



20 November 2018

Dear Securityholder,

I am pleased to invite you to a General Meeting of unitholders (**GM**) of the Centuria Metropolitan REIT ARSN 124 364 718 which is to be held:

Date: Tuesday, 18 December 2018
Time: 8.30am AEDT
Location Level 39, 100 Miller Street, North Sydney

Registration will commence at 8:15am. To assist with registration formalities, please bring the enclosed proxy form with you to the GM.

The following documents are enclosed with this letter:

- Notice of meeting including:
 - Items of Business;
 - Explanatory Notes;
 - Voting Instructions; and
- Appointment of Proxy Form.

The notice of General Meeting will also be made available on the ASX market announcements platform.

Thank you for your support of Centuria during the year and I look forward to seeing you at the GM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Peter Done", written in a cursive style.

Peter Done
Chairman



CENTURIA METROPOLITAN REIT

NOTICE OF GENERAL MEETING OF SECURITYHOLDERS

Notice is hereby given that a General Meeting of securityholders (**GM**) of the Centuria Metropolitan REIT ARSN 124 364 718 (**CMA**), will be held at Level 39, 100 Miller Street, North Sydney, on Tuesday, 18 December 2018 at 8:30 am (AEDT).

This Notice of General Meeting is issued by Centuria Property Funds Limited ACN 086 553 639 (**CPFL**) in its capacity as responsible entity for CMA.

Terms and abbreviations are defined in the Glossary at the end of this Notice of General Meeting and Explanatory Memorandum.

For further information please refer to the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting.

ITEM OF BUSINESS

Resolution 1. Approval under Listing Rule 7.4 to refresh CMA's 15% placement capacity under ASX Listing Rule 7.1

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of Centuria Metropolitan REIT:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given to ratify the prior issue of 32,567,220 fully paid, ordinary securities pursuant to the institutional placement announced by the Centuria Metropolitan REIT to the ASX on 10 October 2018, as detailed in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."

Voting exclusions apply to this proposed resolution (**Resolution**) (as described below).

Voting Exclusion Statement

CMA will disregard any votes cast on the Resolution by or on behalf of:

- a person who participated in the issue referred to; and
- an associate of the person named above.

However, CMA need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

VOTING INSTRUCTIONS

Voting entitlement

The Directors have determined that persons holding Securities in CMA at 8:30am (AEDT) on Sunday, 16 December 2018 will, for the purposes of determining voting entitlements at the GM, be taken to be the Securityholders of CMA.

How to vote

Securityholders may vote by attending the meeting in person, by proxy or by authorised representative.

Proxies and authorised representatives

A Securityholder who is entitled to attend and vote at the GM has the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Securityholder of CMA.

Securityholders holding two or more Securities can appoint either one or two proxies. Where two proxies are appointed, the appointing Securityholder can specify the number of votes or the proportion of the Securityholder's votes they want each proxy to exercise. If no number or proportion is specified, each proxy may exercise half of the Securityholder's votes. Neither proxy may vote on a show of hands.

Corporate Securityholders must provide CMA with satisfactory evidence of the appointment of any corporate representative, prior to the commencement of the GM.

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings; and
- provides CMA with satisfactory evidence of the appointment of its corporate representative prior to commencement of the GM.

The Chairperson of the GM is deemed to be appointed to act as proxy in respect of a signed proxy that is returned and which does not contain the name of a proxy. In addition, if you direct your proxy how to vote and your nominated proxy does not attend the GM, or attends but does not vote on a poll on a resolution, the Chairperson will act in place of the nominated proxy and vote in accordance with any instructions.

A proxy form and a reply paid envelope are enclosed with this Notice of Meeting. If you wish to appoint two proxies, please obtain an additional form from CMA's Registry or make a photocopy of the enclosed proxy form. To be effective, a duly completed proxy form and the power of attorney (if any) under which the proxy form is signed or a certified copy of the relevant authority must be received at the Registry or at CMA's registered office at least 48 hours before the start of the GM (being no later than 8:30 am (Australian Eastern Daylight Time) on Sunday, 16 December 2018).

Proxies may be returned to CMA's Registry provider, Boardroom Pty Limited as follows:

By mail:

GPO Box 3993, Sydney NSW 2001
(a reply paid envelope is enclosed)

In person:

Level 12, 225 George Street, Sydney NSW 2000 Australia

By facsimile to:

+ 61 2 9290 9655

Online at:

<https://www.votingonline.com.au/cmagm2018>

To use this facility please follow the instructions on your enclosed proxy form.

Undirected proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote by marking either “For”, “Against” or “Abstain” against the Resolution on the Proxy Form. If you do not direct your proxy how to vote, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If the Chairperson of the GM is your proxy and the appointment directs the way the Chairperson is to vote, the Chairperson must vote on a poll, and must vote as directed on the Proxy Form.

However, if the Chairperson is your proxy and you do not direct the way the Chairperson is to vote, then by signing and returning the proxy form you will be expressly authorising the Chairperson to vote as he sees fit. The Chairperson intends to vote available undirected proxies in favour of the Resolution.

