
Photo: 149 Kerry Road, Archerfield

Centuria Industrial REIT

Strategic Acquisitions & $51m Equity Raising

ASX:CIP | 4 DECEMBER 2018

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Contents

SECTION ONE

Executive Summary

Photo: 149 Kerry Road, Archerfield

Acquisitions and Equity Raising overview

Acquisitions

- Centuria Property Funds No. 2 Limited (**CPF2L**), as Responsible Entity of Centuria Industrial REIT (ASX:**CIP**), has entered into agreements to acquire two industrial assets (the **Acquisitions**) for $54.4 million (excluding costs)
  - The purchase price represents an initial yield of 7.0% (excluding costs) and is supported by independent valuations
- The Acquisitions demonstrate the benefits of an active management approach by continuing to grow CIP through the acquisition of complementary assets

Properties	State	Purchase price	Initial yield	Cap rate	GLA (sqm)	WALE (years)	Occupancy
149 Kerry Road, Archerfield	QLD	$30.6m	6.5%	6.00%	13,774	6.1	100%
155 Lakes Road and 103 Stirling Crescent, Hazelmere	WA	$23.8m	7.5%	6.75%	9,973	1.6	100%
Total / weighted average		**$54.4m**	**7.0%**	**6.33%**	**23,747**	**3.9**	**100%**

Equity Raising

- To partially fund the Acquisitions, CIP is undertaking an underwritten[1] 1 for 13.5 accelerated non-renounceable entitlement offer to raise approximately $51.0 million at an issue price of $2.77 per unit (the **Equity Raising**)
- Centuria Capital Group (ASX:**CNI**), CIP's largest unitholder, has committed to take up its entitlement under the Equity Raising and has also agreed to sub-underwrite the entire retail component of the Equity Raising, which is estimated to be approximately $22 million

Financial Impact

- Following completion of the Acquisitions and Equity Raising, CIP reaffirms FY19 guidance previously provided to the market:
  - Distributable earnings per unit (**EPU**) of 18.5 – 19.0 cents per unit, representing a 6.7% yield on the issue price[2]
  - Distribution per unit (**DPU**) of 18.4 cents per unit, representing a 6.6% yield on the issue price
- CIP continues its strategy of prudent capital management with pro forma gearing reducing to 36.5% from 38.4% at 30 June 2018[3]
  - Disciplined approach to capital management has positioned CIP for future growth opportunities

1. The Equity Raising will be underwritten other than in respect of the commitments received from certain Centuria entities with respect to the Equity Raising
2. EPU yield calculated from lower end of FY19 EPU guidance of 18.5 to 19.0 cents per unit
3. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill

Key post-transaction metrics

6.7% FY19 EPU yield[1]	6.6% FY19 DPU yield[2]	36.5% Pro Forma Gearing[3]	$1.1bn Portfolio Value
41 High Quality Assets	94.6% Occupancy[4,5]	4.7yrs Portfolio WALE[4,5]	$761m Market Capitalisation[6]

1. EPU yield calculated from lower end of FY19 EPU guidance of 18.5 to 19.0 cents per unit
2. DPU yield calculated on FY19 DPU guidance of 18.4 cents per unit
3. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill
4. Calculated by income and assumes rental guarantee over vacant tenancies at Cargo Park, 1 International Drive, Westmeadows, VIC
5. As at 30 November 2018. Excludes leasing transactions post 30 September 2018
6. Calculation based on CIP's market capitalisation of $710 million on 3 December 2018 adjusted for the Equity Raising size of approximately $51.0 million

Strategic rationale

1

Improves CIP's profile as Australia's leading pure-play industrial REIT

Consistent with strategy of investing in **attractive fit-for-purpose assets** in established locations

Continues to demonstrate active approach to management to create **Australia's dominant income focused industrial REIT**

Represents a $1.1 billion portfolio with **100% exposure to high quality Australian industrial assets**

2

Quality assets that are complementary to CIP's existing portfolio

Well positioned assets in established industrial markets close to major transport infrastructure

Assets are **100% occupied** by high quality ASX-listed tenants with strong potential for renewals

Land rich assets with a low site coverage ratio of 23% providing future flexibility

3

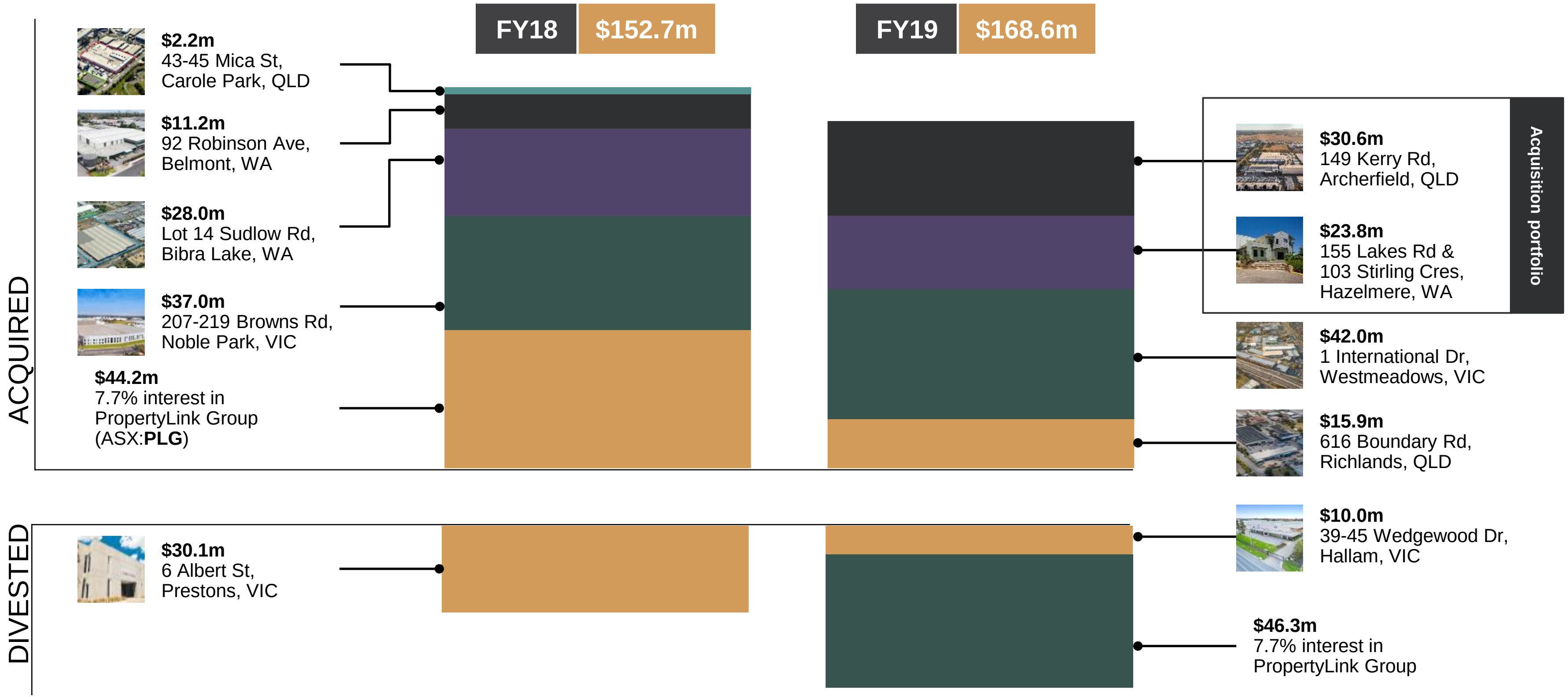
Positions CIP for future growth opportunities

Continues de-gearing strategy with post-acquisition **gearing reduced from 38.4% to 36.5%**[1]

Continued focus on prudent capital management has created headroom to **pursue future growth opportunities**

1. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill. Gearing of 38.4% as of 30 June 2018

Track record of active portfolio management with 87% of properties transacted off market and $112.3 million acquired YTD



SECTION TWO

The Acquisitions and Portfolio Impact

Photo: 149 Kerry Road, Archerfield

149 Kerry Road, Archerfield, QLD

Photo: 149 Kerry Road, Archerfield

Property type	Industrial
Ownership	100% freehold
Purchase price	$30.6m
Capitalisation rate	6.00%
Initial yield	6.5%
Occupancy[1]	100%
WALE by income[1,2]	6.1 years
Site area	4.4 hectares
GLA	13,774 sqm

