

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), a stapled entity consisting of Centuria Capital Limited ACN 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 - ABN 11 607 153 588
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).

<p>1 +Class of +securities issued or to be issued</p>	<p>Fully paid stapled securities in CNI, comprising one unit in the Trust and one share in the Company (Stapled Securities).</p>
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+ See chapter 19 for defined terms.

<p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p>	<p>CNI proposes to issue approximately \$10 million new Stapled Securities pursuant to the terms of the Security Purchase Plan announced to ASX on 18 September 2019 (SPP).</p> <p>Eligible retail securityholders will be entitled to subscribe for up to \$30,000 in Stapled Securities under the non-underwritten SPP.</p> <p>CNI has also issued 47,691,129 new Stapled Securities at \$2.10 per new Stapled Security as part of an underwritten \$100 million institutional placement (Placement) announced to ASX on 18 September 2019.</p> <p>The issue price of the Stapled Securities under the SPP is the same as the price under the Placement.</p> <p>The final number of Stapled Securities to be issued under the SPP is still to be finalised, and will be subject to the determination of CNI on scaling, oversubscription, holding reconciliation and rounding (as applicable).</p> <p>CNI has also issued 1,579,430 Stapled Securities which comprises of 1,529,430 Stapled Securities issued to executive directors and non-director executives following exercise of 1,529,430 tranche 4 performance rights issued pursuant to CNI's Executive Incentive Plan (Performance Rights) and 50,000 Stapled Securities issued to a non-director executive.</p> <p>In addition, CNI has cancelled a total of 55,824 tranche 4 performance rights and 51,424 tranche 5 performance rights issued pursuant to CNI's Executive Incentive Plan. The cancellation is due to the relevant persons resigning from CNI. Additionally, 59,841 tranche 6 performance rights were issued under CNI's Executive Incentive Plan as part of the relevant persons' remuneration package.</p>
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<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>	<p>The new Stapled Securities will be issued on the same terms as existing Stapled Securities on issue.</p>
<p>4 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 Stapled Securities will rank equally with the existing Stapled Securities on issue.</p>
<p>5 Issue price or consideration</p>	<p>\$2.10 per new Stapled Security under the Placement and SPP.</p> <p>Nil per new Stapled Security for the issued 1,579,430 Stapled Securities.</p>

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The proceeds received from the SPP and Placement will be used by CNI as set out in the Investor Presentation lodged with ASX on 18 September 2019 and the SPP Booklet lodged with ASX on 23 September 2019.</p> <p>Issue of 1,529,430 Stapled Securities following exercise of the Performance Rights, to executive directors and non-director executives pursuant to CNI's Executive Incentive Plan approved by CNI securityholders at the CNI Annual General Meeting on 28 October 2016.</p> <p>Issue of 50,000 Stapled Securities as part of non-director executive remuneration package.</p>
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
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	<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 issue and allotment date for the Stapled Securities issued under the Placement is 25 September 2019.</p> <p>The proposed issue and allotment date for the Stapled Securities to be issued under the SPP is 14 October 2019.</p> <p>The issue and allotment date for the 1,579,430 Stapled Securities is 25 September 2019.</p>	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		383,557,332 currently and excluding the 47,691,129 Stapled Securities issued under the Placement and 1,579,430 Stapled Securities issued following exercise of Performance Rights and grant of Stapled Securities.	Fully paid Stapled Securities

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	1,921,148 Tranche 5 Performance Rights 2,336,401 Tranche 6 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?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	
25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

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

33 ⁺Issue date

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

39	+Class of +securities for which quotation is sought		
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 		
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>		
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class

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.

+ See chapter 19 for defined terms.

- 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: 25 September 2019

Print name: Anna Kovarik

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