

30 June 2020

Ms Melissa Lim
Listings Compliance (Sydney)
ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

Dear Ms Lim

Centuria Capital Group (ASX Code: CNI) – Despatch Notice Pursuant to Rule 45(1)(a)(ii) of the New Zealand Takeovers Code

Pursuant to rule 45(1)(a)(ii) of the New Zealand Takeovers Code, please find following a copy of the Offer Document which has been sent to holders of Augusta Capital Limited equity securities.

Yours faithfully,



Anna Kovarik
Company Secretary

Centuria New Zealand Holdings Limited
c/- Harmos Horton Lusk Limited
Level 33, Vero Centre
48 Shortland Street
Auckland 1010

29 June 2020

Augusta Capital Limited
Level 2, 30 Gaunt Street
Wynyard Quarter

Auckland

By email: paul@hayphilproperty.com

CC: luke@augusta.co.nz

DESPATCH NOTICE

1. On 15 June 2020, Centuria New Zealand Holdings Limited ("**Centuria NZ**") gave Augusta Capital Limited ("**Augusta**") a notice pursuant to rule 41(1) of the Takeovers Code of its intention to make a full takeover offer under the Takeovers Code to acquire all of the equity securities of Augusta ("**Offer**").
2. Centuria NZ hereby gives notice pursuant to rule 45 of the Takeovers Code that the offer document in respect of the Offer has been sent to holders of Augusta equity securities in accordance with rule 43(1) of the Takeovers Code.
3. Pursuant to rule 45(1)(a)(ii) of the Takeovers Code, a copy of the Offer Document is **attached** to this notice.

Yours faithfully



John McBain

Director

Centuria New Zealand Holdings Limited

Copy to: Takeovers Panel
Level 3, Solnet House
70 The Terrace
Wellington
By email:
takeovers.panel@takeovers.govt.nz

Copy to: Registrar of Companies
Level 1, 162 Victoria Street
Auckland

Copy to: NZX Limited
Level 2, NZX Centre
11 Cable Street
Wellington
By email: announce@nzx.com

Copy to: ASX Limited
Exchange Centre
20 Bridge Street
Sydney

Centuria

FULL TAKEOVER OFFER
BY
CENTURIA NEW ZEALAND HOLDINGS LIMITED
FOR
AUGUSTA CAPITAL LIMITED



THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR URGENT ATTENTION

IMPORTANT

If you are in doubt as to any aspect of this offer, you should consult your financial or legal adviser.

If you have sold all your shares in Augusta Capital Limited to which this offer applies, you should immediately hand this offer document and the accompanying acceptance form to the purchaser or the agent (e.g. the broker) through whom the sale was made, to be passed to the purchaser.

Augusta Capital Limited's target company statement, together with an independent adviser's report on the merits of this offer either accompanies this offer or will be sent to you within 10 working days and should be read in conjunction with this offer.

IMPORTANT INFORMATION

Capitalised terms set out in this document ("**Offer Document**") have the meanings given to them in the Glossary on page 97.

This Offer Document relates to a full takeover offer by Centuria New Zealand Holdings Limited (Company Number 7868548) ("**Centuria NZ**") for all of the fully paid ordinary shares ("**Augusta Shares**") in Augusta Capital Limited (Company Number 1873288) ("**Augusta**") ("**Offer**").

It is important that Augusta Shareholders read this Offer Document in its entirety and seek professional advice where necessary.

If you have any questions about this Offer Document or how to accept the Offer, you should seek advice from your financial or legal adviser. Instructions on how to accept the Offer are set out in paragraph 5 of the Offer Terms and Conditions and the Acceptance Form. Alternatively, please contact the Centuria NZ Offer Information Line on 0800 771 117 (within New Zealand) or +64 9 488 8784 (outside New Zealand) between 8:30am and 5:00pm (NZ time) Monday to Friday (business days only) during the Offer Period.

General regulatory notices

This Offer Document has been prepared and issued by Centuria NZ and Centuria Capital Limited ACN 095 454 336 and Centuria Funds Management Limited ACN 607 153 588 (as responsible entity for Centuria Capital Fund ARSN 613 856 358) which comprise the ASX listed stapled entity Centuria Capital Group (or "**Centuria**").

This Offer Document is dated 29 June 2020 and was lodged by Centuria NZ with the New Zealand Companies Office on that date. None of the Financial Markets Authority, Takeovers Panel, NZX, ASIC and ASX nor any of their officers take any responsibility for the contents of this Offer Document or comment on the merits of, or recommend, the Offer (including the offer to provide Centuria Stapled Securities as consideration under it).

This Offer Document:

- **For New Zealand regulatory purposes** is an offer document issued by Centuria NZ in respect of the Offer, being a full takeover under the *Takeovers Regulations 2000 (NZ)* ("**Takeovers Code (NZ)**") by Centuria NZ for all of the Augusta Shares in Augusta that Centuria NZ does not already own and it contains:
 - the Offer Terms and Conditions; and
 - certain disclosures prescribed by the *Takeovers Code (NZ)* and conditions to exemptions granted under the *Takeovers Code (Augusta Capital Limited) Exemption Notice 2020 (NZ)* and the *Financial Markets Conduct (Centuria Capital Group) Exemption Notice 2020 (NZ)*; and
- **For Australian regulatory purposes** is not, and is not required to be, an Australian bidder's statement (as Augusta is not an Australian company) or a prospectus or product disclosure statement ("**PDS**") (given the operation of *ASIC Corporations (Foreign Scrip Bids) Instrument 2015/357 (Australia)*), in relation to the Centuria Stapled Securities that are offered as consideration under the Offer and, accordingly, is not required to contain the information required by the *Corporations Act 2001 (Cth) (Australia)* for an Australian bidder's statement, a prospectus or a PDS.

