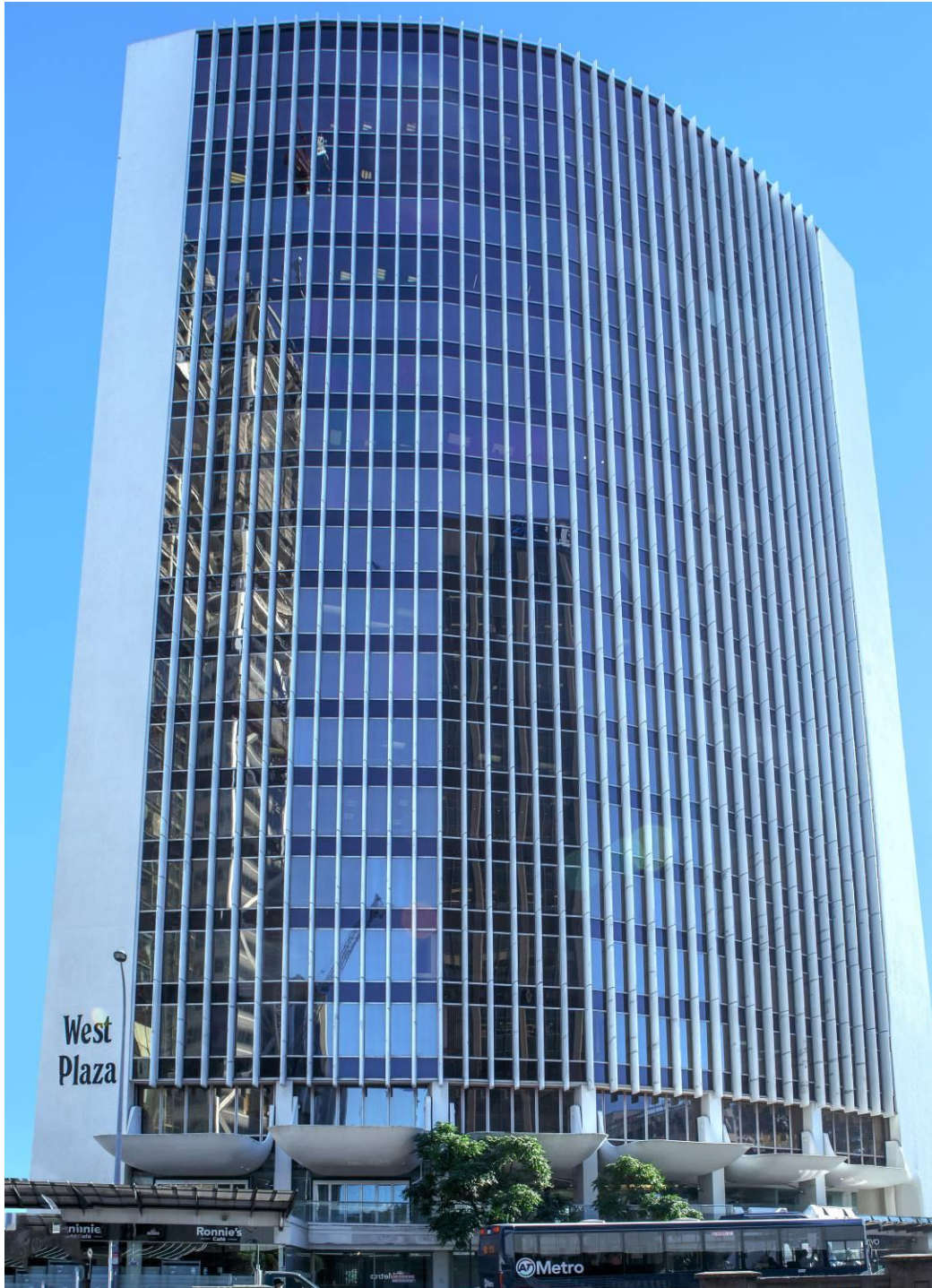




Entitlement Offer Booklet

Quattro Plus Real Estate



1 Albert Street, Auckland CBD

Details of a 1 for 2.46 Non-Renounceable Pro-Rata Entitlement Offer of ordinary units in Quattro Plus Real Estate ARSN 114 494 503 (QPR) at an Offer Price of \$1.10 per New Unit to raise approximately \$26,000,000.

This Entitlement Offer closes at 5.00pm (AEDST) on Wednesday 11 December 2019.

This is an important document which requires your immediate attention. It is accompanied by an Entitlement and Acceptance Form for you to subscribe for New Units in QPR.

This Offer Booklet is dated 25 November 2019 and is issued by Quattro RE Limited ACN 115 913 810, AFSL 299074 as responsible entity for QPR (Responsible Entity).

You should read this Offer Booklet in full.

This Offer Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in QPR or about the impact of the transactions described in this Offer Booklet. If you have any questions in relation to how to participate in the Offer after reading this Offer Booklet, please contact QPR's registry, Link Market Services Limited on 1300 554 474 (callers within Australia) or +61 1300 554 474 (callers outside Australia).

This Offer Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US PERSONS

These materials do not constitute an offer of securities for sale in the United States or to, or for the account or benefit of, "U.S. Persons" (as defined in Regulation S under the United States Securities Act of 1933 (Securities Act)) and may not be sent or disseminated in, directly or indirectly, the United States or to any "U.S. Person" in any place. New Units have not been and will not be registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to, or for the benefit of, any "U.S. Person" except in compliance with the registration requirements of the Securities Act and any other applicable state securities laws or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.



View from 110 Customs Street West, Auckland CBD

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IMPORTANT NOTICES

This Offer Booklet has been prepared by Quattro RE Limited ABN 55 115 913 810 as responsible entity for Quattro Plus Real Estate ARSN 114 494 503 (**Responsible Entity**).

This Offer Booklet is dated **25 November 2019** and a copy was lodged with ASX on that date.

This Offer Booklet and the accompanying Entitlement and Acceptance Form relate to a 1 for 2.46 non renounceable pro-rata entitlement offer to subscribe for New Units at the Offer Price as announced by QPR to ASX on 22 November 2019. The Entitlement Offer is being made without a product disclosure statement under section 1012DAA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows rights issues to be offered without a product disclosure statement, provided certain conditions are satisfied. This Offer Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Offer Booklet does not constitute financial product advice, does not purport to contain all the information that you may require in evaluating a possible acquisition of New Units in QPR and does not take into account your investment objectives, financial situation or particular needs.

You should conduct your own independent review, investigation and analysis of QPR and the New Units which are the subject of the Entitlement Offer. You should obtain any professional advice you require to evaluate the merits and risks of an investment in QPR before making any investment decision based on your investment objectives.

This Offer Booklet is important and should be read in its entirety before deciding to participate in the Entitlement Offer. This Offer Booklet is not a product disclosure statement under the Corporations Act and has not been lodged with ASIC.

The Responsible Entity may make additional announcements after the date of this Offer Booklet and throughout the period that the Entitlement Offer is open that may be relevant to your consideration about whether you should participate in the Entitlement Offer.