1. Calculated by income
2. As at 30 November 2018

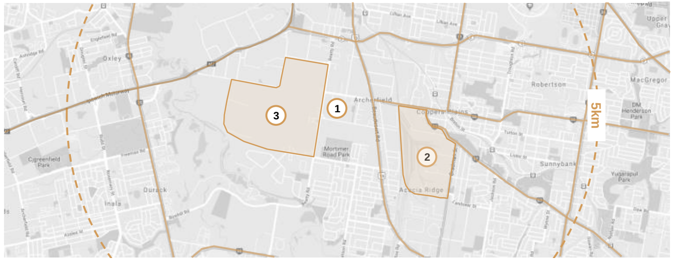
Key characteristics

- Stable asset with high quality tenant in Bluescope Steel Limited with a long term lease commitment
- Strategic location with access to infrastructure connections including the Acacia Ridge Rail Terminal
- Low site coverage ratio of 31% offers flexibility to accommodate current and future tenant requirements
- Acquired from Centuria Metropolitan REIT (ASX:**CMA**). The acquisition was on arm's length terms with CIP participating in an on-market sales process. The CPF2L directors determined that the acquisition met CIP's investment criteria and was in the best interests of CIP unitholders

SITE OVERVIEW

WAREHOUSE INTERNAL

WAREHOUSE INTERNAL



Key landmarks

1. Archerfield asset
2. Acadia Ridge Rail Terminal
3. Archerfield Airport

155 Lakes Road & 103 Stirling Crescent, Hazelmere, WA

Photo: 103 Stirling Crescent, Hazelmere

Property type	Industrial
Ownership	100% freehold
Purchase price	$23.8m
Capitalisation rate	6.75%
Initial yield	7.5%
Occupancy[1]	100%
WALE by income[1,2]	1.6 years
Site area	6.0 hectares
GLA	9,973 sqm

1. Calculated by income
2. As at 30 November 2018

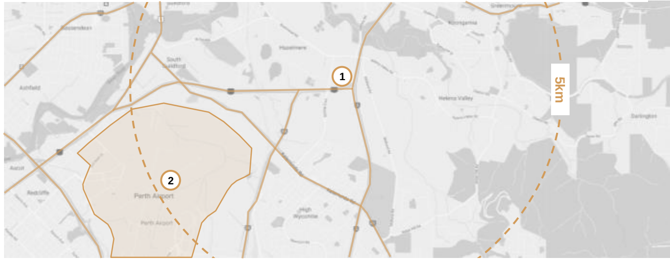
Key characteristics

- High quality Perth metropolitan asset occupying a site area of 6.0 hectares across 2 freehold titles
- Both assets are occupied by subsidiaries of ASX listed entities (CIMIC and NRW Holdings)
- Valuation underpinned by land value with the buildings having low site coverage ratio of 17%
- Located in close proximity to key infrastructure including the Perth Airport and is adjacent to the intersection of the Great Eastern Highway bypass and Roe Highway, providing unique road train access

103 STIRLING CRESCENT EXTERNAL

155 LAKES ROAD EXTERNAL

155 LAKES ROAD INTERNAL



Key landmarks

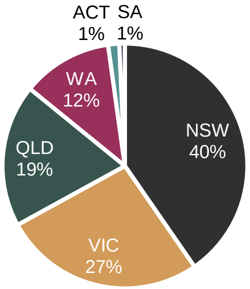
1.	Hazelmere assets
2.	Perth Airport

Portfolio metrics

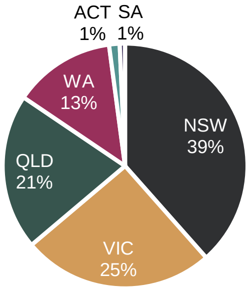
Portfolio	Pre Acquisitions (30 Nov 18)	Post Acquisitions
Number of properties	39	41
Portfolio valuation	$1,094m	$1,148m
Weighted average capitalisation rate	6.55%	6.54%
Occupancy[1]	94.4%	94.6%
Weighted average lease expiry[1]	4.7 yrs	4.7 yrs
Gross lettable area	775,076 sqm	798,823 sqm

