bautzen	Saxony	12,686	100%
Dahmestr. 17	Mittenwalde	Brandenburg	12,631	100%
Heidering 23	Hannover	Niedersachsen	12,494	94%
Fraunhoferstr. 10	Bonn	North Rhine-Westphalia	12,311	100%
Unterstr. 14	Bochum	North Rhine-Westphalia	10,732	100%
Langfuhren 9	Bad Säckingen	Baden-Württemberg	9,717	100%
Weinbergstr. 50	Bad Neuenahr-Ahrweiler	Rhineland-Palatinate	9,023	100%
<b>Total industrial</b>			<b>2,245,960</b>	<b>88%</b>
<b>TOTAL</b>			<b>12,808,633</b>	<b>88%</b>

# Corporate information

## Head office

**DUNDEE INTERNATIONAL  
REAL ESTATE INVESTMENT TRUST**

State Street Financial Centre  
30 Adelaide Street East, Suite 1600  
Toronto, Ontario M5C 3H1  
Phone: (416) 365-3535  
Fax: (416) 365-6565

## Investor relations

Phone: (416) 365-3538  
Toll free: 1 877 365-3535  
From Germany: 0 800 189-0344  
E-mail: [info@dundeeinternational.com](mailto:info@dundeeinternational.com)  
Web site: [www.dundeeinternational.com](http://www.dundeeinternational.com)

## Transfer agent

(for change of address, registration  
or other unitholder inquiries)

**COMPUTERSHARE  
TRUST COMPANY OF CANADA**

100 University Avenue, 9th Floor  
Toronto, Ontario M5J 2Y1  
Phone: (514) 982-7555 or  
1 800 564-6253  
Fax: (416) 263-9394 or  
1 888 453-0330  
E-mail: [service@computershare.com](mailto:service@computershare.com)

## Auditors

**PRICEWATERHOUSECOOPERS LLP**

PwC Tower  
18 York Street, Suite 2600  
Toronto, Ontario M5J 0B2

## Corporate counsel

**OSLER, HOSKIN & HARCOURT LLP**

Box 50, 1 First Canadian Place, Suite 6100  
Toronto, Ontario M5X 1B8

## Stock exchange listing

**THE TORONTO STOCK EXCHANGE**

**Listing symbols:**

REIT Units: DL.UN  
5.5% Convertible Debentures: DL.DB

## Distribution Reinvestment and Unit Purchase Plan

The purpose of our Distribution Reinvestment and Unit Purchase Plan (“DRIP”) is to provide unitholders with a convenient way of investing in additional units without incurring transaction costs such as commissions, service charges or brokerage fees. By participating in the Plan, you may invest in additional units in two ways:

**Distribution reinvestment:** Unitholders will have cash distributions from Dundee International REIT reinvested in additional units as and when cash distributions are made.

**Cash purchase:** Unitholders may invest in additional units by making cash purchases.

If you register in the DRIP you will also receive a “bonus” distribution of units equal to 4% of the amount of your cash distribution reinvested pursuant to the Plan. In other words, for every \$1.00 of cash distributions reinvested by you under the Plan, \$1.04 worth of units will be purchased.



**DUNDEE INTERNATIONAL REIT**

State Street Financial Centre  
30 Adelaide Street East, Suite 1600  
Toronto, Ontario M5C 3H1

[www.dundeeinternational.com](http://www.dundeeinternational.com)