No party other than the Responsible Entity has authorised or caused the issue of this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Offer Booklet.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Units through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Offer Booklet.

Australia and New Zealand offering only

This Offer Booklet is being sent to all Unitholders on the register as at the Record Date with a registered address in Australia or New Zealand.

The Entitlement Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer and no action has been taken to register or qualify the Entitlement Offer, the Entitlements or the New Units, or otherwise permit the public offering of the New Units, in any jurisdiction outside Australia or New Zealand. Return of the Entitlement and Acceptance Form or payment of the applicable amount of the Application Money by BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, shall be taken by QPR to constitute a representation by you that there has been no breach of any such laws. Eligible Unitholders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed. The distribution of this document outside Australia may be restricted by law.

This Offer Booklet is not to be distributed in, and no offer of New Units is to be made in countries other than Australia and New Zealand. The distribution of this Offer Booklet (including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this Offer Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New Units is subject to all requisite authorities and clearances being obtained for the Responsible Entity to lawfully receive your Application Money.

United States

This Offer Booklet is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the U.S. and the District of Columbia) and must not be distributed to any US Person or to any person acting for the account or benefit of a US Person.

This Offer Booklet is not an offer of securities for sale, nor is this a solicitation of an offer to buy securities, in the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S of the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**)). The securities referred to herein have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of U.S. Persons absent registration or an exemption from registration under the U.S. Securities Act. The New Units to be offered and sold in the Entitlement Offer have not been and will not be registered under the U.S. Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Units in this Entitlement Offer may only be offered and sold outside the United States, to persons that are not U.S. Persons or acting for the account or benefit of US Persons.

No public offering of securities is being made in the United States.

Definitions, currency and time

Defined terms used in this Offer Booklet are contained in section 7. All references to currency are to Australian dollars and all references to time are to AEDST, unless otherwise indicated.

Risks

Refer to section 6 of this Offer Booklet for a summary of risk factors that may affect an investment in QPR.

Further important information

Refer to section 4 of this Offer Booklet for further important information.

Section 1

Letter from the Responsible Entity

22 November 2019

Dear Unitholder,

Quattro RE Limited ACN 115 913 810 (**Responsible Entity**) is the responsible entity for Quattro Plus Real Estate ARSN 114 494 503 (**QPR or the Trust**).

Entitlement Offer

Following on from the acquisition of 87 Albert St, Auckland Central, NZ (**87 Albert**), the Responsible Entity invites you to participate in a 1 for 2.46 non renounceable pro-rata entitlement offer to subscribe for new ordinary units (**New Units**) in QPR (**Entitlement Offer**), which the Responsible Entity announced to the Australian Securities Exchange (**ASX**) on 22 November 2019. The Entitlement Offer is not underwritten.

The Entitlement Offer is intended to raise approximately \$26,000,000 at an offer price of \$1.10 (**Offer Price**) per New Unit. The Offer Price of \$1.10 per New Unit represents a premium to the 30 June 2019 net tangible assets (**NTA**) per Unit of \$0.97, and a premium to the last traded price of \$0.96 per Unit. The offer price also represents a premium to the pro-form NTA per unit of \$1.00 as shown in section 5.3 under "Funding and Balance Sheet Impact". The New Units are being issued at a premium to capture the material progress of the portfolio in the last 12 months not reflected in the NTA or the traded price. The portfolio progress includes:

- 1 Albert Street, Auckland CBD - completed the first stage of works (first 4 floors) of an extensive refurbishment programme and marketed for leasing. The works have already underpinned a material uplift in rents and valuation (to NZ\$57.5m at 30 June 2019, with an independent forecast end value once all works are complete of NZ\$94.5m);
- 110 Customs Street West, 10 & 12 Viaduct Harbour, Auckland CBD - renegotiated the tenor of the ground leases which in combination with active leasing should see a material uplift in the property valuations in the near term. As an indication, one floor at 12 Viaduct was released at a gross rent per sqm 35% above the prior tenant;
- 1700 W. Higgins Road, Chicago – reset the senior property debt with an attractive capex funding line which will allow further lease up and tenant incentives and continue repositioning the property to extract the fundamental value. An agreement to digitise the billboard is in progress which on completion will further enhance value along with an application for statutory expense relief which has been received favourably.
- 87 Albert Street, Auckland CBD – acquired a strategically located and mispriced property near major transport infrastructure in the Auckland CBD. The property was acquired at an average of NZ\$3,950 per sqm and with a short WALT provides ample opportunity to conduct value add initiatives and convert this asset into a secure income producing asset

Proceeds of the Entitlement Offer

Proceeds of the Entitlement Offer, net of costs, will be used to:

- Repay the Investment Facility (Non Bank subordinated loan) used to fund the acquisition 87 Albert St, Auckland Central, NZ (**87 Albert**) (see section 5 for further details on Albert St).
- Provide working capital for the Trust and funding to complete the value add strategies at 1700 W Higgins Rd, Chicago (**Higgins**)

Further Details of the Entitlement Offer

The Entitlement Offer is made to **Eligible Unitholders** (see section 3.1.4 for the definition of eligibility) to subscribe for 1 New Unit for every 2.46 Units held at 7.00pm AEDST on the Record Date of 27 November 2019 and whose address on the QPR register is in Australia or New Zealand. All New Units will rank equally with existing units in QPR.

The Entitlement Offer is non renounceable and Eligible Unitholders **will not** be able to sell any of their Entitlements. If Eligible Unitholders take no action in respect of their Entitlements and do not wish to accept all or part of their Entitlements their Entitlements will lapse.

Underwriting and sub-underwriting arrangements

The Entitlement Offer **is not** underwritten, or sub underwritten, however the Responsible Entity reserves the right to place any New Units that would have been issued under any lapsed Entitlements to third parties subject to exception 3 to ASX Listing Rule 7.2.

Alceon Group Pty Ltd ACN 122 365 986 (**Alceon**) a major Eligible Unitholder, has committed to take up its full entitlement to New Units under the Entitlement Offer. The Responsible Entity may place under exception 3 to ASX Listing Rule 7.2 any lapsed Entitlements.

The value of Alceon's entitlement to New Units under the Entitlement Offer is approximately \$23,800,000.

Offer Booklet

This Entitlement Offer Booklet (**Offer Booklet**) contains important information on the Entitlement Offer to assist you in deciding whether to participate in the Entitlement Offer. You will find in this booklet the following important information:

- A brief summary of the Entitlement Offer, timetable of key dates for the Entitlement Offer and contact details for enquiries (section 2);
- A description of the Entitlement Offer and instructions on “How to Apply”, detailing how to accept all or part of your Entitlements if you choose to do so (section 3);
- Further important information and notices (section 4);
- An overview of QPR (section 5); and
- A summary of risk factors that may affect an investment in QPR (section 6).

A separate, personalised Entitlement and Acceptance Form is also included with this Offer Booklet.

You should read this Offer Booklet, and your personalised Entitlement and Acceptance Form carefully and in their entirety before deciding whether to accept the Entitlement Offer including, in particular, the “Risks” section set out in section 6 of this Offer Booklet.

