

CENTURIA NEW ZEALAND HOLDINGS LIMITED

12 August 2020

<MAILING NAME>
<ADDRESS LINE 1>
<ADDRESS LINE 2>
<ADDRESS LINE 3>

SAMPLE

COMPULSORY ACQUISITION NOTICE IN RESPECT OF AUGUSTA SHARES

- **Centuria New Zealand Holdings Limited now owns 96.4% of the shares in Augusta Capital Limited and is now permitted to compulsorily acquire the remaining shares, including your shares.**
- **This document sets out important information in respect of the compulsory acquisition of your shares, and requires your URGENT ATTENTION. Please read it carefully.**

1. Introduction

On 29 June 2020, Centuria New Zealand Holdings Limited (“**Centuria**”) made a takeover offer to acquire all of the shares in Augusta Capital Limited (“**Augusta**”) that Centuria did not already own (the “**Offer**”). The Offer closed at 11.59pm on 10 August 2020.

As a result of acceptances to the Offer, Centuria became the owner of 96.4% of the Augusta shares. Accordingly, Centuria is the holder and controller of more than 90% of the voting rights in Augusta and is the “dominant owner” of Augusta for the purposes of the compulsory acquisition provisions of the Takeovers Code, being the relevant New Zealand regulations.

Centuria is sending you this notice as you are an Augusta shareholder who did not accept the Offer. This notice is an “acquisition notice” for the purposes of rule 54 of the Takeovers Code.

2. You must sell all of your Augusta shares to Centuria

As the dominant owner of Augusta, Centuria has the right under the Takeovers Code to compulsorily acquire all of the shares in Augusta that it does not own. As an outstanding holder of Augusta shares, you must sell all of your Augusta shares to Centuria in accordance with this acquisition notice.

3. Compulsory acquisition price

The price that Centuria will pay you for your Augusta shares is the same as the Offer price received by Augusta shareholders who accepted the Offer.

New Zealand and Australian shareholders

If you have a registered address in Augusta’s share register that is in New Zealand or Australia, the price for your Augusta shares is:

- (a) NZ\$0.22 in cash per Augusta share; plus
- (b) 0.392 of a Centuria Stapled Security per Augusta share.

Other shareholders

If you have a registered address in Augusta's share register that is outside of New Zealand or Australia, the price for your Augusta shares is:

- (a) NZ\$0.22 in cash per Augusta share; plus
- (b) the net proceeds of sale of 0.392 of a Centuria Stapled Security per Augusta share, as described in paragraph 9.

4. Centuria's intentions for Augusta

Centuria intends to continue to operate Augusta using its existing business model. Mark Francis and Bryce Barnett and the senior executive team will become senior Centuria executives and continue to manage the New Zealand business as a division of Centuria.

Centuria Capital Group will become one of the largest Trans-Tasman property funds management operators with total combined assets under management of NZ\$10 billion. Centuria is confident that the enlarged group is now better placed to take advantage of new opportunities as the pandemic unwinds in Australasia.

Once Centuria Stapled Securities have been issued to you, you may hold Centuria Stapled Securities or alternatively they can be sold for cash (in Australian dollars) through the Australian Stock Exchange. If you are considering selling Centuria Stapled Securities, you should seek advice from your broker or other financial adviser. Those shareholders who hold their Centuria Stapled Securities will enjoy exposure to the S&P ASX300 share index and thus obtain an interest in a larger group which has been in existence over 20 years.

5. What is a Centuria Stapled Security?

A Centuria Stapled Security comprises a fully paid ordinary share in Centuria Capital Limited (ACN 095 454 336) that is stapled to a fully paid unit in the Centuria Capital Fund (ARSN 613 856 358). Further information about Centuria Stapled Securities is set out in the Offer Document for the Offer, which was sent to Augusta shareholders on 29 June 2020.

In determining the total number of Centuria Stapled Securities to be issued under this acquisition notice, fractional numbers of Centuria Stapled Securities will be rounded down to the nearest whole number.

Centuria will procure that Centuria Capital Limited and Centuria Funds Management Limited (as responsible entity for the Centuria Capital Fund) ("**Centuria Capital Group**") take any necessary steps to ensure that the Centuria Stapled Securities are, immediately after issue, quoted on ASX.

6. No objection rights

As acceptances to the Offer were received in respect of more than 50% of the Augusta shares that were the subject of the Offer (excluding those shares controlled by Centuria or held or controlled by its associates), you may not object under the Takeovers Code to the price for your Augusta shares set out in paragraph 3 above.

7. How to transfer your Augusta shares to us

A transfer form for your Augusta shares is enclosed with this acquisition notice. You are requested to:

- (a) complete and sign the transfer form in accordance with the instructions on it; and
- (b) return the transfer form to Centuria by one of the following methods:

By email

centuria.offer@computershare.co.nz

(Please type "Augusta Capital Transfer Form" in the subject line for easy identification)

By post

Centuria New Zealand Holdings Limited
c/- Computershare Investor Services Limited
Private Bag 92119

Auckland 1142
New Zealand

(if mailing from overseas please affix the required postage stamp)

Centuria will not provide you with any acknowledgement of receipt of your transfer form.

As the Offer has closed, acceptance forms previously provided in connection with the Offer will not be valid. Only completed transfer forms will be valid.

8. How and when you will get paid

You will be paid directly if you return your transfer form by 2 September 2020

If you return the completed and signed transfer form to Centuria by 11:59pm on 2 September 2020, Centuria will, within five working days after receipt of your transfer form, pay you the price for your Augusta shares in accordance with this paragraph 8.

Centuria will pay you the cash component of the price for your Augusta shares by sending you a cheque by ordinary post or, if you choose in your transfer form, by making an electronic funds transfer to a New Zealand dollar account with a New Zealand registered bank.

Centuria will satisfy the obligation to pay the Centuria Stapled Securities component of the price for your Augusta shares, by ensuring the issue by Centuria Capital Group of the relevant Centuria Stapled Securities to:

- (a) you, if you have a registered address in Augusta's share register that is in New Zealand or Australia; or
- (b) UBS AG, Australia branch (or a wholly owned subsidiary) ("**Nominee**"), if you have a registered address in Augusta's share register that is outside of New Zealand or Australia.

The issue of Centuria Stapled Securities to you or the Nominee (as applicable) occurs by the entry into Centuria Capital Group's share and unit registers of your name or the name of the Nominee (as applicable) as the holder of the relevant number of Centuria Stapled Securities.

If you have a registered address in Augusta's share register that is outside of New Zealand or Australia, the Nominee will sell Centuria Stapled Securities on your behalf and provide the net proceeds to you, on the basis set out in paragraph 9.

How payment will be made if you do not return your transfer form by 2 September 2020

If you do not return the completed and signed transfer form to Centuria by 11:59pm on 2 September 2020, Centuria will, by 9 September 2020:

- (a) pay to Augusta the cash component of the price for your Augusta shares;
- (b) ensure the issue by Centuria Capital Group of the relevant Centuria Stapled Securities to you, by the entry into Centuria Capital Group's share and unit registers of your name as the holder of the relevant number of Centuria Stapled Securities;
- (c) send you and Augusta written notice that Centuria Stapled Securities have been issued to you, as contemplated by paragraph (b) above; and
- (d) send to Augusta a transfer form for your outstanding Augusta shares executed on your behalf by Centuria or its agent.

For clarity, the provisions above under "How payment will be made if you do not return your transfer form by 2 September 2020" apply to all Augusta shareholders, including those who have a registered address on Augusta's share register outside of New Zealand or Australia. This means that Centuria Stapled Securities will be issued to you, and will not be issued to the Nominee to be sold on your behalf.

Augusta will hold the cash component of the price for your Augusta shares on trust, in an interest-bearing account with a registered bank, for you until it is claimed by you.