Geographic mix

Pre



Post



New corporate tenants[2]

BLUESCOPE

CIMIC

NRW Holdings

Key infrastructure exposure

Acadia Ridge Rail Terminal

Perth Airport

1. Calculated by income and excludes leasing transactions post 30 September 2018, assumes rental guarantee over vacant tenancies at Cargo Park, 1 International Drive, Westmeadows, VIC
2. Tenants are Thiess, a wholly owned subsidiary of CIMIC Group Limited (ASX:CIM) and Action Drill & Blast, a wholly owned subsidiary of NRW Holdings Limited (ASX:NWH)

SECTION THREE

Equity Raising

Photo: 1 Ashburn Road, Bundamba

Sources and uses of proceeds

Sources of proceeds	$m
Equity Raising proceeds	51.0
Drawn debt	7.9
Total sources	**58.9**

Uses of proceeds	$m
Acquisitions	54.4
Stamp duty	3.1
Property transaction costs	0.3
Other transaction costs	1.1
Total uses	**58.9**

- The Equity Raising will raise approximately $51.0 million, comprising a 1 for 13.5 accelerated non-renounceable entitlement offer
- In addition to the Equity Raising, the Acquisitions will be funded via existing debt facilities
- Pro forma gearing will decrease from 38.4% to 36.5%[1]

1. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill. Gearing of 38.4% as of 30 June 2018

Details of the Equity Raising

Equity Raising Structure	• The Equity Raising is a 1 for 13.5 accelerated non-renounceable entitlement offer to raise approximately $51.0 million
Pricing	• Issue price of $2.77 per CIP unit represents a: ○ 3.1% discount to the last close price of $2.86 on 3 December 2018 ○ 2.8% discount to the 5 day VWAP of $2.85 on 3 December 2018 ○ 6.7% FY19 forecast distributable earnings per unit yield[1] ○ 6.6% FY19 forecast distribution yield[2]
Ranking	• Units issued under the Equity Raising will rank equally with existing CIP units and will be entitled to the full distribution for the quarter ending 31 December 2018, expected to be 4.6 cents per unit
Underwriters	• The Equity Raising is underwritten[3] by Moelis Australia Advisory Pty Ltd and UBS AG, Australia Branch (the **Underwriters**)
Major Unitholder Intentions	• CNI has committed to take up its entitlement under the Equity Raising and has also agreed to sub-underwrite the entire retail component of the Equity Raising, which is estimated to be $22 million

1. Yield calculated from lower end of FY19 EPU guidance of 18.5 to 19.0 cents per unit
2. Yield calculated on FY19 DPU guidance of 18.4 cents per unit
3. The Equity Raising will be underwritten other than in respect of the commitments received from certain Centuria entities with respect to the Equity Raising

Indicative timetable

Key event	Date[1]
Trading halt and announcement of the Acquisitions and Equity Raising	Tuesday, 4 December 2018
Institutional entitlement offer opens and closes	Tuesday, 4 December 2018
Trading re-commences on an ex-entitlement basis	Wednesday, 5 December 2018
Record date for the retail entitlement offer	7:00pm, Thursday, 6 December 2018
Retail entitlement offer opens	9.00am, Monday, 10 December 2018
Early retail acceptance due date	5.00pm, Friday, 14 December 2018
Settlement of the institutional entitlement offer and early retail entitlement offer	Monday, 17 December 2018
Issue and ASX quotation of New Units issued under the institutional entitlement offer and early retail entitlement offer	Tuesday, 18 December 2018
Retail entitlement offer closes	5.00pm, Wednesday, 19 December 2018
Final settlement of the retail entitlement offer	Monday, 24 December 2018
Issue of the remaining New Units issued under the retail entitlement offer	Thursday, 27 December 2018
ASX quotation of the retail entitlement offer units and despatch of holding statements	Friday, 28 December 2018

1. All dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Australian Eastern Daylight Time (AEDT). Any changes to the timetable will be posted on CIP's website at www.centuria.com.au

APPENDIX A

Financial Information

Photo: 2 Woolworths Way, Warnervale

APPENDIX A

Pro forma balance sheet

($m)	Units	30 June 2018	Asset divestments[1]	Asset acquisitions[2]	Revaluations[3]	30 June 2018 Pro Forma (Pre)	Acquisitions & Equity Raising	30 June 2018 Pro Forma (Post)
Cash	($m)	21.2	-	-	-	21.2	-	21.2
Investment properties	($m)	1,009.0	(10.0)	57.9	36.9	1,093.8	54.4	1,148.1
Trade & other receivables	($m)	3.6	-	-	-	3.6	-	3.6
Other assets	($m)	52.6	(49.3)	-	-	3.3	-	3.3
Goodwill	($m)	10.5	-	-	-	10.5	-	10.5
Derivative financial instruments	($m)	0.1	-	-	-	0.1	-	0.1
Total assets	**($m)**	**1,096.9**	**(59.3)**	**57.9**	**36.9**	**1,132.4**	**54.4**	**1,186.7**
Interest bearing liabilities	($m)	428.0	(56.2)	61.4	-	433.2	7.9	441.1
Derivative financial instruments	($m)	0.0	-	-	-	0.0	-	0.0
Other liabilities	($m)	21.4	-	-	-	21.4	-	21.4
Total liabilities	**($m)**	**449.4**	**(56.2)**	**61.4**	**-**	**454.6**	**7.9**	**462.5**
Net assets	**($m)**	**647.5**	**(3.1)**	**(3.5)**	**36.9**	**677.8**	**46.4**	**724.2**
Units on issue	(#)	248.4	-	-	-	248.4	18.4	266.8
Net tangible assets per unit	**($)**	**2.56**				**2.69**		**2.68**
Gearing[4]	(%)	38.4%				37.6%		36.5%

1. Reflects CIP's divestment of its Propertylink Group securities ($46.3m) and the divestment of 39-45 Wedgewood Drive, Hallam, VIC ($10.0m)
2. Reflects CIP's off market acquisition of 616 Boundary Road, Richlands, QLD ($15.9m) and acquisition of Cargo Park, 1 International Drive, Westmeadows, VIC ($42.0m)
3. Reflects the independent valuations that were completed for 100% of CIP's portfolio at 30 September 2018, resulting in an overall revaluation gain of $36.9m. This reflects the gross increase and does not include capital expenditure incurred since 30 June 2018
4. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill

APPENDIX B

Property Portfolio

Photo: 22 Hawkins Crescent, Bundamba

APPENDIX B

Property portfolio

Property	State	Book value ($m)	GLA (sqm)	Cap rate (%)
2 Woolworths Way, Warnervale	NSW	81.0	54,533	7.00%
10 Williamson Road, Ingleburn	NSW	48.8	27,260	5.75%
92-98 Cosgrove Road, Enfield	NSW	44.3	33,863	6.25%
29 Glendenning Road, Glendenning	NSW	45.5	21,298	5.50%
12 Williamson Road, Ingleburn	NSW	38.3	25,666	6.25%
37-51 Scrivener St, Warwick Farm	NSW	35.5	27,599	6.75%
74-94 Newton Road, Wetherill Park	NSW	32.9	16,962	6.00%
457 Waterloo Road, Chullora	NSW	29.0	16,051	5.75%
6 Macdonald Road, Ingleburn	NSW	22.6	12,375	5.75%
30 Clay Place, Eastern Creek	NSW	19.0	6,012	5.50%
8 Penelope Crescent, Arndell Park	NSW	18.8	11,420	5.75%
52-74 Quarry Road, Erskine Park	NSW	17.5	8,867	6.00%
75 Owen Street, Glendenning	NSW	8.4	4,600	6.00%
54 Sawmill Circuit, Hume	ACT	16.0	8,689	6.75%
22 Hawkins Crescent, Bundamba	QLD	46.6	18,956	6.50%
1 Ashburn Road, Bundamba	QLD	38.1	26,628	6.50%
33-37 Mica Street, Carole Park & 43-45 Mica Street, Carole Park	QLD	31.8	18,614	6.47%
136 Zillmere Road, Boondall	QLD	31.5	16,053	6.75%
69 Rivergate Place, Murarrie	QLD	31.0	11,522	6.25%
21 Jay Street, Townsville	QLD	10.8	4,726	7.50%
616 Boundary Road, Richlands	QLD	16.3	13,763	7.25%
201-219 Browns Road, Noble Park	VIC	40.0	43,331	6.75%
102-128 Bridge Road, Keysborough	VIC	29.8	24,639	7.00%

Property portfolio

Property	State	Book value ($m)	GLA (sqm)	Cap rate (%)
324-332 Frankston-Dandenong Road, Dandenong South	VIC	32.5	28,316	6.00%
24-32 Stanley Drive, Somerton	VIC	27.4	24,350	6.50%
2 Keon Parade, Keon Park	VIC	25.5	19,527	5.75%
500 Princes Highway, Noble Park	VIC	20.3	13,852	7.25%
69 Studley Court, Derrimut	VIC	21.4	14,365	6.50%
14-17 Dansu Court, Hallam	VIC	21.0	17,070	6.50%
12-13 Dansu Court, Hallam	VIC	16.5	11,541	6.00%
49 Temple Drive, Thomastown	VIC	11.0	13,438	7.50%
9 Fellowes Court, Tullamarine	VIC	4.4	4,072	7.00%
9-13 Caribou Drive, Direk	SA	8.1	7,023	9.00%
310 Spearwood Avenue, Bibra Lake	WA	54.3	59,508	7.50%
Lot 14 Sudlow Road, Bibra Lake	WA	33.6	39,485	7.50%
23 Selkis Road, Bibra Lake	WA	19.9	18,235	7.50%
99 Quill Way, Henderson	WA	11.3	16,419	7.75%
92 Robinson Avenue, Belmont	WA	11.3	8,595	7.75%
Total as at 30 September 2018		**1,051.8**	**749,223**	**6.54%**
Post 30 September 2018 acquisitions				
1 International Drive, Westmeadows	VIC	42.0	25,853	7.00%
155 Lakes Road & 103 Stirling Crescent, Hazelmere	WA	23.8	9,973	6.75%
149 Kerry Road, Archerfield	QLD	30.6	13,774	6.00%
Total as at 30 November 2018		**1,148.1**	**798,823**	**6.54%**

Photo: 6 Macdonald Road, Ingleburn

APPENDIX C

Key Risks

APPENDIX C

Key risks

Underwriting risk

CPF2L as responsible entity of CIP has entered into an underwriting agreement with the Underwriters for the Offer (other than in respect of the commitments received from certain Centuria entities) (**Underwriting Agreement**). The Underwriters' obligation to underwrite the Offer is subject to customary terms and conditions, including termination rights for the Underwriters in specific circumstances.

Capital expenditure risk

CIP is responsible for capital repairs at its properties (including at its properties where it has a leasehold interest). CIP may incur capital expenditure costs for unforeseen structural problems arising from a defect in a property or alterations required due to changes in statutory and compliance requirements (such as changes to environmental, building or safety regulations and standards). Over time, capital expenditure will be required to maintain the properties, and also to improve the properties or to install market-standard equipment, technologies and systems to retain and attract tenants. There is a risk that this capital expenditure could exceed the expenditure forecasted which may result in increased funding costs, lower distributions and property valuation write-downs.

General economic conditions

CIP's financial performance, and the market price of CIP units, is influenced by a variety of general economic and business conditions, including the level of inflation, interest rates, exchange rates, commodity prices, ability to access funding, oversupply and demand conditions, government fiscal, monetary and regulatory policy changes in gross domestic product and economic growth, employment levels and consumer spending, consumer and investment sentiment and property market volatility. Prolonged deterioration in any or all of these conditions, an increase in the cost of capital or a decrease in consumer demand, could have a materially adverse impact on CIP's financial performance.

Inflation

Higher than expected inflation rates generally or specific to the property sector could be expected to increase operating costs and development costs.

Litigation and disputes

Disputes or litigation may arise from time to time in the course of business activities. There is a risk that material or costly disputes or litigation could adversely affect financial performance and the value of CIP units.

