

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 Property Funds Limited ACN 086 553 639 (CPFL) in its capacity as responsible entity of Centuria Metropolitan REIT (CMA) ARSN 124 364 718

ABN

CPFL - ABN 11 086 553 639
CMA - ARSN 124 364 718

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 ordinary units in CMA (Units) |
|---|--|--|

| | | |
|---|---|--|
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>CPFL as responsible entity of CMA proposes to issue approximately 35.6 million new CMA units (New Units) pursuant to the terms of the pro-rata non-renounceable entitlement offer announced to ASX on 18 September 2019 (Entitlement Offer).</p> <p>The final number of New Units to be issued under the Entitlement Offer is still to be finalised, and will be subject to the determination of CPFL and holding reconciliation and rounding (as applicable).</p> <p>CPFL as responsible entity of CMA also proposes to issue approximately 49.2 million New Units pursuant to a placement to institutional investors (Institutional Placement).</p> <p>CPFL as responsible entity of CMA also proposes to issue approximately 10.4 million New Units pursuant to a placement to Centuria Capital Limited ACN 095 454 336 or its subsidiary (Conditional Placement).</p> |
| 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) | <p>The New Units will be issued on the same terms as existing Units on issue.</p> |
| 4 | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 | <p>Yes. The New Units will rank equally in all respects from the issue date with the existing CMA units on issue.</p> |

+ See chapter 19 for defined terms.

| | | |
|----|---|--|
| 5 | Issue price or consideration | \$2.86 per New Unit. |
| 6 | Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) | Please refer to the ASX announcement released on 18 September 2019 for the purpose of the issue. |
| 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 | N/A |
| 6c | Number of ⁺ securities issued without security holder approval under rule 7.1 | N/A |
| 6d | Number of ⁺ securities issued with security holder approval under rule 7.1A | N/A |
| 6e | Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | N/A |
| 6f | Number of ⁺ securities issued under an exception in rule 7.2 | N/A |
| 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. | N/A |

| 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 | N/A | | | | |
|--|--|--|--------|--------|--|---------------------------|
| 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 | 53,443,710 | | | | |
| 7 | <p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | <p>The proposed issue and allotment date for the Institutional Placement, the institutional component of the Entitlement Offer and early acceptance under the retail component of the Entitlement Offer is 2 October 2019.</p> <p>The proposed issue and allotment date for the balance of the retail component of the Entitlement Offer is 15 October 2019.</p> | | | | |
| 8 | Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable) | <table><tr><th>Number</th><th>+Class</th></tr><tr><td>356,291,397 currently (excluding the New Units to be issued under the Entitlement Offer, Institutional Placement and Conditional Placement).</td><td>Fully paid ordinary Units</td></tr></table> | Number | +Class | 356,291,397 currently (excluding the New Units to be issued under the Entitlement Offer, Institutional Placement and Conditional Placement). | Fully paid ordinary Units |
| Number | +Class | | | | | |
| 356,291,397 currently (excluding the New Units to be issued under the Entitlement Offer, Institutional Placement and Conditional Placement). | Fully paid ordinary Units | | | | | |
| 9 | Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | <table><tr><th>Number</th><th>+Class</th></tr><tr><td>Nil</td><td>Nil</td></tr></table> | Number | +Class | Nil | Nil |
| Number | +Class | | | | | |
| Nil | Nil | | | | | |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | The existing CMA distribution policy applies to all New Units to be issued. | | | | |

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

| | | |
|----|---|---|
| 11 | Is security holder approval required? | No |
| 12 | Is the issue renounceable or non-renounceable? | Non-renounceable |
| 13 | Ratio in which the +securities will be offered | 1 New Unit for every 10 existing units held in CMA held at the Record Date for the Entitlement Offer |
| 14 | +Class of +securities to which the offer relates | Fully paid ordinary units in CMA. |
| 15 | +Record date to determine entitlements | 7:00pm (Sydney time), 20 September 2019 |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 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 Units. |
| 18 | Names of countries in which the entity has security holders who <u>will not</u> 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, Norway, Singapore, Switzerland and the USA (qualified institutional buyers only). 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 institutional component of the Entitlement Offer, 18 September 2019. For early acceptance under the retail component of the Entitlement Offer, 5pm (Sydney time) on 30 September 2019 For the retail component of the Entitlement Offer, 5pm (Sydney time) on 8 October 2019 |
| 20 | Names of any underwriters | Moelis Australia Advisory Pty Ltd ABN 72 142 008 446 and UBS AG, Australia Branch ABN 47 088 129 613 (Underwriters). |

| | | |
|----|---|---|
| 21 | Amount of any underwriting fee or commission | CPFL has agreed to pay 2.5% of the proceeds of the Entitlement Offer to the Underwriters as a management fee (0.5%) and underwriting fee (2%) |
| 22 | Names of any brokers to the issue | N/A |
| 23 | Fee or commission payable to the broker to the issue | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | N/A |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | N/A |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | No product disclosure statement is being prepared. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form will be sent to eligible CMA retail securityholders on 24 September 2019. |
| 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 | N/A |
| 28 | Date rights trading will begin (if applicable) | N/A |
| 29 | Date rights trading will end (if applicable) | N/A |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | N/A |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do security holders dispose | N/A |

+ See chapter 19 for defined terms.

of their entitlements (except by sale through a broker)?

| |
|--|
| |
|--|

33 ⁺Issue date

The proposed issue and allotment date for the institutional component of the Entitlement Offer (and early acceptance under the retail component of the Entitlement Offer) is 2 October 2019.

The proposed issue and allotment date for the balance of the New Units to be issued under the the retail component of the Entitlement Offer is 15 October 2019.

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

| |
|-----|
| N/A |
|-----|

| | | | |
|----|---|--------|--------|
| 39 | +Class of +securities for which quotation is sought | N/A | |
| 40 | <p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> 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 | N/A | |
| 41 | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p> | N/A | |
| 42 | Number and +class of all +securities quoted on ASX (including the +securities in clause 38) | Number | +Class |
| | | N/A | N/A |

+ See chapter 19 for defined terms.

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:
Company secretary

Date: 18 September 2019

Print name: Anna Kovarik

== == == == ==

+ See chapter 19 for defined terms.