Offer of Centuria Stapled Securities in New Zealand and Australia

Offer of Centuria Stapled Securities only made to New Zealand and Australian Augusta Shareholders

This Offer Document contains an offer by Centuria NZ to procure the issue of Centuria Stapled Securities by Centuria as partial consideration for the acquisition of Augusta Shares. The offer of Centuria Stapled Securities is only made to Augusta Shareholders with a registered address in Augusta's share register in New Zealand or Australia.

No offer of Centuria Stapled Securities is made to any person in a jurisdiction outside of New Zealand and Australia. Augusta Shareholders with a registered address outside of New Zealand and Australia are Foreign Exempt Augusta Shareholders. Any Centuria Stapled Securities that a Foreign Exempt Augusta Shareholder is entitled to in return for Augusta Shares will not be issued to the Foreign Exempt Augusta Shareholder. For more information, see the section below titled "The Takeovers Panel has granted an exemption so that Centuria Stapled Securities do not have to be offered outside of New Zealand and Australia" and paragraph 3 of the Offer Terms and Conditions.

Offer of Centuria Stapled Securities to New Zealand Augusta Shareholders

The offer of Centuria Stapled Securities to the holders of Augusta Shares with a New Zealand registered address in Augusta's share register is made in reliance on the *Financial Markets Conduct (Centuria Capital Group) Exemption Notice 2020 (NZ)* and is not a regulated offer for the purposes of the *Financial Markets Conduct Act 2013 (NZ)*. The conditions to the *Financial Markets Conduct (Centuria Capital Group) Exemption Notice 2020 (NZ)* require this Offer Document to contain the warning statements on pages 5 to 6 and certain prescribed disclosures. Those disclosures are set out, or referred to, in Schedule Two and Schedule Four of this Offer Document.

Offer of Centuria Stapled Securities to Australian Augusta Shareholders

The offer of Centuria Stapled Securities to the Augusta Shareholders with an Australian registered address in Augusta's share register is being made pursuant to this Offer Document and to *ASIC Corporations (Foreign Scrip Bids) Instrument 2015/357 (Australia)* on the basis that, for the purposes of that instrument the Offer is a "foreign scrip bid" regulated by or under New Zealand law and Centuria NZ and Centuria reasonably believe the Offer is made in accordance with all New Zealand relevant regulatory requirements.

Centuria and Centuria NZ have fixed 12 June 2020 as the time in the 30 day period immediately before any Offers are first made for determining the relief condition that no more than 10% of the Augusta Shares are held by Australian residents.

The Takeovers Panel has granted an exemption so that Centuria Stapled Securities do not have to be offered outside of New Zealand and Australia

Under the *Takeovers Code (NZ)*, a full takeover offer for a New Zealand company which is listed by NZX is required to be made to all of the holders of each class of equity security in the company on the same terms and provide the same consideration for each equity security of the same class. Absent an exemption, this would have required Centuria NZ to offer Centuria Stapled Securities to all of the Augusta Shareholders, including those outside of New Zealand and Australia, which could have resulted in significant compliance costs. Accordingly, prior to making the Offer, Centuria NZ applied to the Takeovers Panel for, and was granted, an exemption from the *Takeovers Code (NZ)* on terms substantially consistent with the Takeovers Panel's stated policy in relation to "scrip offers" and overseas shareholders, as set out in the Takeovers Panel's Guidance Note on Exemptions.

Under that exemption, the *Takeovers Code (Augusta Capital Limited) Exemption Notice 2020 (NZ)*, the Takeovers Panel exempted Centuria NZ from the requirement to offer Centuria Stapled Securities to Augusta Shareholders with a registered address outside of New Zealand or Australia. Under the conditions of that exemption, Centuria NZ has appointed UBS AG, Australia Branch (ABN 47 088 129 613) as nominee ("**Nominee**") for any Foreign Exempt Augusta Shareholder that accepts the Offer and is to receive Centuria Stapled Securities as consideration. Centuria NZ will ensure that the Centuria Stapled Securities that would have otherwise been issued to Foreign Exempt Augusta Shareholders are, instead, issued to the Nominee (or a wholly owned subsidiary of the Nominee). The Nominee has agreed to (or to procure a wholly owned subsidiary of the Nominee), as soon as reasonably practicable and in a manner consistent with the Offer Terms and Conditions:

- sell, on arm's length terms, the Centuria Stapled Securities that would otherwise have been issued to Foreign Exempt Augusta Shareholders; and
- pay Centuria NZ's share registrar for the Offer, Computershare Investor Services Limited, each relevant Foreign Exempt Augusta Shareholder's pro rata share of the proceeds from the sale of the Centuria Stapled Securities, net of any applicable expenses, brokerage costs and taxes.

In turn, Computershare Investor Services Limited will, as soon as practicable and no later than eight working days after the Centuria Stapled Securities are issued to the Nominee (or its wholly owned subsidiary), pay each relevant Foreign Exempt Augusta Shareholder a pro rata share of the proceeds from the sale of the Centuria Stapled Securities, net of any applicable expenses, brokerage costs and taxes. For more information, see paragraph 3 of the Offer Terms and Conditions.

This Offer Document does not contain investment advice

The information contained in this Offer Document is not investment or financial product advice and does not take into account the investment objectives, financial situation and particular needs (including financial and tax issues) of any prospective Centuria investor. You should seek professional investment advice before accepting the Offer and agreeing to receive Centuria Stapled Securities as consideration for your Augusta Shares.

You should carefully consider the risks of investment

It is important that you read this Offer Document carefully and in full before deciding whether or not to accept the Offer (and, in doing so, invest in Centuria). There are risks associated with an investment in Centuria. The Centuria Stapled Securities offered under this Offer Document carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Centuria Stapled Securities. Some of the key risk factors that should be considered by prospective investors are set out in the section "About the Centuria Capital Group (Centuria)" commencing on page 19. You should consider those factors carefully in light of your investment objectives, financial situation and particular needs (including financial and taxation issues). There may be risk factors in addition to those factors that should be considered in light of your personal circumstances. If you have any queries in connection with this Offer Document or in relation to an investment in Centuria, you should seek advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether or not to accept the Offer (and in doing so, invest in the Centuria Stapled Securities).

Disclaimer

No person warrants or guarantees the future performance of Centuria, the repayment of capital by Centuria, or the payment of a return on the Centuria Stapled Securities.

No internet site forms part of this Offer Document

A reference in this Offer Document to any website is for information purposes only. Except for www.augustatakeover.co.nz, no information contained on any website forms part of this Offer Document.

Diagrams, charts, and graphs

Any diagrams, charts and graphs appearing in this Offer Document are illustrative only and may not be to scale.

Effect of rounding

Numbers (including dollar amounts and percentages) in this Offer Document may be subject to the effects of rounding. Accordingly, actual calculations may differ.

Currency

All references to \$, NZD, NZ\$ or dollars are references to New Zealand dollars unless otherwise stated. A reference to AU\$ or AUD is a reference to Australian dollars.

Amendments to the document that accompanied the Takeover Notice

On 15 June 2020, Centuria NZ gave notice of its intention to make the Offer ("**Takeover Notice**"). The Takeover Notice was accompanied by a draft version of this Offer Document. Centuria NZ has, pursuant to rule 44(1A) of the *Takeovers Code (NZ)*, made changes to information contained in the draft Offer Document. Those changes were to update dates, update the percentage of Augusta Shares in respect of which Augusta Shareholders have signed Lock-Up Agreements, fix typographical errors, update Centuria's market capitalisation information in the diagram on page 21 as at 12 June 2020 rather than as at 31 December 2019, clarify that Centuria's interim consolidated financial statements for the six months ended 31 December 2019 were reviewed by Centuria's auditor, KPMG, and delete a sentence that was repeated twice in the same section. On request, Centuria NZ will provide Augusta Shareholders with a copy of a 'compare' document showing those changes. Please contact the Centuria NZ Offer Information Line if you wish to request this document.

WARNING STATEMENTS

The Financial Markets Authority has granted Centuria an exemption from the *Financial Markets Conduct Act 2013 (NZ)*. That exemption is contained in the *Financial Markets Conduct (Centuria Capital Group) Exemption Notice 2020 (NZ)*. This exemption is subject to a number of conditions, including that this Offer Document must contain the following warning statements:

Warning statement

1. The Centuria Stapled Securities offered by Centuria are governed by Australian rather than New Zealand law. In the main, the *Corporations Act 2001 (Cth) (Australia)* and the regulations made under that Act, govern the Centuria Stapled Securities.
2. Stapled financial products are complex and are uncommon in New Zealand. The Centuria Stapled Securities comprise one fully paid ordinary share in Centuria Capital Limited and one fully paid unit in the Centuria Capital Fund. Each share is stapled to one unit. This means that those securities are linked together, so that they are treated as one security, to the extent permitted by law, and may only be dealt with together.
3. There are differences in how financial products are regulated under Australian law. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.
4. The taxation treatment of Australian financial products is not the same as for New Zealand financial products. Investors in Centuria Stapled Securities should satisfy themselves as to the tax implications of investing in an Australian company and an Australian managed investment scheme.
5. If you are uncertain about whether investment in the Centuria Stapled Securities offered as consideration under the takeover offer for Augusta is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Additional warning statement: currency exchange risk

6. The offer of Centuria Stapled Securities involves a currency exchange risk. Centuria Stapled Securities are traded through ASX in Australian dollars and if cash distributions are paid on the Centuria Stapled Securities they will be paid in Australian dollars. The New Zealand dollar value of Centuria Stapled Securities and the New Zealand dollar value of any cash distributions will go up or down according to changes in the exchange rate between Australian dollars and New Zealand dollars. These changes may be significant.
7. If you realise Australian dollar funds from the sale of Centuria Stapled Securities or receive cash distributions in respect of Centuria Stapled Securities, you may incur significant fees in having the Australian dollar funds credited to a bank account in New Zealand in New Zealand dollars.

Additional warning statement: trading on financial product market

8. If you wish to trade the Centuria Stapled Securities through ASX, you will have to make arrangements for a participant in that market to sell the Centuria Stapled Securities on your behalf. The way in which ASX operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial products markets that operate in New Zealand.

Additional warning statement: dispute resolution process

9. If you wish to make a complaint about the takeover offer for equity securities of Augusta, please contact the Takeovers Panel in the first instance (www.takeovers.govt.nz).
10. If you have a complaint about Centuria Capital Group, please contact Centuria Capital Group in the first instance (www.centuria.com.au). If you are not satisfied with the response you receive, you may contact the Australian Financial Complaints Authority. Its contact details are:

Australian Financial Complaints Authority
GPO Box 3 Melbourne VIC 3001

Telephone: 1800 931 678
Email: info@afca.org.au
Website: www.afca.org.au

11. Please note that a complaint must have gone through Centuria Capital Group's complaints handling process before it can be referred to the Australian Financial Complaints Authority.

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CENTURIA CAPITAL GROUP CHAIRMAN'S LETTER

Dear Augusta Shareholders,

Offer to acquire all your shares in Augusta Capital Limited

On behalf of the board of Centuria Capital Group ("**Centuria**", ASX code: CNI), we are pleased to offer to buy all of your shares in Augusta Capital Limited ("**Augusta**" or "**Augusta Shares**"). The Offer is made by our wholly owned subsidiary, Centuria New Zealand Holdings Limited ("**Centuria NZ**").

Centuria is an S&P/ASX 300 listed property funds manager and as at 29 June 2020 it owns a 23.3% shareholding in Augusta. These shares were acquired through Centuria NZ's participation in Augusta's recent equity raising. Centuria now seeks to own 100% of Augusta with the full support of Augusta's founding shareholders (Managing Director Mark Francis and fellow founder Bryce Barnett).

We believe the Offer represents a compelling proposition for Augusta Shareholders, offering a combination of cash and Centuria Stapled Securities at an attractive premium to the current Augusta Share price.

On completion you would gain access to a much larger, high quality and highly complementary Trans-Tasman real estate platform through holding securities in the merged entity. The merged entity would manage assets of AU\$8.9 billion and Centuria wishes to expand Augusta's operations in New Zealand in cooperation with the existing management team through the sharing of systems, resources and the deployment of additional capital.

Both of Centuria's Joint Chief Executives are New Zealanders currently living in Australia. They are firm supporters of the Augusta management team and the enhanced opportunities this merger brings. Equally, the Centuria board is confident that not only is a larger group better placed to weather the current COVID-19 situation but crucially it will be better placed to take advantage of new opportunities as the pandemic unwinds in Australasia.

The Offer Consideration

In return for your Augusta Shares, you will receive:

- NZ\$0.20 per Augusta Share in cash; and
- 0.392 Centuria Stapled Securities per Augusta Share.

Centuria Stapled Securities are quoted on ASX in AU\$. Based on the 5-day volume weighted average price ("**VWAP**") for Centuria Stapled Securities on 12 June 2020 of AU\$1.914 per security and an assumed exchange rate of AU\$1.000:NZ\$1.067, the implied offer price is NZ\$1.00 per Augusta Share ("**Implied Offer Price**").¹

¹ The number of Centuria Stapled Securities offered as consideration under the Offer is fixed (unless the Offer is varied by us) and does not change based on changes in the ASX price for Centuria Stapled Securities or in the AU\$:NZ\$ exchange rate. Accordingly, the NZ\$ value of the Offer consideration on the date it is provided to you may differ from the Implied Offer Price.

The ASX price for Centuria Stapled Securities and the AU\$:NZ\$ exchange rate are each highly likely to change (increase and/or decrease) between 12 June 2020 and the issue of Centuria Stapled Securities as consideration for the Offer.²

Information about risks associated with movements in the market price on ASX for Centuria Stapled Securities and movements in the AU\$:NZ\$ exchange rate is set out under the heading "Key risks relating to Centuria Stapled Securities" in the "About the Centuria Capital Group (Centuria)" section of this Offer Document.

The offer price will be reduced by any future dividends or other distributions declared by Augusta in respect of the period commencing on 15 June 2020.

The Offer is at an attractive premium to the current trading price of Augusta Shares

The Implied Offer Price represents an attractive premium to Augusta's trading price since the impacts of the COVID-19 pandemic on Augusta were first felt and to Augusta's net tangible assets per Augusta Share and takes into account the issuance of an additional 81.8 million Augusta Shares as a consequence of the recent Augusta capital raising.

The Implied Offer Price of **NZ\$1.00** per Augusta Share represents a:

- **46.0%** premium to the closing price of Augusta Shares of NZ\$0.69 on 12 June 2020 (the last trading day before we announced our intention to make the Offer);
- **41.7%** premium to the 10-day VWAP of Augusta Shares of NZ\$0.71 on 12 June 2020 (the last trading day before we announced our intention to make the Offer);
- **47.1%** premium to Augusta's post-raising theoretical-ex-rights price ("**TERP**")³ of NZ\$0.68 as announced on 5 May 2020; and
- **117.4%** premium to Augusta's pro forma 31 March 2020 net tangible assets of NZ\$0.46 per share.

Key reasons to accept the Offer

The key reasons why we believe you should accept the Offer include:

1. The Implied Offer Price represents an attractive premium to key metrics as at the announcement day (15 June 2020).
2. The Offer is supported by Augusta's founding shareholders (Managing Director Mark Francis and fellow founder Bryce Barnett) and other Augusta Shareholders who, together with Centuria's 23.3% shareholding, represent 42.8% of Augusta's total shares on issue.
3. The enlarged group would represent one of Australasia's leading funds management platforms with assets under management increasing to NZ\$9.5 billion post completion of the Offer.⁴
4. Centuria Stapled Securities are liquid with a market capitalisation of approximately AU\$925 million as at 12 June 2020⁵ and Centuria is included in the S&P/ASX 300 index.
5. A competing offer is unlikely given Centuria's 23.3% shareholding and the support from the founding shareholders and other Augusta Shareholders who, in aggregate, hold a further 19.5% shareholding.
6. There is a risk that the Augusta share price might fall if the Offer does not result in Centuria obtaining sufficient acceptances to compulsorily acquire Augusta.

² You can check the ASX price for Centuria Stapled Securities, in AU\$, at the ASX website (www.asx.com.au) under the ASX code "CNI".

³ Theoretical ex-rights price (TERP) at which Augusta Shares would trade immediately after the ex-rights date for Augusta's recent entitlement offer. TERP is calculated with reference to Augusta's closing share price of NZ\$0.80 on 1 May 2020 and includes all new Augusta Shares issued under the capital raising. TERP is a theoretical calculation only and the actual trading price of Augusta Shares will depend on many factors and may not be equal to TERP.

⁴ Currency exchange ratio of AU\$1.000:NZ\$1.067.

⁵ Based on a Centuria 5-day VWAP of AU\$1.914.

Conditions

The Offer is subject to a number of conditions, including that we obtain sufficient acceptances of the Offer so that we hold or control at least 90% of the voting rights in Augusta.⁶ The Offer is not conditional on Overseas Investment Office consent as Centuria has already obtained that consent.

Augusta shareholders outside of New Zealand and Australia

If you have a registered address on Augusta's share register outside of New Zealand or Australia, then you are a "Foreign Exempt Augusta Shareholder" for the purposes of the Offer.

As a Foreign Exempt Augusta Shareholder, any Centuria Stapled Securities that you are entitled to in return for your Augusta Shares will not be issued to you. Rather, they will be issued to UBS AG, Australia Branch (or its wholly owned subsidiary), which will sell those Centuria Stapled Securities through ASX and pay the proceeds of sale to you net of any applicable expenses, brokerage costs and taxes. For more information, see paragraph 3 of the Offer Terms and Conditions.

Conclusion

I encourage you to read this Offer Document carefully and in full before deciding whether to accept the Offer.

Please note that, in order to be valid, your acceptance of the Offer must be received by 11.59pm (New Zealand time) on 10 August 2020, unless the Offer is extended.

If you have any questions in relation to the Offer, please call the Offer Information Line or seek your own professional advice. The Offer Information Line is available on 0800 771 117 (within New Zealand) or +64 9 488 8784 (outside New Zealand) between 8.30am and 5.00pm (NZ time) Monday to Friday (business days only) during the period of the Offer.

I look forward to your acceptance of the Offer and to welcoming you as a securityholder of Centuria.

Yours sincerely



Garry Charny
Chairman
Centuria Capital Group

⁶ We may waive this condition, subject to the *Takeovers Code (NZ)*.

WHY YOU SHOULD ACCEPT THE OFFER

This section sets out Centuria's view on the merits of the Offer. It is not a summary of the Independent Adviser's Report on the merits of the Offer.

1. The Implied Offer Price represents an attractive premium to key metrics on the announcement date (15 June 2020)

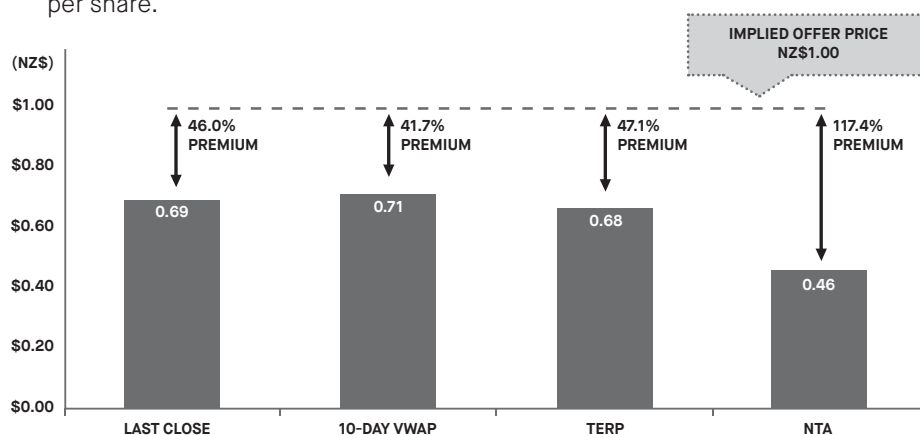
Under the Offer, Augusta Shareholders will receive:

- NZ\$0.20 in cash per Augusta Share; plus
- 0.392 Centuria Stapled Securities per Augusta Share.

Based on the 5 day VWAP for Centuria Stapled Securities on 12 June 2020 of AU\$1.914 per security and an assumed exchange rate of AU\$1.000:NZ\$1.067, the Implied Offer Price is NZ\$1.00 per Augusta Share.⁷

The Implied Offer Price represents a:

- **46.0%** premium to the closing price of Augusta Shares of NZ\$0.69 on 12 June 2020 (the last trading day before we announced our intention to make the Offer);
- **41.7%** premium to the 10-day VWAP of Augusta Shares of NZ\$0.71 on 12 June 2020 (the last trading day before we announced our intention to make the Offer);
- **47.1%** premium to Augusta's post-raising theoretical-ex-rights price (TERP)⁸ of NZ\$0.68 as announced on 5 May 2020; and
- **117.4%** premium to Augusta's pro forma 31 March 2020 net tangible assets of NZ\$0.46 per share.



2. The Offer is supported by Augusta's founding shareholders (Managing Director Mark Francis and fellow founder Bryce Barnett) and other Augusta Shareholders who, together with Centuria's 23.3% shareholding, represent 42.8% of Augusta's total shares on issue

As at the date of this Offer Document, Centuria NZ owns Augusta Shares representing 23.3% of all Augusta Shares, making Centuria NZ the largest Augusta Shareholder.

Augusta Shareholders, including Augusta's founding shareholders, Mark Francis (associated interests holding 11.9% of the Augusta Shares) and Bryce Barnett (associated interests holding 3.0% of the Augusta Shares), who hold in aggregate, 19.5% of the Augusta Shares, have entered into lock-up agreements under which they have agreed to accept the Offer.

⁷ Information about risks associated with movements in the market price on ASX for Centuria Stapled Securities and movements in the AU\$:NZ\$ exchange rate is set out under the heading "Key risks relating to Centuria Stapled Securities" in the "About the Centuria Capital Group (Centuria)" section of this Offer Document.

⁸ Theoretical ex-rights price (TERP) at which Augusta Shares would trade immediately after the ex-rights date for Augusta's recent entitlement offer. TERP is calculated with reference to Augusta's closing share price of NZ\$0.80 on 1 May 2020 and includes all new Augusta Shares issued under the capital raising. TERP is a theoretical calculation only and the actual trading price of Augusta Shares will depend on many factors and may not be equal to TERP.

3. The enlarged group would represent one of Australasia's leading funds management platforms with assets under management increasing to NZ\$9.5 billion post completion of the Offer⁹

If the Offer is successfully completed, Augusta Shareholders will receive Centuria Stapled Securities as part-consideration. Centuria is a leading ASX-listed fund manager and is included in the S&P/ASX 300 Index (making it attractive for institutional investors and providing greater liquidity than Augusta Shares). Post transaction, Centuria's Assets Under Management ("AUM") will be NZ\$9.5 billion (AU\$8.9 billion).

Centuria believes in the Augusta management team and will ensure continuity of leadership of the business with founders Mark Francis and Bryce Barnett continuing to lead the Augusta funds management platform and joining, as key members, the Centuria Capital Group executive team.

4. Centuria Stapled Securities are liquid securities, Centuria is included in the S&P/ASX 300 index and the merged group would have a market capitalisation of approximately AU\$1,022 million

Augusta Shareholders who receive Centuria Stapled Securities will benefit from the increased scale, relevance and liquidity that comes from the combination of Centuria and Augusta, and Centuria being in the S&P/ASX 300 Index.

In addition, the Offer enhances the potential for inclusion of the Centuria Capital Group in the S&P/ASX 200 Index.

5. A competing offer is unlikely given Centuria's 23.3% shareholding and the support from the founding shareholders and other Augusta Shareholders who hold a further 19.5% shareholding

The Offer is the only proposal that has been publicly announced as at the date of this Offer Document that provides all Augusta Shareholders with an opportunity to sell all of their Augusta Shares. As far as Centuria NZ is aware, no competing offer has emerged since Centuria NZ announced the Offer on 15 June 2020.

As at the date of this Offer Document, Centuria NZ is not aware of any other party intending to make a competing proposal that includes an offer for Augusta Shares. Centuria NZ believes it is highly unlikely that a competing proposal will emerge given that Centuria NZ holds 23.3% of all Augusta Shares and Augusta Shareholders holding a further 19.5% of the Augusta Shares have agreed to accept the Offer.

6. There is a risk that the Augusta share price might fall if the Offer does not result in Centuria NZ obtaining sufficient acceptances to compulsorily acquire Augusta

The Implied Offer Price of NZ\$1.00 per Augusta Share represents a 46.0% premium to the last close sale price on the NZX for Augusta Shares, before Centuria NZ announced its intention to make this Offer, of NZ\$0.69.

If the Offer does not result in Centuria NZ acquiring 90% or more of the voting rights in Augusta (following which Centuria NZ would compulsorily acquire the remaining Augusta Shares), the price at which Augusta Shares are traded on the NZX may trade at a material discount to the consideration offered under the Offer.

If you do not accept the Offer and Centuria NZ acquires more than 50% of the Augusta Shares but less than 90% of the Augusta Shares,¹⁰ you will remain a minority Augusta Shareholder – with Centuria NZ as the new majority shareholder in Augusta.

⁹ Currency exchange ratio of AU\$1.000:NZ\$1.067.

¹⁰ If Centuria NZ receives acceptances to the Offer that, when aggregated with Centuria NZ's existing holding of Augusta Shares, confer 90% or more of Augusta's voting rights, Centuria NZ intends to compulsorily acquire the remaining Augusta Shares.

Being a minority Augusta Shareholder in those circumstances has the following implications:

- The market for Augusta Shares may become less liquid – which may adversely affect your ability to sell your Augusta Shares for a price that is acceptable to you;
- Centuria NZ will gain sufficient voting power to direct the composition of the board of directors of Augusta;¹¹ and
- Centuria will request the Augusta board review its capital structure and distribution policies.

More details on Centuria NZ's intentions for Augusta after the Offer are set out in paragraph 11 of Schedule One of this Offer Document.

7. No brokerage payable in connection with acceptance of the Offer

Unless you are a Foreign Exempt Augusta Shareholder, you will not incur any brokerage fees in connection with your acceptance of the Offer.¹² You may incur brokerage if you choose to sell your Augusta Shares on market or if you instruct your Broker to accept the Offer on your behalf.

Once Centuria NZ declares the Offer unconditional, unless you are a Foreign Exempt Augusta Shareholder, you will receive cash and Centuria Stapled Securities as consideration within the earlier of:

- if you accept the Offer before the unconditional date, 5 working days after the unconditional date; and
- if you accept the Offer after the unconditional date (assuming the Offer is declared unconditional before the closing date for the Offer), 5 working days after Centuria receives your acceptance.

If you are a Foreign Exempt Augusta Shareholder, you will receive your cash consideration within the timeframe set out above. In addition, your Centuria Stapled Securities will be issued to the Nominee within that time period. The Nominee will then sell those Centuria Stapled Securities and the net proceeds, after deduction of applicable expenses, brokerage costs and taxes deducted from the proceeds, will be paid to you in AU\$ in accordance with the process described in paragraph 3 of the Offer Terms and Conditions.

¹¹ While Augusta remains listed by NZX, Augusta would be subject to the governance protections contained in the NZX Listing Rules, including a requirement for independent directors and restrictions on related party transactions.

¹² Information for Foreign Exempt Augusta Shareholders is set out in paragraph 3 of the Offer Terms and Conditions.

OVERVIEW OF THE OFFER

Centuria New Zealand Holdings Limited ("**Centuria NZ**") is offering to acquire all of the fully paid ordinary shares ("**Augusta Shares**") in Augusta Capital Limited ("**Augusta**") that it does not already own.

The key terms of the offer for the Augusta Shares made in this Offer Document ("**Offer**") are:

OFFER CONSIDERATION FOR YOUR AUGUSTA SHARES	For each Augusta Share: • NZ\$0.20 in cash; plus • 0.392 Centuria Stapled Securities. A Centuria Stapled Security comprises a fully paid ordinary share in Centuria Capital Limited (ACN 095 454 336) that is stapled to a fully paid unit in the Centuria Capital Fund (ARSN 613 856 358). Fractional entitlements to a Centuria Stapled Security will be rounded down.
FULL OFFER	The Offer is for all of the Augusta Shares that Centuria NZ does not already own. At the date of this Offer Document, Centuria NZ owns 23.3% of the Augusta Shares.
HOW TO ACCEPT	If you wish to ACCEPT the Offer in respect of your Augusta Shares, please refer to the section "HOW TO ACCEPT THE OFFER" on pages 17 and 18 of this Offer Document and the Acceptance Form enclosed with this Offer Document.
FOREIGN EXEMPT AUGUSTA SHAREHOLDERS	If you have a registered address on Augusta's share register outside of New Zealand or Australia, you are a Foreign Exempt Augusta Shareholder. As a Foreign Exempt Augusta Shareholder, any Centuria Stapled Securities that you are entitled to in return for your Augusta Shares will not be issued to you. Rather, they will be issued to UBS AG, Australia Branch (or its wholly owned subsidiary), which will sell those Centuria Stapled Securities through ASX and pay the proceeds of sale to Centuria NZ's share registrar for the Offer, Computershare Investor Services Limited, net of any applicable expenses, brokerage costs and taxes. In turn, Computershare Investor Services Limited will, as soon as practicable and no later than eight working days after the Centuria Stapled Securities are issued to the Nominee (or its wholly owned subsidiary), pay you a pro rata share of the proceeds from the sale of the Centuria Stapled Securities, net of any applicable expenses, brokerage costs and taxes. A description of how the net proceeds are calculated is set out in paragraph 3.3 of the Offer Terms and Conditions.

CONDITIONS	The Offer is conditional on: - Centuria NZ receiving acceptances by no later than 11.59pm on the Closing Date in respect of Augusta Shares that will, on the Offer being declared unconditional and the Augusta Shares being transferred to Centuria NZ, result in Centuria NZ holding or controlling: (i) not less than 90% of the voting rights of Augusta; or (ii) if Centuria NZ waives the condition in paragraph (i) (which it may do in its discretion), more than 50% of the voting rights in Augusta; and - certain other matters set out in paragraph 7.2 of the Offer Terms and Conditions, including that there are no changes to Augusta's capital structure, no dividends authorised or paid by Augusta and no material adverse changes affecting Augusta occur before the Condition Date as defined in paragraph 6.7 of the Offer Terms and Conditions (being the latest date on which Centuria NZ can declare the Offer unconditional).
A SIGNIFICANT PORTION OF AUGUSTA SHAREHOLDERS HAVE AGREED TO ACCEPT THE OFFER	Persons holding or controlling more than 19.5% of the voting rights in Augusta have already agreed to accept the Offer in respect of all the Augusta Shares they hold or control under the Lock-Up Agreements which are more fully described in paragraph 6 of Schedule One of this Offer Document.
OFFER PERIOD	The Offer is open for acceptance from 29 June 2020 and remains open for acceptance until 11.59pm on 10 August 2020, unless extended in accordance with the <i>Takeovers Code (NZ)</i>.
PAYMENT DATE	If you accept the Offer you will be paid, in cash and Centuria Stapled Securities no later than five working days after the later of: - the date on which the Offer becomes unconditional; and - the date on which Centuria NZ receives your acceptance of the Offer. If you are a Foreign Exempt Augusta Shareholder, you will be paid in accordance with the process described in paragraph 3 of the Offer Terms and Conditions.
BROKERAGE COSTS	Unless you are a Foreign Exempt Augusta Shareholder, you will not pay any brokerage costs if you accept the Offer. If you are a Foreign Exempt Augusta Shareholder, those Centuria Stapled Securities will be sold, and applicable expenses, brokerage costs and taxes deducted from the proceeds, in accordance with the process described in paragraph 3 of the Offer Terms and Conditions.

IMPORTANT CONTACTS

If you have any questions about the Offer or you require further copies of this Offer Document and its enclosures (including the Acceptance Form and the reply paid envelope), you should contact the Augusta Share registrar for the Offer, Computershare Investor Services Limited:

Telephone: 0800 771 117 (within New Zealand) or
+64 9 488 8784 (outside New Zealand)

Email: centuria.offer@computershare.co.nz

(please put 'Augusta Offer' in the subject line for easy identification)

Alternatively, you should contact your financial or legal adviser if you have any queries about the Offer or this Offer Document.

THIS IS ONLY A SUMMARY OF THE OFFER. DETAILED TERMS AND CONDITIONS OF THE OFFER ARE SET OUT IN THE OFFER TERMS AND CONDITIONS, BEGINNING ON PAGE 38. YOU SHOULD READ THE OFFER TERMS AND CONDITIONS CAREFULLY AND IN FULL AND SEEK PROFESSIONAL ADVICE AS NEEDED.

HOW TO ACCEPT THE OFFER

CLOSING DATE	The Offer closes at 11.59pm on 10 August 2020 (unless extended in accordance with the <i>Takeovers Code (NZ)</i>) ("Closing Date"). If you wish to ACCEPT the Offer, you must ensure that the Acceptance Form is sent so that it is received by Centuria NZ before 11.59pm on the Closing Date.
HOW TO ACCEPT	To ACCEPT the Offer, you should either: • accept the Offer online at www.augustatakeover.co.nz; or • complete and sign the Acceptance Form enclosed with this Offer Document in accordance with the instructions set out on that form and return it in one of the ways described below so that it is received prior to 11.59pm on the Closing Date. This Offer Document is accompanied by an Acceptance Form for you to use to ACCEPT the Offer in respect of your Augusta Shares.
ADDRESS FOR ACCEPTANCE	You should mail or deliver (by email or post (in the enclosed reply-paid envelope)) your completed and signed Acceptance Form to Centuria NZ at one of the following addresses: By email centuria.offer@computershare.co.nz <i>(Please type "Augusta Capital Acceptance" in the subject line for easy identification)</i> By post Centuria New Zealand Holdings Limited c/- Computershare Investor Services Limited Private Bag 92119 Auckland 1142 New Zealand <i>(if mailing from overseas please affix the required postage stamp)</i>
IF YOU HAVE SOLD ALL YOUR AUGUSTA SHARES	If you have sold all of your Augusta Shares, please send this Offer Document and all enclosures (including the Acceptance Form) immediately to the purchaser or agent (e.g. broker) through whom you made the sale (so that those documents can be passed on to the purchaser).