Occupational health and safety

CIP is subject to laws and regulations governing health and safety matters. Failure to comply with the necessary occupational health and safety requirements across the jurisdictions in which CIP operates could result in fines, penalties and compensation for damages as well as reputational damage.

Market risks

Investors should be aware that the market price of CIP units and the future distributions made to CIP unitholders may be influenced by a number of factors that are common to most listed investments, some of which are beyond CIP's control. At any point in time, these may include:

- the Australian and international economic outlook;
- movements in the general level of prices on international and local equity and credit markets;
- changes in economic conditions including inflation, recessions and interest rates;
- changes in market regulators' policies and practice in relation to regulatory legislation;
- changes in government fiscal, monetary and regulatory policies; and
- the demand for CIP units.

The market price of CIP units may therefore not reflect the underlying NTA of CIP.

APPENDIX C

Key risks

Other factors

Other factors that may affect CIP's performance include changes or disruptions to political, regulatory, legal or economic conditions or to the national or international financial markets including as a result of terrorist attacks or war.

Leasing terms and tenant defaults

The future financial performance of CIP will largely depend on its ability to lease properties that become vacant on expiry of leases, on economically favourable terms. Insolvency or financial distress of any of the tenants may reduce the income received from the assets.

Liquidity of property investments

The nature of investments in property assets may make it difficult to generate liquidity in the short term if there is a need to respond to changes in economic or other conditions.

Asset values

Asset values are affected by many factors including prevailing market conditions, risk appetite, volume of sales, the ability to procure tenants, contracted rental returns, operating, maintenance and refurbishment expenses and the funding environment.

Asset value declines may increase gearing levels and their proximity to covenant limits.

Counterparty/Credit risk

CIP is exposed to the risk that third parties, such as tenants, developers, service providers and counterparties to other contracts may not be willing or able to perform their obligations.

Fixed nature of costs

Many costs associated with the ownership and management of property assets are fixed in nature. The value of assets may reduce if the income from the asset declines and these fixed costs remain unchanged.

Insurance

CIP purchases insurance, customarily carried by property owners and managers, which provides a degree of protection for its assets, liabilities and people. Such policies include material damage of assets, contract works, business interruption, general and professional liability and workers compensation. There are however certain risks that are uninsurable (e.g. nuclear, chemical or biological incidents) or risks where the insurance coverage is reduced (e.g. cyclone, earthquake).

CIP also faces risk associated with the financial strength of its insurers to meet indemnity obligations when called upon, which could reduce earnings.

Force majeure risk

There are some events that are beyond the control of CIP or any other party, including acts of God, fires, floods, earthquakes, wars, strikes and acts of terrorism. Some force majeure risks are effectively uninsurable, and if such events occur they may have materially adverse effects on CIP.

Regulatory issues and changes in law

CIP is exposed to the risk that there may be changes in laws that negatively affect financial performance (such as by directly or indirectly reducing income or increasing costs).

Competition

CIP faces competition from within the A-REIT sector, and also operates with the threat of new competition entering the market. The existence of such competition may have an adverse impact on CIP's ability to secure tenants for its properties at satisfactory rental rates and on a timely basis, which in turn may negatively affect CIP's financial performance and returns to its investors.

Environmental

A-REITs are exposed to a range of environmental risks, which may result in project delays or additional expenditure. In such situations, they may be required to undertake remedial works and potentially be exposed to third party liability claims and/or environmental liabilities such as penalties or fines.

Photo: 30 Clay Place, Eastern Creek

APPENDIX D

Offer Jurisdictions

APPENDIX D

Offer jurisdictions

This document does not constitute an offer of new units ("New Units") of CIP in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Units may not be offered or sold, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Units have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Units has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Units that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Units may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Units are not being offered to the public within New Zealand other than to existing unitholders of CIP with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Units may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore ("MAS") and, accordingly, statutory liability under the Securities and Futures Act, Chapter 289 (the "SFA") in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. The issuer is not authorised or recognised by the MAS and the New Units are not allowed to be offered to the retail public. This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the New Units may not be circulated or distributed, nor may the New Units be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an "institutional investor" (as defined under the SFA). In the event that you are not an institutional investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Units being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Thank You