9. Payment of the proceeds of the sale of Centuria Stapled Securities

This paragraph 9 only applies to you if you have a registered address in Augusta's share register that is outside of New Zealand or Australia and you return the completed and signed transfer form to Centuria by 11:59pm on 2 September 2020.

Sale of Centuria Stapled Securities by the Nominee

If this paragraph 9 applies to you, the Centuria Stapled Securities component of the price for your Augusta shares will be issued to the Nominee. The Nominee has agreed to, as soon as reasonably practicable:

- (a) sell, on arm's length terms, those Centuria Stapled Securities; and
- (b) pay to Centuria's share registrar for the Offer, Computershare Investor Services Limited, the proceeds from the sale of the Centuria Stapled Securities, net of any applicable expenses, brokerage costs and taxes.

UBS AG, Australian branch, is the holder of an Australian Financial Services Licence in accordance with the *Corporations Act 2001 (Cth) (Australia)*.

Payment of net proceeds to you by Computershare

Following receipt of funds from the Nominee, Computershare Investor Services Limited will pay you your share of the sale of Centuria Stapled Securities issued to the Nominee on the basis contemplated by this acquisition notice, net of any applicable expenses, brokerage costs and taxes.

Centuria will use its best endeavours to ensure that this payment is made within eight working days after Centuria Stapled Securities are issued to the Nominee on your behalf. Computershare Investor Services Limited will make payment by sending you a cheque by ordinary post or, if you choose in your transfer form, by making an electronic funds transfer to a New Zealand dollar account with a New Zealand registered bank.

The net proceeds of sale of Centuria Stapled Securities will be paid to you in Australian dollars. If that payment is made by electronic funds transfer to a New Zealand dollar account with a New Zealand registered bank, Centuria understands the bank will usually convert the payment into New Zealand dollars at the bank's AU\$:NZ\$ spot exchange rate.

All currency conversions of Australian dollar payments to you are solely at your risk. Centuria, Centuria Capital Group, the Nominee and Computershare Investor Services Limited will have no liability of any nature to you in connection with any currency conversion.

Calculation of net proceeds

The net proceeds payable to you will be calculated as follows:

- (a) The Nominee will sell Centuria Stapled Securities through ASX during a "**sale period**", being a two consecutive trading day period after the Centuria Stapled Securities have been issued to the Nominee.
- (b) The net proceeds to be paid to Augusta shareholders whose entitlement to Centuria Stapled Securities is sold during a particular sale period will be calculated as follows:

Net proceeds = Net Average Sale Price multiplied by the Augusta shareholder's entitlement to Centuria Stapled Securities.

- (c) "**Net Average Sale Price**" will be calculated as follows:

Net Average Sale Price = (Total proceeds of sale of all Centuria Stapled Securities sold during a sale period minus total applicable expenses, brokerage costs and taxes in respect of the sale of those Centuria Stapled Securities) divided by the total number of Centuria Stapled Securities sold during the sale period.

Indemnity

If you have a registered address in Augusta's share register that is outside of New Zealand or Australia, Centuria as agent for Centuria Capital Group agrees that Centuria Capital Group will, and will also procure that Centuria Capital Group does, indemnify you and hold you harmless against any damages, expenses, costs, losses or liabilities suffered or incurred by you, as a result of a failure by UBS AG, Australia branch (or wholly owned subsidiary) to comply with

its obligations in respect of the sale of Centuria Stapled Securities contemplated by clauses 8(a), (b), (c) and (d) of the *Takeovers Code (Augusta Capital Limited) Exemption Notice 2020*.

10. Regulatory matters

This acquisition notice is given in reliance on the *Financial Markets Conduct (Centuria Capital Group) Exemption Notice 2020* granted by the Financial Markets Authority. Disclosures required by the conditions to that exemption are included in the Offer Document for the Offer.

This notice is also given in reliance on the *Takeovers Code (Augusta Capital Limited) Exemption Notice 2020* granted by the Takeovers Panel.

11. Conclusion

References in this document to time are to New Zealand time.