You should also review the Annual Financial Report for the year ended 30 June 2019 and ASX announcements made after that date which can be accessed via the ASX website (www.asx.com.au). If after reading this Offer Booklet you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, accountant, solicitor or other independent professional adviser. .

To participate in the Entitlement Offer, you will need to complete the Entitlement and Acceptance Form and send this to the Registry, together with your payment of Application Money per one of the payment options on the Entitlement and Acceptance Form.

If you wish to participate in the Entitlement Offer, you must apply for New Units before **5:00pm (AEDST) on Wednesday, 11 December 2019**, otherwise your Entitlements will lapse.

Yours faithfully,



Andrew Saunders
Executive Chairman
Quattro RE Limited

Section 2

Summary of Entitlement Offer

Ratio	1 New Unit for every 2.46 existing Units held
Offer Price	\$1.10 per New Unit
Size (approximately)	23,645,609 New Units
Gross proceeds (approximately)	\$26,000,000

Key Dates

Key Dates for the Entitlement Offer

EVENT	DATE
Announcement, Appendix 3B and cleansing statement lodged	22 November 2019
Offer Booklet lodged with ASX	25 November 2019
Eligible Unitholders and Ineligible Unitholders notification date	25 November 2019
Ex-date for Entitlement Offer	26 November 2019
Entitlement Offer Record Date (at 7:00 pm)	27 November 2019
Offer Booklet and Entitlement Offer Acceptance Form dispatched	2 December 2019
Entitlement Offer opens	2 December 2019
Entitlement Offer closes (5:00 pm)	11 December 2019
Units quoted and traded on a deferred delivery basis	12 December 2019
Under Subscriptions notified to the ASX	16 December 2019
Issue Date and end to deferred delivery trading	18 December 2019
Despatch of Transaction Confirmation Statements	18 December 2019
Normal trading commences	19 December 2019

Note: Dates and times are indicative only and subject to change without notice to you. All times and dates refer to Australian Eastern Daylight Saving Time (**AEDST**) unless otherwise indicated.

The Responsible Entity reserves the right, subject to the Corporations Act, Listing Rules and other applicable laws, to amend any or all of these events, dates and times. In particular, the Responsible Entity reserves the right to extend the date for closing of the Entitlement Offer, delay the allotment of New Units, accept late Applications, either generally or in particular cases, or to withdraw the Entitlement Offer without prior notice. Accordingly, Applicants are encouraged to submit their Applications as soon as possible after the Entitlement Offer opens. Any change in the events, dates and/or times does not affect any rights or obligations you have as a result of accepting the Entitlement Offer. No cooling-off period applies to the Entitlement Offer. The commencement of quotation of New Units is subject to confirmation from ASX.

Enquiries

If you are in doubt as to the course you should follow you should consult your stockbroker, accountant, solicitor or other independent professional adviser.

If you have:

- Questions on how to complete the Entitlement and Acceptance Form or take up your Entitlements; or
- Lost your Entitlement and Acceptance Form and would like a replacement form,

Please call the QPR unitholder Information line on 1300 554 474 (free call cost within Australia) or on +61 1300 554 474 (from outside Australia) at any time from 8.30am to 5:30pm (AEDST) Monday to Friday during the period that the Entitlement Offer is open.

Section 3

Description of Entitlement Offer and How to Apply

3.1 Description of Entitlement Offer

3.1.1 Overview

The Entitlement Offer is a non-renounceable offer of approximately 23,645,609 New Units at \$1.10 per New Unit to raise approximately \$26,000,000 (before costs). The Entitlement Offer is being made to Unitholders who have a registered address in Australia or New Zealand (and who are not otherwise ineligible within the definition of 'Ineligible Unitholders' set out in clause 3.1.4 of this Offer Booklet).

Eligible Unitholders who are on QPR's register at 7.00pm (AEDST) on Wednesday, 27 November 2019, being the Record Date, will be entitled to apply for 1 New Unit for every 2.46 Units held on that date, at an issue price of \$1.10 per New Unit. The Offer Price is payable in full on application for New Units under the Entitlement Offer.

Proceeds of the Entitlement Offer, net of costs, will be used to:

- Repay the Investment Facility (Non-Bank subordinated loan) used to fund the acquisition 87 Albert St, Auckland Central, NZ (**87 Albert**) (See section 5 for further details on Albert St)
- Provide working capital for the Trust and funding to complete the value-add strategies at 1700 W Higgins Rd, Chicago (**Higgins**)

3.1.2 Entitlements

The number of New Units to which you are entitled is shown on the accompanying personalised Entitlement and Acceptance Form. In determining Entitlements, any fractional Entitlements have been rounded up to the nearest whole number of New Units. If the calculated total amount due for those Entitlements is of a fractional cent, then the total amount payable is rounded down to the nearest cent.

The Entitlement Offer is non-renounceable and Eligible Unitholders **will not** be able to sell any of their Entitlements. If Eligible Unitholders take no action in respect of their Entitlements and do not wish to accept all or part of their Entitlements their Entitlements will lapse.

3.1.3 Rights of the New Units

New Units will trade under the code QPR and will rank equally with existing Units in all respects. All New Units will be fully paid.

The Responsible Entity will adhere to a conservative and prudent distribution policy which is appropriate in the current market. Operating earnings will be retained for the purposes of debt service, maintenance, capital expenditure and leasing costs and therefore no distribution is likely to be paid for the foreseeable future. See section 5.1 for further detail on distribution policy and capital management.

3.1.4 Eligibility to participate in Entitlement Offer

The Responsible Entity is only making an offer under the Entitlement Offer to Eligible Unitholders. An Eligible Unitholder is a holder of Units who is registered as a holder of Units as at 7.00pm (AEDST) on the Record Date and who is not an Ineligible Unitholder.

A person will be an **Ineligible Unitholder** if that person:

- Has a registered address which is not in Australia or New Zealand;
- Is in the United States or is a U.S. Person (as defined in Regulation S under the U.S. Securities Act) or acting for the account or benefit of a U.S. Person; or
- Is ineligible under any applicable securities laws to receive an offer under the Entitlement Offer.

The Responsible Entity has decided that it is unreasonable to extend the Entitlement Offer to Ineligible Unitholders having regard to:

- The number of Unitholders outside Australia and New Zealand;
- The number and value of New Units that would be offered to unitholders outside of Australia and New Zealand; and
- The cost of complying with the legal requirements, and requirements of regulatory authorities, in the overseas jurisdictions

An Eligible Unitholder who holds Units on behalf of a person in a jurisdiction outside of Australia or New Zealand is not precluded from participating in the Entitlement Offer on behalf of that person provided that person is eligible under applicable securities laws to receive an offer, and be issued New Units under the Entitlement Offer without any requirement for a product disclosure statement or other offer document to be lodged or registered. Neither the Responsible Entity nor the Registry is able to advise on foreign laws.

The Responsible Entity reserves the right to reject any Entitlement and Acceptance Form if it believes it comes from a person who is an Ineligible Unitholder.