IMPORTANT NOTES

Quorum

CMA’s constitution provides that a quorum is two Securityholders present personally or by representative, attorney or proxy, or in the case of a body corporate, by representative, holding at least 10% of the value of the Securities on issue in CMA.

Required voting thresholds

The vote on the Resolution will be conducted by way of a poll.

On a poll each Securityholder has one vote for each \$1.00 of the value of the units held in the Fund.

The Resolution is an ordinary resolution and will be passed if more than 50% of the votes cast on the Resolution are in favour of it.

Attendance

If you plan to attend the GM, we ask that you arrive at the venue at least 15 minutes prior to the time designated for the GM so that we may check the number of your Securities and register your attendance.

Appointment of Chairman

The Chairman of CPFL, Mr Peter Done, is to be the Chairman of the GM. Failing him, another person appointed by the Board will act as Chairman of the GM.

By order of the Board of Directors of Centuria Property Funds Limited.



Anna Kovarik
Company Secretary
20 November 2018

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Securityholders with information to assess the merits of the Resolution. You should read the Explanatory Memorandum in full before making any decisions in relation to the Resolution.

Purpose of the Resolution

Listing Rule 7.1 operates to limit the number of Equity Securities that may be issued or agreed to be issued by CMA in any 12 month period to 15% of its Equity Securities on issue, unless the issue is approved by the Securityholders or an exemption applies. Under Listing Rule 7.4, an issue of any Equity Securities without approval under Listing Rule 7.1 may be treated as having been made with Securityholder approval for the purpose of Listing Rule 7.1 if:

- the issue did not breach Listing Rule 7.1; and
- holders of ordinary Securities subsequently approve it.

Approval is being sought under the Resolution for the issue of 32,567,220 Securities pursuant to the institutional placement announced to the ASX on 10 October 2018 (**Placement**).

The purpose of this Resolution is to refresh CMA's placement capacity to issue, or agree to issue Securities under Listing Rule 7.1 and to provide CMA with the maximum flexibility as to how it manages its future capital requirements, especially having regard to its current growth strategy.

Accordingly, approval is sought for the purposes of Listing Rule 7.4 to ratify the issue of Securities made under the Placement.

Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the proposed approval of the Placements:

Number of securities issued for which approval is sought	32,567,220 Securities
Issue price of securities	\$2.43 per Security
Terms of the securities	The Securities were issued on the same terms as existing fully paid, ordinary Securities on issue.
Names of the persons to whom CMA issued the Securities or the basis on which those persons were determined	The Securities were issued pursuant to an institutional placement to existing and new institutional investors.
Use of funds	To partially fund the acquisition of 4 properties as detailed in the ASX announcement made on 10 October 2018.

Directors' recommendation

The Directors unanimously recommend that Securityholders vote **FOR** the Resolution.

The Chairman of the GM intends to vote all available proxies **FOR** the Resolution.

Glossary

In this Notice of Meeting the following words have the meanings shown:

ASX	ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	the board of directors of Centuria Property Funds Limited ACN 086 553 639.
Centuria Metropolitan REIT	Centuria Property Funds Limited ACN 086 553 639 as responsible entity for Centuria Metropolitan REIT ARSN 124 364 718.
Chairperson	the Chairperson of CMA, currently Mr Peter Done.
CMA	has the same meaning as Centuria Metropolitan REIT.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of Centuria Property Funds Limited.
Equity Securities	has the same meaning as given in the Listing Rules.
Fund	Centuria Metropolitan REIT ARSN 124 364 718.
GM	the General Meeting of the Securityholders of the Fund (as adjourned from time to time) on Tuesday, 18 December 2018 at 8:30 am.
Listing Rules	the listing rules of the ASX.
Notice of Meeting	this Notice of Meeting, including the Explanatory Memorandum.
Registry	Boardroom Pty Limited
Resolution	the resolution to be considered at the GM to refresh CMA's placement capacity under Listing Rule 7.1.
Security	a fully paid ordinary unit in the Fund.
Securityholder	a holder of a Security.



CENTURIA METROPOLITAN REIT

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 8:30am AEDT on Sunday, 16 December 2018.**

🖨 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/cmagm2018>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of Centuria Industrial REIT. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting Centuria Industrial REIT's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from Centuria Industrial REIT's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **8.30am AEDT on Sunday, 16 December 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/cmagm2018>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

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Your Address

This is your address as it appears on Centuria Industrial REIT's unit register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Centuria Metropolitan REIT (Fund) and entitled to attend and vote hereby appoint:

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the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of Centuria Metropolitan REIT to be held at **Level 39, 100 Miller Street, North Sydney on Tuesday, 18 December 2018 at 8:30am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Resolution 1 "That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given to ratify the prior issue of 32,567,220 fully paid, ordinary securities pursuant to the institutional placement announced by the Centuria Metropolitan REIT to the ASX on 10 October 2018, as detailed in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."

For Against Abstain*

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STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / /