

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Centuria Property Funds No.2 Limited ACN 133 363 185 as responsible entity of Centuria Industrial REIT ARSN 099 680 252 (CIP)

ACN/ARSN As above

1. Details of substantial shareholder(1)

Name Centuria Capital Limited ACN 095 454 336 and Centuria Funds Management Limited ACN 607 153 588 as responsible entity of Centuria Capital Fund ARSN 613 856 358, a listed stapled entity (CNI) and each of the persons listed in Annexure A (Centuria Capital Group)

ACN/ARSN (if applicable) As above

There was a change in the interests of the substantial holder on Please refer to Annexure B

The previous notice was given to the company on 11 / 10 / 2017

The previous notice was dated 11 / 10 / 2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary units (CIP Units)	43,988,013	17.75%	49,372,668	19.91%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Please refer to Annexure B	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	Various on-market purchases of CIP Units	Please refer to Annexure B	5,384,655 CIP Units	5,384,655
Please refer to Annexure B	CNI as the holding company of Centuria Investment Holdings Pty Limited	As a result of the above acquisitions	As a result of the above acquisitions	5,384,655 CIP Units, being equal to the relevant interest referred to above in this column	5,384,655

4. Present relevant interests

Particulars of each relevant interest of the substantial shareholder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	Holder of units (s608(1)(a)) Person having power to exercise, or control the exercise, of a right to vote attached to the units and/or the power to dispose of, or control the exercise of a power to dispose of, the units (s608(1)(b) and (c))	47,186,898 CIP Units	47,186,898
Centuria Life Limited	Centuria Life Limited	Centuria Life Limited	Holder of units (s608(1)(a)) Person having power to exercise, or control the exercise, of a right to vote attached to the units and/or the power to dispose of, or control the exercise of a power to dispose of, the units (s608(1)(b) and (c))	1,000,000 CIP Units	1,000,000
Centuria Property Funds No. 2 Limited	Centuria Property Funds No. 2 Limited	Centuria Property Funds No. 2 Limited	Holder of units (s608(1)(a)) Person having power to exercise, or control the exercise, of a right to vote attached to the units and/or the power to dispose of, or control the exercise of a power to dispose of, the units (s608(1)(b) and (c))	1,185,770 CIP Units	1,185,770
CNI as the holding company of Centuria Investment Holdings Pty Limited, Centuria Life Limited and Centuria Property Funds No. 2 Limited	The three entities referred to above in this column	The three entities referred to above in this column	Relevant interest under s608(3) as the holding company of Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund, Centuria Life Limited and Centuria Property Funds No.2 Limited	49,372,668 CIP Units, being the sum of the three holdings referred to above in this column	49,372,668

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Please refer to Annexure A	Please refer to Annexure A

Signature

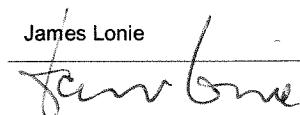
print name

James Lonie

capacity

Company Secretary

sign here



date

21 November 2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B (7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

Centuria Capital Limited ACN 095 454 336 and Centuria Funds Management Limited ACN 607 153 588 as responsible entity of Centuria Capital Fund ARSN 613 856 358

This is Annexure 'A' of 2 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed by



James Lonie - Company Secretary

Dated: 21 November 2017

Name	Address
Centuria Capital Limited ACN 095 454 336	Level 39, 100 Miller Street, North Sydney NSW 2060
ACN 062 671 872 Pty Limited	Level 39, 100 Miller Street, North Sydney NSW 2060
Belmont Road Development Pty Limited ACN 603 347 815	Level 39, 100 Miller Street, North Sydney NSW 2060
Belmont Road Management Pty Limited ACN 602 287 276	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Canberra No. 3 Pty Limited ACN 074 469 042	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Capital Private Limited	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Employee Share Fund Pty Limited ACN 148 816 666	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Finance Pty Limited ACN 095 179 356	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Funds Management Limited ACN 607 153 588	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Institutional Investments No. 3 Pty Limited ACN 118 020 527	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Investment Holdings Pty Limited ACN 116 455 862	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Investment Services Pty Limited ACN 095 364 917	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Life Limited ACN 087 649 054	Level 32, 120 Collins Street, Melbourne VIC 3000
Centuria Nominees No. 3 Pty Limited ACN 062 671 845	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Opportunity Fund 2 Pty Limited ACN 138 610 483	Level 39, 100 Miller Street, North Sydney NSW 2060