3.1.5 No Rights Trading

The Entitlement Offer is non-renounceable and Eligible Unitholders **will not** be able to sell any of their Entitlements. If Eligible Unitholders take no action in respect of their Entitlements and do not wish to accept all or part of their Entitlements their Entitlements will lapse.

3.1.6 Underwriting and Sub-underwriting Arrangements

The Entitlement Offer is not underwritten, or sub underwritten, however the Responsible Entity reserves the right to place any New Units that would have been issued under any lapsed Entitlements to third parties subject to exception 3 to ASX Listing Rule 7.2.

Alceon Group Pty Ltd ACN 122 365 986 (**Alceon**) a major Eligible Unitholder, has committed to take up its full entitlement to New Units under the Entitlement Offer. The Responsible Entity may place under exception 3 to ASX Listing Rule 7.2 any lapsed Entitlements. The value of Alceon's entitlement to New Units under the Entitlement Offer is approximately \$23,800,000.

3.1.7 Effect of Entitlement Offer on Control of QPR

If all Eligible Unitholders take up their Entitlements, each Eligible Unitholder's ownership interest (and voting power) in QPR will remain largely unchanged and the effect on the control of QPR will be negligible.

To the extent that any Eligible Unitholder fails to take up their Entitlements, that Eligible Unitholder's percentage holdings in QPR will be diluted by those other Eligible Unitholders who take up some or all of their Entitlements.

3.1.8 Effect of Entitlement Offer on Financial Position of QPR

A pro forma balance sheet for QPR showing the effects of the Entitlement Offer (assuming the total funds raised under the Entitlement Offer) is set out in the overview of QPR in section 5.

3.1.9 Capital Structure after Entitlement Offer

Subject to the rounding up of fractional Entitlements, the capital structure of QPR following the issue of New Units is expected to be as follows:

Existing ordinary Units on issue as at 22 November 2019	58,168,199
New Units issued under the Entitlement Offer	23,645,609
Total number of ordinary Units after the Entitlement Offer	81,813,808

3.1.10 Allotment and Quotation

The Responsible Entity has applied for the grant by ASX of official quotation of the New Units. If ASX does not grant quotation for the New Units, the Responsible Entity will not allot any New Units and all Application Money will be refunded without interest.

Subject to approval being granted by ASX, it is expected that normal trading will commence in relation to New Units issued under the Entitlement Offer on 19 December 2019. The Responsible Entity disclaims all liability (to the maximum extent permitted by law) to persons who trade New Units before the New Units are quoted on ASX or before receiving their confirmation of issue, whether on the basis of confirmation of the allocation provided by the Responsible Entity or the Registry.

3.2 Alternatives Available

If you are an Eligible Unitholder, you may take any of the following actions:

1. Take up all your Entitlements; or
2. Take up part of your Entitlements and allow the balance to lapse; or
3. Do nothing and let your Entitlements lapse.

Ineligible Unitholders may not take up any of their Entitlements and should refer to section 3.7 for further details of the options available to them.

As a result of this Entitlement Offer, Unitholders who do not take up all of their Entitlements will have their percentage unitholding in QPR diluted.

The Responsible Entity reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date.

The Closing Date for acceptance of the Entitlement Offer is 5.00pm (AEDST) on 11 December 2019 (however that date may be varied by the Responsible Entity, in accordance with the Listing Rules).

3.3 How to Apply

3.3.1 Taking up all of your Entitlements

If you wish to take up all of your Entitlements, either:

- Complete and return the Entitlement and Acceptance Form together with a cheque, bank draft or money order for the applicable amount of the Application Money; or

- Make payment of the applicable amount of the Application Money by BPAY® in accordance with the instructions on the Entitlement and Acceptance Form.

3.3.2 Taking up part of your Entitlements and allowing the remaining Entitlements to lapse

If you wish to take up part of your Entitlements under the Entitlement Offer and allow the remaining Entitlements to lapse, either:

- Complete and return the Entitlement and Acceptance Form together with a cheque, bank draft or money order for the applicable amount of the Application Money (for the number of New Units you wish to take up); or
- Make payment of the applicable amount of the Application Money by BPAY® in accordance with the instructions on the Entitlement and Acceptance Form.

3.3.3 Do nothing and let your Entitlements Lapse

If you do nothing, your Entitlements will lapse and you will receive no benefit. Although you will continue to own the same number of Units, your holding in QPR will be diluted following completion of the Entitlement Offer.

3.3.4 Lapsed Entitlements

The Entitlement Offer is not underwritten, or sub underwritten, however the Responsible Entity reserves the right to place any New Units that would have been issued under any lapsed Entitlements to third parties subject to exception 3 to ASX Listing Rule 7.2.

3.4 Payment

If you want to take up your Entitlements under the Entitlement Offer, you can pay in the following ways:

- BPAY®, or
- Cheque, bank draft or money order.

3.4.1 General

Cash payments will not be accepted. Receipts for payment will not be issued. If you subscribe for less than your full Entitlements or do not pay for your full Entitlements, you are taken to have taken up your Entitlements in respect of the whole number of New Units that is covered in full by your remitted Application Money.

3.4.2 Payment by BPAY®

For payment by BPAY® please follow the instructions on the personalised Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian Financial Institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- You do not need to return the personalised Entitlement and Acceptance Form but are taken to make the declarations and other statements on that Entitlement and Acceptance Form (and in this Offer Booklet) as if you had returned it;
- If you do not pay for your full Entitlements, you will be regarded as having taken up your Entitlements in respect of such whole number of New Units which is covered in full by your Application Money; and
- It is your responsibility to ensure that your BPAY® payment is received by no later than 5.00pm (AEDST) on 11 December 2019. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

3.4.3 Payment by Cheque, Bank Draft or Money Order

For payment by cheque, bank draft or money order, you should complete your Entitlement and Acceptance Form in accordance with the instructions on that Entitlement and Acceptance Form and return the Entitlement and Acceptance Form accompanied by a cheque, bank draft or money order for the amount of the Application Money, payable to "Quattro Plus Real Estate Rights Issue Offer" and crossed "Not Negotiable". Your cheque, bank draft or money order must be:

- For an amount equal to \$1.10 multiplied by the number of New Units that you are applying for; and
- In Australian currency drawn on an Australian branch of a financial institution. You should ensure that sufficient funds are held in relevant account(s) to cover the Application Money as your cheques may be processed on the day of receipt. If the amount of your cheque for Application Money (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Units you have applied for, you will be taken to have applied for such lower number of whole New Units as your cleared Application Money will pay for (and to have specified that number of New Units on your Entitlement and Acceptance Form). Alternatively, your Application may not be accepted in the Responsible Entity's absolute discretion.

NOTE: All payments must be received by 5.00pm (AEDST) on 11 December 2019. Accordingly, if you are paying by cheque, bank draft, or money order you should ensure that the Entitlement and Acceptance Form is posted so that it is received no later than 5.00pm (AEDST) on 11 December 2019.

3.4.4 Mailing and Delivery Address

To participate, the Entitlement and Acceptance Form and your payment (in cleared funds) must be received no later than the close of the Entitlement Offer, on 5.00pm (AEDST) 11 December 2019. The address for completed Entitlement and Acceptance Forms and cheques/bank drafts/money orders is:

Mail to:

Quattro Plus Real Estate
C/- Link Market Services Limited
GPO Box 3560
Sydney South NSW 2001 Australia

Hand deliver to:

(Please do not use this address for mailing purposes)

Quattro Plus Real Estate
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138, Australia

A reply paid or self-addressed envelope is provided with this Offer Booklet for Eligible Unitholders in Australia. New Zealand holders will need to affix the appropriate postage.

If you are paying via BPAY there is no need to return your Entitlement and Acceptance Form.

3.5 Holding Statements

The Units participate in CHESS. No certificates will be issued for New Units. The Responsible Entity expects that Transaction Confirmation Statements for New Units will be sent to Unitholders on 18 December 2019.

3.6 Entitlements of Ineligible Unitholders

Entitlements that would have been offered to the Ineligible Unitholders will lapse. The Responsible Entity reserves the right to place any New Units that would have been issued under any lapsed Entitlements to third parties subject to exception 3 to ASX Listing Rule 7.2.

3.7 Provision of Personal Information

If you apply for New Units, you will be providing personal information to the Responsible Entity and the Registry for the purposes of enabling the Responsible Entity and Registry to administer the Eligible Unitholders' unitholdings in QPR.

The Responsible Entity and the Registry will collect, hold and use that personal information to assess and process your Application, service your needs as a Unitholder, provide facilities and services that you request and carry out appropriate administration. The Responsible Entity may disclose your personal information on a confidential basis to the Responsible Entity's related bodies corporate, agents, contractors, ASX, regulatory bodies and third party service providers (such as mailing houses), which may be located inside or outside of Australia, and otherwise as required or authorised by law.

Company and tax law requires some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, if at all.

Under the Privacy Act 1998 (Cth) and the Privacy Act 1993 (New Zealand), as applicable, you may request access to your personal information held by or on behalf of the Responsible Entity. You can request access to your personal information or obtain further information about the Responsible Entity's management practices by contacting the Registry or the Responsible Entity. If the Registry's record of your personal information is incorrect or out of date, it is important that you contact the Responsible Entity or the Registry so that your records can be corrected.

3.8 Consent

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet.

None of the parties referred to in the Directory of this Offer Booklet (other than the Responsible Entity), has made or authorised the making of any statement that is included in this Offer Booklet or any statement on which a statement in this Offer Booklet is based. To the maximum extent permitted by law each of these parties expressly disclaims and takes no responsibility for any statements in or omissions from this Offer Booklet other than references to its name or a statement or report included in this Offer Booklet with the consent of that party as specified above.

Any information or representation that is not in this Booklet may not be relied on as having been authorised by the Responsible Entity or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of the Responsible Entity, or any other person, warrants or guarantees the future performance of QPR or any return on any investment made pursuant to this Offer Booklet.

Section 4

Important Information

4.1 General

You should read the information in this Offer Booklet carefully and in its entirety before deciding whether to invest in New Units.

In particular, you should consider the risk factors outlined in section 6 of this Offer Booklet that could affect the operating and financial performance of QPR or the value of an investment in QPR. You should also review the Annual Financial Report for the year ended 30 June 2019 and ASX announcements made after that date which can be accessed via the ASX website (www.asx.com.au). If after reading this Offer Booklet you have any questions about the securities being offered for issue under it or any other matter, you should contact your stockbroker, accountant, solicitor or other independent professional adviser.

4.2 Not Investment Advice

This Offer Booklet is not a product disclosure statement or other disclosure document under the Corporations Act or other regulated document under Australian or any other law and has not been lodged with ASIC. It is for information purposes only and does not contain all the information that would be required to be included in a product disclosure statement or other disclosure document. It is also not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs. The Responsible Entity is not licensed to provide financial product advice in respect of the New Units.

The information in this Offer Booklet does not purport to contain all the information that you may require to evaluate a possible Application for New Units.

Before deciding whether to apply for New Units, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If, after reading the information in this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your stockbroker, accountant, solicitor or other independent professional adviser.

4.3 No Cooling Off Entitlements

Cooling off rights do not apply to an investment in New Units. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

4.4 Risks

The Risks section of the Offer Booklet (section 6) details important factors and risks that could affect the financial and operating performance of QPR. You should consider these risk factors carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Entitlement Offer.

Please consult with your stockbroker, accountant, solicitor or other independent professional adviser if you have any queries or are uncertain about any aspects of the Entitlement Offer.

4.5 Information Availability

Eligible Unitholders in Australia and New Zealand can obtain a copy of the information in this Offer Booklet during the period of the Entitlement Offer via the Responsible Entity's website at www.quattroplusrealestate.com.au or by calling QPR's Unitholder Information Line. Persons who access an electronic version of this Offer Booklet should ensure that they download and read the entire Offer Booklet. A replacement Entitlement and Acceptance Form can be requested by calling QPR's Unitholder Information Line on 1300 554 474 (from within Australia) or +61 1300 554 474 (from outside Australia) at any time from 8.30am to 5.30pm (AEDST) Monday to Friday during the period of the Entitlement Offer. No party other than the Responsible Entity has authorised or caused the issue of the information in this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in the information in this Offer Booklet.

4.6 Future Performance and Forward Looking Statements

Neither the Responsible Entity nor any other person warrants or guarantees the future performance of the New Units or any return on any investment made pursuant to the Entitlement Offer. Forward looking statements, opinions and estimates provided in the information in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. This Offer Booklet may contain certain forward looking statements. The words "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "objective", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. They are subject to known and unknown risks, uncertainties and assumptions as to future events which may or may not be correct, many of which are outside the control of the Responsible Entity and its officers, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward looking statements in this Offer Booklet. There can be no assurance that actual outcomes will not differ

materially from these statements. You are cautioned not to place undue reliance on forward looking statements. You should also have regard to the "Risks" section of the Offer Booklet (section 6).

4.7 Past Performance

Investors should note that the past performance of Units provides no guidance as to future price performance. Past performance information given in this Offer Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

4.8 Governing Law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in New South Wales, Australia. Each applicant for New Units submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

4.9 Foreign Jurisdictions

This Offer Booklet is an Offer Booklet under Australian law which will be applicable to any offer made in New Zealand. It is not a New Zealand prospectus or an investment statement and has not been registered, filed with, or approved by, any New Zealand regulatory authority or under or in accordance with the Securities Act 1978 (New Zealand) or any other relevant law in New Zealand. This Offer Booklet may not contain all of the information that an investment statement or prospectus under New Zealand law is required to contain.

Securities are not being offered or sold to the public within New Zealand, and no member of the public in New Zealand may accept the offer made under this Offer Booklet, other than persons, being existing holders of Units in QPR, to whom it is permissible for the offer under this Offer Booklet to be made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

The distribution of the information in this Offer Booklet (including an electronic copy) outside Australia and New Zealand is restricted by law. If you come into possession of the information in this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

The New Units have not been, and will not be, registered under the U.S. Securities Act of 1922 or the securities law of any state or other jurisdiction of the United States. The New Units to be issued under the Entitlement Offer may be offered and sold solely outside the United States to persons that are not U.S. Persons and are not acting for the account or the benefit of U.S. Persons in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act. No party has offered or sold and no party will offer or sell, directly or indirectly, any New Units in the United States or to, or for account or benefit of, U.S. Persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities law.