If you have any questions in relation to this acquisition notice, please seek your own professional advice or call Computershare Investor Services Limited on 0800 771 117 (within New Zealand) or +64 9 488 8784 (outside New Zealand) between 8.30am and 5.00pm (NZ time) Monday to Friday (business days only).

Yours faithfully

Centuria New Zealand Holdings Limited

A handwritten signature in black ink, appearing to read 'John McBain', with a large, stylized flourish extending from the bottom left.

John McBain
Director

INSTRUMENT OF TRANSFER ("TRANSFER FORM") FOR CENTURIA NEW ZEALAND HOLDINGS LIMITED'S COMPULSORY ACQUISITION OF ORDINARY SHARES IN AUGUSTA CAPITAL LIMITED

Shareholder ("you")

CSN / Holder Number: <CSN>

<MAILING NAME>
<MAILING ADDRESS>
<ADDRESS LINE 1>
<ADDRESS LINE 2>
<ADDRESS LINE 3>

Number of Augusta Shares held as at 10 August 2020:
<NUMBER OF SHARES HELD>

Total consideration for the sale of all of your Augusta Shares comprising:

Total cash: <CASH>

Total Centuria Stapled Securities: <SCRIP>

Name on register of Augusta Shares:

<REGISTERED NAME>

Use this Transfer Form to sell to Centuria New Zealand Holdings Limited ("**Centuria**") all of the fully paid ordinary shares ("**Augusta Shares**") in Augusta Capital Limited ("**Augusta**") held by you. If you do not return to Centuria a signed and completed Transfer Form by 11.59pm on 2 September 2020, your Augusta Shares will be compulsorily acquired by Centuria in accordance with Centuria's Compulsory Acquisition Notice dated 12 August 2020 ("**Compulsory Acquisition Notice**").

By signing this Transfer Form you hereby:

- (a) irrevocably sell and transfer to Centuria all of the Augusta Shares held by you on and subject to the terms of the Compulsory Acquisition Notice;
- (b) represent and warrant (if you are a joint holder of Augusta Shares, on a joint and several basis), that:
 - (i) you are:
 - the sole legal and beneficial owner(s) of the Augusta Shares the subject of this Transfer Form; or
 - the sole legal owner(s) of the Augusta Shares the subject of this Transfer Form and you are entitled to deal with those Augusta Shares, and, in either case, you have all necessary power, capacity and authority to sell and transfer those Augusta Shares to Centuria;
 - (ii) your Transfer Form has been duly completed and executed and is binding on you in accordance with its terms and the terms of the Compulsory Acquisition Notice; and
 - (iii) legal and beneficial title and ownership of the Augusta Shares the subject of this Transfer Form and all entitlements attaching to those Augusta Shares will pass to Centuria free from any security interests, mortgages, options, liens, charges, encumbrances or other adverse interests ("**Encumbrances**") of any nature on payment of the consideration for your Augusta Shares;
- (c) agree that despite anything to the contrary in this Transfer Form, if you are a joint holder of Augusta Shares (whether or not as a trustee of a trust) and this Transfer Form is signed by one or some, but not all, joint holders, then you represent and warrant to Centuria, jointly and severally, that:
 - (i) the holder(s) who has/have signed this Transfer Form do(es) so on behalf of and as duly authorised agent(s) for the joint holder(s) who has/have not signed, that such authority has not been revoked, and that the acceptance is binding on the joint holder(s) who has/have not signed such Transfer Form; and
 - (ii) if you hold the relevant Augusta Shares as a trustee of a trust, the instrument constituting the trust permits the execution of the Transfer Form in the manner in which it was executed;
- (d) agree not to, and not to attempt or agree to, sell, transfer, grant an Encumbrance over or otherwise dispose of any interest in or control over any or all of the Augusta Shares the subject of this Transfer Form, except to transfer those Augusta Shares to Centuria;
- (e) irrevocably authorise and instruct Augusta and Augusta's share registrar to refuse to register any transfer of any or all of the Augusta Shares the subject of this Transfer Form, except for transfers of Augusta Shares to Centuria in accordance with the terms of the Compulsory Acquisition Notice. You agree that Augusta and Augusta's share registrar may rely on the authorisation set out in this paragraph even if you attempt to revoke your authorisation; and
- (f) irrevocably appoint Centuria as your attorney and agent on the terms set out in this form.

METHOD OF PAYMENT

Please select a method of payment by ticking the appropriate box below. For additional information on payments, including how payments are made, see the notes to this Transfer Form.

Tick one: ELECTRONIC TRANSFER CHEQUE

Note: If you do not select a method of payment, if your desired account is not a New Zealand dollar account with a New Zealand registered bank, or if the details that you provide are not sufficient to effect an electronic transfer, Centuria may choose to pay you by cheque or by electronic funds transfer to any existing New Zealand dollar account that you have advised to Augusta's share registrar (such as for dividend payments) which is known by Centuria.

Electronic Transfer Details: Please complete the boxes below if you wish to be paid by electronic transfer.

If you have previously provided bank account details to Augusta's share registrar and you want your payment made to that account, please tick the box below. By ticking the box below, you consent to Augusta's share registrar or Augusta (as applicable) providing such bank account details to Computershare Investor Services Limited. If you tick below and Augusta's share registrar or Augusta does not provide your account details to Computershare Investor Services Limited, you will be deemed to have elected to be paid by cheque.

USE MY EXISTING ACCOUNT DETAILS

Otherwise, complete the details below.

Account Name:

Bank & Branch:

NZ Bank Account Number:

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CONTACT DETAILS AND SIGNATURE(S)

CONTACT DETAILS: Daytime Phone Number: _____ Email address: _____

Dated and signed the _____ day of _____ 2020

SIGNATURE(S) FOR AN INDIVIDUAL/ATTORNEY/TRUSTEE	SIGNATURE(S) FOR A COMPANY

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS TRANSFER FORM**1.1 To complete this form:**

- (a) Insert the date of signing in the space provided. Please ensure that all details on this Transfer Form are correct. Do not alter this Transfer Form.
- (b) Sign this Transfer Form where marked "Signature(s)". Companies must sign where marked "For A Company" in accordance with the Companies Act 1993 or other applicable law.
- (c) If the Augusta Shares are registered in the names of joint holders, all holders must sign this Transfer Form.

- 1.2 Method of Payment:** You should select a method of payment for cash payable to you under the Compulsory Acquisition Notice. If you do not, or if you do not provide sufficient details to enable an electronic transfer to you to a New Zealand bank account, Centuria may choose to pay you by cheque or by electronic funds transfer to any existing New Zealand dollar account that you have advised to Augusta's share registrar or Augusta (as applicable) (such as for dividend payments) which is known by Centuria. Neither Centuria nor Computershare Investor Services Limited has any responsibility to verify any such details. Your bank may charge you fees in relation to receipt of an electronic transfer. If you have a registered address on Augusta's share register outside New Zealand or Australia, the net proceeds of sale of Centuria Stapled Securities, as contemplated by the Compulsory Acquisition Notice, will be paid to you in Australian dollars in accordance with your selected method of payment ("**Australian Dollar Net Proceeds**"). If you select an electronic transfer to a New Zealand dollar account with a New Zealand registered bank, the Australian Dollar Net Proceeds will be paid to that account. Centuria understands that New Zealand registered banks will usually convert an Australian dollar payment into New Zealand dollars at the bank's AUD:NZD spot exchange rate. However, you should confirm the treatment of an Australian dollar payment before you select your method of payment. All currency conversions of Australian dollar payments to you are solely at your risk. Centuria, Centuria Capital Group, UBS AG, Australia branch and Computershare Investor Services Limited will have no liability of any nature to you in connection with any currency conversion.