Name	Address
Centuria Properties No. 3 Limited ACN 082 352 083	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Property Funds Limited ACN 086 553 639	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Property Funds No. 2 Limited ACN 133 363 185	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Property Services Pty Limited ACN 092 526 924	Level 39, 100 Miller Street, North Sydney NSW 2060
Centuria Strategic Property Limited ACN 103 003 603	Level 39, 100 Miller Street, North Sydney NSW 2060
Over Fifty Capital Pty Ltd ACN 007 108 509	Level 39, 100 Miller Street, North Sydney NSW 2060
Over Fifty Funds Management Pty Ltd ACN 103 265 649	Level 39, 100 Miller Street, North Sydney NSW 2060
Over Fifty Investments Pty Ltd ACN 100 169 186	Level 39, 100 Miller Street, North Sydney NSW 2060
Over Fifty Seniors Equity Release Pty Ltd ACN 095 362 388	Level 39, 100 Miller Street, North Sydney NSW 2060
Strategic Property Holdings No. 7 Pty Limited ACN 109 196 189	Level 39, 100 Miller Street, North Sydney NSW 2060

Annexure B

Centuria Capital Limited ACN 095 454 336 and Centuria Funds Management Limited ACN 607 153 588 as responsible entity of Centuria Capital Fund ARSN 613 856 358

This is Annexure 'B' of 2 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed by


James Lonie - Company Secretary

Dated:

21 November 2017

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
20 November 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$884,177.09 (that is, \$2.607 per CIP Unit)	339,155 CIP Units	339,155
17 November 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$8,445,588.55 (that is, \$2.59 per CIP Unit)	3,260,845 CIP Units	3,260,845
23 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$157,641.23 (that is, \$2.57 per CIP Unit)	61,339 CIP Units	61,339
20 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$263,548.36 (that is, \$2.57 per CIP Unit)	102,548 CIP Units	102,548
18 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$173.06 (that is, \$2.545 per CIP Unit)	68 CIP Units	68
18 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$776,801.40 (that is, \$2.55 per CIP Unit)	304,628 CIP Units	304,628
18 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$51,100.00 (that is, \$2.55 per CIP Unit)	20,000 CIP Units	20,000

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
	Capital No. 2 Industrial Fund	purchase	\$2.555 per CIP Unit)		
18 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$2,726,173.76 (that is, \$2.57 per CIP Unit)	1,060,768 CIP Units	1,060,768
17 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$108.79 (that is, \$2.53 per CIP Unit)	43 CIP Units	43
17 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$42,511.98 (that is, \$2.54 per CIP Unit)	16,737 CIP Units	16,737
17 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$95,180.46 (that is, \$2.545 per CIP Unit)	37,399 CIP Units	37,399
17 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$135,407.55 (that is, \$2.55 per CIP Unit)	53,101 CIP Units	53,101
13 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$130,717.51 (that is, \$2.53 per CIP Unit)	51,667 CIP Units	51,667
12 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$181,805.80 (that is, \$2.53 per CIP Unit)	71,860 CIP Units	71,860
11 October 2017	Centuria Investment Holdings Pty Limited as trustee of Centuria Capital No. 2 Industrial Fund	On-market purchase	\$11,377.41 (that is, \$2.53 per CIP Unit)	4,497 CIP Units	4,497