4.10 Declarations

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application Monies constitutes a binding offer to acquire New Units on the terms and conditions set out in this Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for New Units. The Responsible Entity's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY®, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that you:

- acknowledge that you have read and understood this Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- agree to be bound by the terms of the Entitlement Offer, this Offer Booklet and the provisions of QPR's constitution;
- authorise the Responsible Entity to register you as the holder of the New Units allotted to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare that, if you are a natural person, you are over 18 years of age and have full legal capacity and power to perform all your rights, entitlements and obligations under the Entitlement and Acceptance Form;
- acknowledge that once the Responsible Entity receives the Entitlement and Acceptance Form or any payment of Application Money (including via BPAY®), you may not withdraw your Application or funds provided except as allowed by law;
- agree to apply for, and be issued up to, the number of New Units specified in the Entitlement and Acceptance Form or for which you have submitted payment of any Application Money including via BPAY®, at the issue price of \$1.10 per New Unit;
- agree to be allotted the number of New Units that you apply for;
- authorise the Responsible Entity and the Registry and their respective officers or agents, to do anything on your behalf necessary for New Units to be issued to you, including to act on instructions of the Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- declare that you were the registered holder(s) at the Record Date of the Units indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;

- declare that you are an Eligible Unitholder and are otherwise not an Ineligible Unitholder;
- acknowledge that the information contained in this Offer Booklet and the Entitlement and Acceptance Form is not investment advice nor a recommendation that New Units are suitable for you given your investment objectives, financial situation or particular needs, and is not a product disclosure statement, does not contain all of the information that you may require in order to assess an investment in QPR and is given in the context of QPR's past and ongoing continuous disclosure announcements to ASX;
- represent and warrant that the law of any other place does not prohibit you from being given this Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Units;
- acknowledge the statement of risks in section 6 of this Offer Booklet, and that an investment in QPR is subject to investment risk;
- acknowledge that neither the Responsible Entity nor any of the directors, officers, employees, agents, consultants or advisors of the Responsible Entity (either as responsible entity of QPR or in its own capacity) guarantees the performance of QPR nor do they guarantee the repayment of capital from QPR;
- authorise the Responsible Entity to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- have read the privacy statement in section 3.8 of this Offer Booklet and consent to the matters outlined in that statement;
- represent and warrant (for the benefit of QPR and its affiliates) that you are not in the United States and that you are not, and you are not acting for the account or benefit of, a U.S. Person and are not otherwise a person to whom it would be illegal to make an offer or issue of New Units under the Entitlement Offer;
- acknowledge that Entitlements and New Units have not, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia and New Zealand and accordingly, Entitlements may not be taken up, and New Units may not be offered, sold or otherwise transferred, in the United States or to, or for the account or benefit of, any U.S. Person except in accordance with an available exemption form, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities law;
- agree not to send this Offer Booklet, the Entitlement and Acceptance Form or any other material relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of, a U.S. Person;
- agree that if in the future you decide to sell or otherwise transfer the New Units, you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or who is acting for the account or benefit of a person in the United States; and
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and/or of your holding of Units on the Record Date.

4.11 Trading New Units

The Responsible Entity will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Units they believe will be issued to them before they receive their Transaction Confirmation Statement, whether on the basis of confirmation of the allocation provided by the Responsible Entity or otherwise, or who otherwise trade or purport to trade New Units in error or which they do not hold or are not entitled to.

4.12 Withdrawal

The Responsible Entity reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws. If the Responsible Entity exercises this right it will refund Application Money in relation to New Units not already issued in accordance with the Corporations Act without the payment of interest.

Section 5

Overview of QPR

5.1 Summary

Background and Management

QPR was established in 2005 and is a registered managed investment scheme that is listed on the ASX. The principal activity of QPR is long term property investment based on a strategy to add value to the properties it owns and enhance the income return for investors.

The Manager's strategy is to invest QPR's capital into value-add commercial property assets to take advantage of the Manager's specialist knowledge and experience in the sector to drive long-term total returns and maximise Unitholder value.

The Manager is a joint venture arrangement between Alceon and Quattro Asset Management. Alceon is an advisory, investment and capital raising group with a strong capacity and track record of raising syndicate capital around discrete investments. The Alceon team has 125+ years of collective experience in Australian and global financial markets and the principals have deep and proven experience in real estate investment.

Quattro Asset Management is a property investor, advisor and fund manager whose core investment theme is to deliver superior returns through a disciplined risk return approach to realising value through investing and converting B grade properties to A grade office assets. Quattro has been investing in the Auckland area since 2014, when it first developed its market presence, asset research, finance relationships, cross border tax / structuring and relationships with key market participants.

The Manager's strategy is to employ a long-term investment policy to invest QPR's capital to acquire and scale into a portfolio of value-add commercial property assets which have been mispriced by the market. The Manager will look for property assets that are capable of providing enhanced capital and income growth as a result of active management through the process of originating, actively managing and developing value add real estate opportunities across North America, Australia and New Zealand. In adding value specifically, the Manager will look for assets in major cities that require capital and/or are under-rented and are therefore mispriced by the market. The Manager will execute this strategy by taking advantage of specialist knowledge and experience in the sector via leasing up vacant space, releasing under rented assets to market rents, remixing tenant space for efficiency or undertaking development. Such assets represent an attractive value proposition where the Manager can actively convert mispriced commercial assets to stable income producing passive investments which provide QPR with a secure long-term income yield and enhance total Unitholder return.

The Manager will seek to manage QPR's capital requirements through a mix of debt and equity funding and taking a prudent approach to capital management. The Manager will assess the adequacy of its capital requirements, cost of capital and gearing as part of its broader strategy to enhance Unitholder return. The Manager will regularly review its capital structure to ensure sufficient liquidity and financing facilities are available to implement its strategy, including that adequate financing facilities are maintained, and a prudent distribution policy is adhered to.

While an asset is being stabilised, it would be typical for operating earnings from an asset to be retained for the purposes of debt service, repairs and maintenance, capital expenditure and leasing costs and therefore no distribution is likely to be paid to Unitholders. Once an asset has been stabilised the Manager will reassess the distribution policy in the context of maintaining an overall prudent and conservative capital structure.

5.2 Portfolio

87 Albert St, Auckland CBD

The property was acquired in October 2019 for a net price of NZ\$33.8m and was funded by an increase in QPR's senior commercial bank facility of NZ\$16.9m and an increase in the short-term non-bank subordinated loan facility of NZ\$16.9m. Following on from the acquisition, the Entitlement Offer will raise equity to repay the short-term non-bank subordinated loan facility and provide working capital for QPR to continue its value add initiatives across the portfolio.

