

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Centuria Capital Group (CNI), consisting of Centuria Capital Limited ABN 22 095 454 336 (**Company**) and Centuria Funds Management Limited ACN 607 153 588) (**Responsible Entity**) as responsible entity of the Centuria Capital Fund (ARSN 613 856 358 (**Trust**))

ABN

Company - ABN 22 095 454 336
Responsible Entity - ACN 607 153 588
Trust - ARSN 613 856 358

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

Fully paid stapled securities in CNI, comprising one unit in the Trust and one share in the Company (**Stapled Securities**)

+ See chapter 19 for defined terms.

2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	CNI announced an accelerated non-renounceable entitlement offer (Entitlement Offer) and placement (Placement) to the ASX on 10 October 2018. CNI will issue a total of 56,772,565 Stapled Securities under the: • institutional component of the Entitlement Offer; • retail component of the Entitlement Offer for applications received by the Early Retail Acceptance Due Date (as defined in the Retail Offer Booklet lodged with the ASX on 12 October 2018); and • the Placement. The final number of Stapled Securities to be issued under the retail component of the Entitlement Offer (that is, excluding the Stapled Securities issued for applications received by the Early Retail Acceptance Due Date) is still to be finalised, and will be subject to the determination of CNI and holding reconciliation and rounding (as applicable). CNI will also issue 44,226 Stapled Securities to a senior Centuria executive as a sign-on bonus in accordance with the terms of his employment contract.
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	The new Stapled Securities will be issued on the same terms as existing Stapled Securities on issue.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes. The new Stapled Securities will rank equally with the existing Stapled Securities on issue.
5	Issue price or consideration	\$1.30 per new Stapled Security in respect of Stapled Securities issued under the Entitlement Offer and Placement. Stapled Securities issued to a senior Centuria executive as a sign-on bonus in accordance with the terms of his employment contract.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds received from the Entitlement Offer and Placement will be used by CNI as set out in the Investor Presentation lodged with ASX on 10 October 2018. Stapled Securities issued to senior executive of Centuria as a sign-on bonus in accordance with the terms of his employment contract.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable

7 ⁺Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

The issue and allotment date for the Stapled Securities issued under the Placement, institutional component of the Entitlement Offer and under the retail component of the Entitlement Offer for applications received by the Early Retail Application Due Date, is 23 October 2018.

The issue date for the Stapled Securities issued to the senior executive of Centuria as a sign-on bonus in accordance with the terms of his employment contract is 23 October 2018.

The proposed issue and allotment date for the balance of the Stapled Securities to be issued under the retail component of the Entitlement Offer is 2 November 2018.

8 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
363,239,209 excluding the remaining Stapled Securities to be issued under the retail component of the Entitlement Offer	Fully paid Stapled Securities

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
- 1,835,393 Tranche 4 Performance Rights; 2,113,780 Tranche 5 Performance Rights - 20,098,470 options over unissued Stapled Securities	Performance Rights issued pursuant to CNI's Executive Incentive Plan. Options

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Same distribution entitlements as existing Stapled Securities.

Part 2 - Pro rata issue

11 Is security holder approval required?

No

⁺ See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	1 new Stapled Security for every 5 existing Stapled Securities held at the Record Date for the Entitlement Offer
14	⁺ Class of ⁺ securities to which the offer relates	Stapled Securities
15	⁺ Record date to determine entitlements	7.00pm (Sydney time), 12 October 2018
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of securityholders' entitlements, they will be rounded up to the nearest whole number of new Stapled Securities.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the institutional component of the Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong, and Singapore. For the retail component of the Entitlement Offer, all countries other than Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	For the Placement and institutional component of the Entitlement Offer, 10 October 2018 For early acceptance under the retail component of the Entitlement Offer, 5.00pm (AEDT) on 19 October 2018 For the balance of the retail component of the Entitlement Offer, 5:00pm (AEDT) on 26 October 2018
20	Names of any underwriters	Moelis Australia Advisory Pty Ltd ACN 142 008 446 (Moelis)

21	Amount of any underwriting fee or commission	CNI has agreed to pay 3% of the proceeds of the Entitlement Offer to Moelis, with 1% as a management fee and 2% as an underwriting fee.
22	Names of any brokers to the issue	Shaw & Partners have been appointed co-managers to the Entitlement Offer
23	Fee or commission payable to the broker to the issue	Shaw & Partners fees are paid by the underwriter
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or product disclosure statement has been prepared. A Retail Offer Booklet and Entitlement and Acceptance Form were sent to eligible CNI retail securityholders on 16 October 2018.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the	Not applicable

+ See chapter 19 for defined terms.

balance?

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?

Not applicable

- 33 ⁺Issue date

The proposed issue and allotment date for the Stapled Securities under the Placement and institutional component of the Entitlement Offer and under the retail component of the Entitlement Offer for applications received by the Early Retail Acceptance Due Date is 23 October 2018.

The proposed issue and allotment date for the balance of the Stapled Securities to be issued under the retail component of the Entitlement Offer is 2 November 2018.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

Not applicable

39 +Class of +securities for which quotation is sought

Not applicable

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable

Number	+Class
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+ See chapter 19 for defined terms.

42	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in clause 38)	Not applicable	Not applicable
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Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
Print name: Anna Kovarik - Company Secretary

Date: 22 October 2018