Payment of Centuria Stapled Securities payable to you under the Compulsory Acquisition Notice will be made, and you will be deemed to have received those Centuria Stapled Securities, on the issue by Centuria Capital Group of the relevant Centuria Stapled Securities to (i) you, if you have a registered address on Augusta's share register in New Zealand or Australia; or (ii) UBS AG, Australia branch (or wholly owned subsidiary) ("**Nominee**"), if you have a registered address on Augusta's share register outside of New Zealand or Australia, by the entry into Centuria Capital Group's share and unit registers of your name or the name of the Nominee (as applicable) as the holder of the relevant number of Centuria Stapled Securities in accordance with the Compulsory Acquisition Notice.

- 1.3 Power of Attorney:** If this Transfer Form is signed under a power of attorney, the certificate of non-revocation printed on this Transfer Form must be completed by the party holding the Power of Attorney and signing this Transfer Form, unless the attorney is a body corporate, in which case the attorney must sign and attach a certificate of non-revocation of power of attorney in the form set out in the Property Law Act 2007. In either case, the relevant instrument appointing the attorney must be submitted for noting and return unless it has already been provided to Computershare Investor Services Limited.
- 1.4 On Completion of this Transfer Form:** Either email or mail this Transfer Form as provided for below as soon as possible, but in any event so as to be received by Centuria on or before 11.59pm on 2 September 2020.

EMAIL: Email the signed Transfer Form to Centuria New Zealand Holdings Limited

centuria.offer@computershare.co.nz

(Please type "Augusta Capital Acceptance" in the email subject line for easy identification)

POST: Place the signed Transfer Form in the enclosed prepaid envelope and send by post to the following address:

Centuria New Zealand Holdings Limited
c/- Computershare Investor Services Limited
Private Bag 92119
Auckland
New Zealand

If you post and email this Transfer Form, please mark the original Transfer Form "EMAILED".

- 1.5 Previous sale:** If you have sold all your Augusta Shares, please pass this Transfer Form together with the Compulsory Acquisition Notice to the agent (e.g. broker) through whom the sale was made or to the purchaser(s) of such Augusta Shares.
- 1.6 Interpretation:** A reference to "you" is a reference to the registered shareholder(s) printed at the head of this form and, accordingly, references to you in the singular shall include the plural. Capitalised terms used but not defined in this form have the meanings given to them in the Compulsory Acquisition Notice.

IF YOU ARE IN DOUBT ABOUT HOW TO COMPLETE THIS TRANSFER FORM OR THE PROCEDURE FOR TRANSFER, PLEASE TELEPHONE COMPUTERSHARE INVESTOR SERVICES LIMITED ON 0800 771 117 (NEW ZEALAND HOLDERS) +64 9 488 8784 (OVERSEAS HOLDERS).

POWER OF ATTORNEY

From the date of beneficial ownership to your Augusta Shares passing to Centuria in accordance with the terms of the Compulsory Acquisition Notice, you irrevocably authorise and appoint Centuria (with power of substitution by Centuria in favour of such person(s) as Centuria may appoint to act on its behalf) as your attorney and agent to act for you and do all matters of any kind or nature whatsoever in respect of or pertaining to your Augusta Shares and all rights and benefits attaching to them as Centuria may think proper and expedient and which you could lawfully do or cause to be done if personally acting as a legal or beneficial owner of the applicable Augusta Shares. For the avoidance of doubt, this power of attorney applies to all the Augusta Shares the subject of this Transfer Form.

COMPLETE THE FOLLOWING SECTION IF THE ACCEPTANCE FORM IS SIGNED UNDER A POWER OF ATTORNEY

CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY		
I _____	of _____	_____ certify:
<small>full name of power of attorney</small>	<small>place and country of residence</small>	<small>occupation</small>
That by deed dated _____	_____	Of _____
<small>date</small>	<small>full name of donor (individual or corporate)</small>	<small>place and country of residence / registered office</small>
appointed me his / her / its attorney. If the donee of the power is a body corporate, I confirm that I am authorised to give this certificate on its behalf and the capacity in which I give this certificate for the attorney is as _____.		
<small>insert director / officer / other capacity</small>		
That I have not received notice of any event revoking the power of attorney.		
SIGNED at _____	this _____	day of _____ 2020 _____
		<small>Signature & Name of Attorney</small>