The 7,250sqm grade B property is strategically located in the Auckland mid-town precinct adjacent to the new CBD rail station, which is expected to be Auckland's busiest transport hub when the CBD circle rail line is complete in 2024. The Trust's strategy is to re-position and refurbish the property.

The acquisition increases the value of the Trust's property portfolio to over \$140m and is consistent with the Trust's strategy of accumulating a portfolio of assets to which it can add value with strategic and active management, an emphasis on re-positioning the properties and leasing and tenant retention, in order to ensure income is optimised, resulting in enhanced value and embedded future NTA growth.

Proceeds from the Entitlement Offer will be used to fully repay the short-term non-bank subordinated loan facility and reduce the Trust's gearing.

1 Albert Street, Auckland CBD

The Trust acquired the property in the first half of 2018 and gained initial development consent in late 2018 to re-position and refurbish the building. Stage 1 of the works, which comprise 4 levels of the 20-level tower, commenced in 2019 and is complete, with the first tenant having moved in mid-2019. The gross rent for the refurbished office space is significantly above the passing gross rent at the time of acquisition. The property re-positioning will continue during 2019 and 2020. The property's

valuation increased to NZ\$57.5m and has an estimated valuation at completion of NZ\$94.5m. The property is currently 44% leased.

110 Custom Street West, Auckland CBD

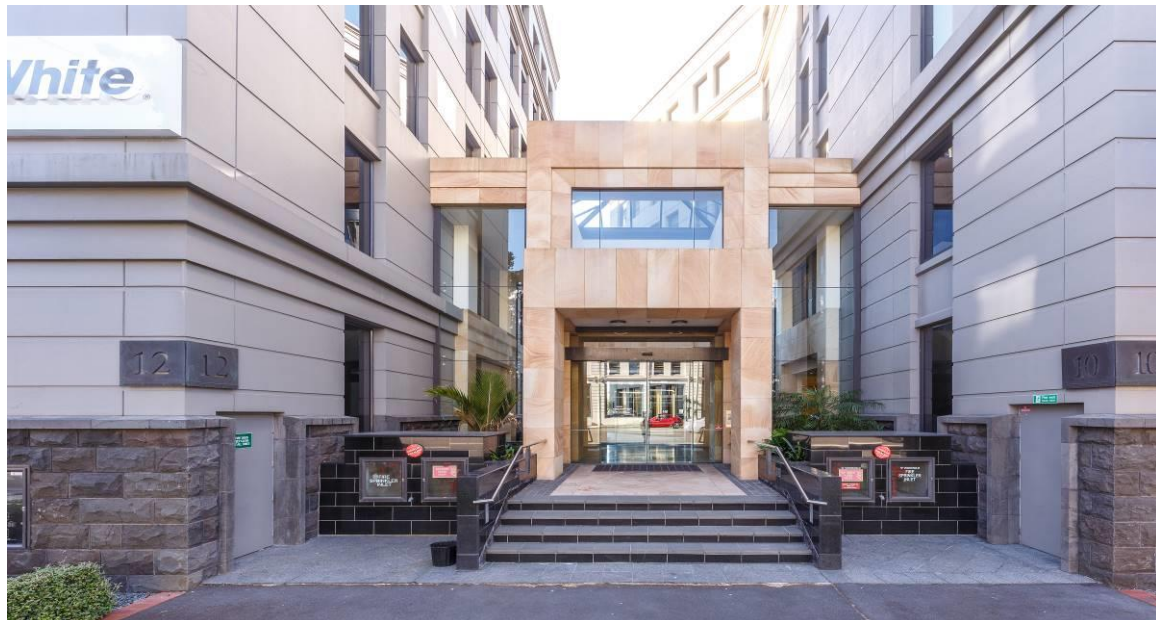
The property was acquired by the Trust in late 2018. The property is 100% leased. The property is a leasehold interest, with a rent review every 7th year. A ground rent review occurred on 1 January 2019, the ground rent is now a fixed sum until the next review in January 2026. Two tenant market rent reviews are current in progress.

10 Viaduct Harbour, Auckland CBD

The property was acquired by the Trust in late 2018. The property is 100% leased and there has been no material change in relation the property. A tenant market rent review is in progress. The ground rent is a fixed sum until the next ground rent review which is due in October 2028.

12 Viaduct Harbour, Auckland CBD

The property was acquired by the Trust in late 2018 and is currently 78% leased. A tenant vacated one floor in March 2019 and, following refurbishment of the floor, 70% was leased at a gross rent approximately 35% above the prior tenants' gross rent per sqm. The ground floor of the property is vacant and currently being re-positioned to provide a café bar and a studio gym, with works expected to be completed late 2019. The ground rent is a fixed sum until the next ground rent review which is due in October 2028.



10 & 12 Viaduct Harbour

1700 W. Higgins Road, Chicago

The property debt was re-financed in January 2019 with a US\$14.0m facility, of which US\$4.3m was an undrawn line to fund capex and leasing. The property has been re-positioned in the first half of 2019, with major works undertaken over the past 18 months, including new lifts, refurbished office spaces and a refurbished lobby. The property is 50% leased. In addition, the Trust applied for a 12-year reduction in statutory expenses and entered into an agreement to acquire the leasehold interest in 2 large static billboards that are located on the property. The City provided an initial approval for the reduction in statutory expense and the digitisation of the 2 billboards, as well as the subdivision of the property to allow for a new standalone restaurant and increased parking. During the year the Trust renewed an option to acquire an adjoining parcel of land for future parking which is due to expire in March 2020.

Part of the proceeds from the Entitlement Offer will be used to fund the acquisition of the adjoining parcel of land, for additional tenant incentives and for leasing fees.

5.3 Funding and Balance Sheet impact

Sources and Uses	Source	Use
Proceeds from Entilement Offer	\$ 26,010,170	
Repayment of non bank subordinated loan and interest		\$ 21,103,236
1700 Higgins land parcel acquisition		\$ 940,299
1700 Higgins tenant incentives and leasing fees		\$ 1,334,481
Issue costs and fees		\$ 150,000
Working capital		\$ 2,482,154
Total	\$ 26,010,170	\$ 26,010,170

Quattro Plus Real Estate - Proforma Balance Sheet		
	Actual	Pro forma
A\$	30-Jun-19	Constant FX 30-Jun-19
ASSETS		
Cash and cash equivalents	\$ 1,039,000	\$ 8,445,934
Trade creditors & receivables NZ	\$ 222,000	\$ 222,000
Other assets NZ	\$ 575,000	\$ 575,000
Investment properties(NZ) existing	\$ 84,066,000	\$ 84,066,000
Investment properties(NZ)87 Albert		\$ 32,785,318
Investment properties(US) Higgins	\$ 24,791,000	\$ 24,791,000
Other assets non current AUS	\$ 150,000	\$ 150,000
Other assets non current NZ	\$ 113,000	\$ 113,000
Other assets non current US	\$ 1,168,000	\$ 1,168,000
TOTAL ASSETS	\$ 112,124,000	\$ 152,316,252
LIABILITIES		
Trade and other payables AUS	\$ 242,000	\$ 242,000
Trade and other payables NZ	\$ 2,806,000	\$ 2,806,000
Trade and other payables US	\$ 1,837,000	\$ 1,837,000
Bank loan NZ	\$ 34,888,000	\$ 51,041,699
Non Bank subordinated loan	\$ 1,150,000	\$ 0
Bank loan US	\$ 14,546,000	\$ 14,546,000
TOTAL LIABILITIES	\$ 55,469,000	\$ 70,472,699
NET ASSETS/UNITHOLDER EQUITY	\$ 56,655,000	\$ 81,843,553
UNITS ON ISSUE	58,168,199	81,813,808
NTA PER UNIT	\$0.97	\$1.00
GEARING	45%	43%

Section 6

Risks

There are risks associated with investing in QPR. This section aims to highlight some of the risk factors associated with an investment in QPR but is not exhaustive. You should consider the risks described here together with all other information contained in this document and/or information which is publicly available and consult your financial advisers before you decide to invest.

If any of the following risks eventuate, either in part or in whole or in combination, the value of your investment in QPR may decline or be lost. You may lose all or part of your investment in QPR as well as the income from that investment, which may be lower than forecast or zero.

6.1 Primary Business Risks

6.1.1 Availability and cost of equity and debt capital

QPR's ability to raise additional capital on favourable terms for transactions of a capital nature, the refinancing of debt facilities and for ongoing capital and operational expenses is dependent on a number of factors outside of QPR's control including general global and domestic economic conditions in Australia, New Zealand and the US, credit and capital markets and levels of political stability. These factors may impact both the availability and cost of capital as they are required which may then impact the earnings, cash flow and balance sheet of QPR.

6.1.2 Compliance with covenants

QPR has debt agreements that contain covenants requiring the review or repayment of the loans. Any breach may also adversely affect QPR's ability to obtain future debt and impact its overall capital position and operational cash flows.

6.1.3 Fluctuations in foreign exchange rates

QPR holds investments and cash in the US in US dollars and holds investments and cash in New Zealand in NZ dollars. QPR does not hedge foreign exchange rate movements and any fluctuations in exchange rates expose QPR's earnings and balance sheet to potential negative impacts.

6.1.4 Re-leasing and leasing risk

The ability to retain tenants and re-lease vacant space depends upon the implementing of the re-leasing strategies. The ability to re-lease and lease also depends on factors beyond the control of QPR including national economic conditions, regional and local economic conditions (which may be adversely impacted by plant closings, business layoffs, industry slow downs, weather conditions, natural disasters, and other factors), local real estate conditions (such as over-supply of or insufficient demand), changing demographics and perceptions by prospective tenants of the convenience of certain leasing locations.

6.1.5 Tenant and property risks

QPR derives its revenue from rent received from tenants in the buildings owned or under its control. There is a risk that tenants may default on their obligations under their contractual lease terms which may result in both a loss of income and loss of capital to QPR. If there is any prevailing weakness in economic conditions, tenants may either not elect or not be in a position to renew their leases on expiry and upon vacating, QPR may not be able to find suitable replacement tenants in the buildings in a suitable timeframe and at suitable costs. These events may impact the earnings and cash flow of QPR and valuation of the assets.

6.1.6 General market risks

Units in QPR are listed on the ASX. Units are subject to price fluctuations which can be significant and can substantially change the value of your investment. Some of the risks affecting the market value of the investment on the ASX are: The Australian, New Zealand, US and global international economic conditions and outlook, including, but not limited to inflation, interest rates and foreign exchange rates. As a listed investment on the ASX which is relatively illiquid, the market value of QPR may be adversely impacted by the volume of Units being bought or sold at any point in time and if buyers are scarce, this may impact the price at which an investor may be able to sell their Units.

6.1.7 Counterparty/credit risk

There is a risk that third parties to contractual obligations with QPR and its subsidiaries such as tenants, contractors, service suppliers, joint partners, guarantors, insurers and counterparties to derivatives and other contracts may not be willing or able to perform their obligations under existing contracts or renew or enter into new contracts which may adversely impact the income or assets of QPR.

6.1.8 Fair value of investment property

The valuation of properties is largely based on the expected rental income which can be generated from a property and the expenses incurred in its operation. Rental income or market value can be affected by a number of factors, including the overall condition of the US, NZ or local economy, real estate conditions in the region in which the property is located, perception of potential tenants relating to the property, current state of plant and equipment and ongoing expenses and changes in capitalisation rates adopted by valuers.

Section 7

Glossary

87 Albert	The property located at 87 Albert Street, Auckland, New Zealand
A\$/	Australian dollars
AEDST	Australian Eastern Daylight Savings Time
Application	An application to subscribe for New Units under the Entitlement Offer
Application Money	The total amount paid by an Eligible Unitholder subscribing for New Units under the Entitlement Offer
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited or the securities exchange operated by it (as the context requires)
CHES	ASX Clearing House Electronic Sub-registry System
Closing Date	5.00pm (AEDST) on Wednesday, 11 December 2019
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Eligible Unitholders	Has the meaning set out in section 3.1.4
Entitlement/s	The entitlement to subscribe for 1 New Unit for every 2.46 Units held on the Record Date by Eligible Unitholders
Entitlement and Acceptance Form	The Entitlement and Acceptance Form accompanying this Offer Booklet upon which an Application can be made
Entitlement Offer	The 1 for 2.46 non renounceable entitlement offer to which this Offer Booklet relates
Ineligible Unitholders	Has the meaning set out in section 3.1.4
Listing Rules	The Listing Rules of ASX as modified or waived from time to time
New Units	The new Units offered under the Entitlement Offer
NTA	Net tangible assets or NTA per unit
NZ\$	New Zealand dollars
Offer Booklet	This offer booklet
QPR	Quattro Plus Real Estate (ARSN 114 494 503)
Record Date	7.00pm (AEDST) on Wednesday, 27 November 2019
Registry	Link Market Services Pty Limited
Responsible Entity	Quattro RE Limited ACN 115 913 810 in its capacity as responsible entity for QPR
Units	Ordinary units in QPR
US\$	United States dollars
VWAP	Volume weighted average price

Section 8

Corporate Directory

Quattro Plus Real Estate

ARSN 114 494 503

Responsible Entity

Quattro RE Limited

ABN 55 115 913 810, AFSL 299074
Level 9, 117 Macquarie Street
Sydney NSW 2000 Australia

ASX Listing

QPR Units are listed on the Australian Securities Exchange (ASX code: QPR)

Website

To view annual reports, unitholder and company information, news, announcements, background information on QPR's businesses and historical information, visit the Responsible Entity's website at

www.quattroplusrealestate.com.au

QPR Unitholder Information Line

Telephone: 1300 554 474 (Australia)
+61 1300 554 474 (outside Australia)
Open 8.30am to 5.30pm (AEST)

Registry

Link Market Services Limited

1A Homebush Bay Drive
Rhodes NSW 2138
Phone (within Australia): 1300 554 474
Phone (outside Australia): +61 1300 554 474

Auditor

Pitcher Partners

Level 22, MLC Centre
19 Martin Place
Sydney NSW 2000

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