**IF YOU HAVE
SOLD SOME OF
YOUR AUGUSTA
SHARES**

If you have sold some of your Augusta Shares and wish to **ACCEPT** the Offer in respect of the Augusta Shares you have retained, please alter the total holding printed on the Acceptance Form to the number of Augusta Shares which you have retained, initial the change and return the amended Acceptance Form in any way described above.

On receipt of your amended Acceptance Form, Centuria NZ will re-calculate the consideration to which you are entitled to reflect the number of Augusta Shares for which you have accepted the Offer.

Please also advise the purchaser(s) of your Augusta Shares, or request the broker through whom you made the sale to advise the purchaser(s) of your Augusta Shares, of the Offer and that copies of this Offer Document are available from Computershare Investor Services Limited.

**IF YOU HAVE
LOST YOUR
ACCEPTANCE
FORM**

If you have lost your Acceptance Form, please contact the Augusta Share registrar for the Offer, Computershare Investor Services Limited, on **0800 771 117** (within New Zealand) or **+64 9 488 8784** (outside New Zealand) or email centuria.offer@computershare.co.nz.

ABOUT THE CENTURIA CAPITAL GROUP (CENTURIA)

Contents of this section

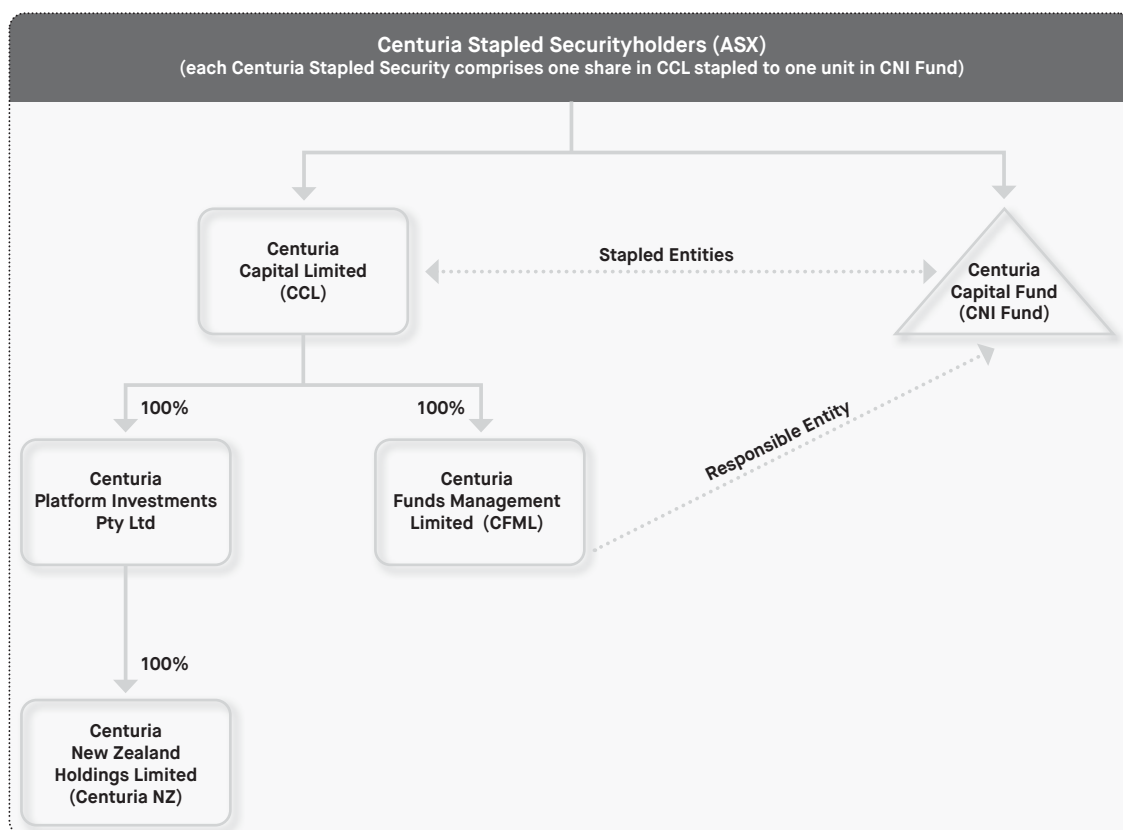
This "About the Centuria Capital Group (Centuria)" section sets out information about the Centuria Capital Group and the combined business if Centuria Capital Group was to acquire full ownership of Augusta under the Offer (the **"Combined Group"**), as well as information on things you should take into account when considering the Offer and key risks relating to Centuria Stapled Securities.

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Legal structure of the Centuria Capital Group

The Centuria Capital Group, also referred to as Centuria in this Offer Document, consists of Centuria Capital Limited (ACN 095 454 336) ("**CCL**"), a company incorporated in Australia, and Centuria Capital Fund (ARSN 613 856 358) ("**CNI Fund**"), a registered managed investment scheme established under the law of Australia. The responsible entity of the CNI Fund is Centuria Funds Management Limited (ACN 607 153 588) ("**CFML**").

Centuria New Zealand Holdings Limited ("**Centuria NZ**") is a wholly owned subsidiary of CCL which was incorporated by Centuria for the purposes of investing in Augusta.



CCL and CFML are the issuers of the Centuria Stapled Securities. Each Centuria Stapled Security comprises a fully paid ordinary share in CCL and a fully paid unit in the CNI Fund. Each share and unit are "stapled" together and can only be bought and sold together as a stapled security. The Centuria Stapled Securities are quoted on ASX under the ASX code "CNI".

The stapling of shares and units is quite common for ASX listed property fund managers. It provides an efficient structure for passive indirect investments in land held by the listed managed investment scheme (which is treated for Australian taxation purposes as a "flow through" entity) and for the listed company being an active operator of a business.

Further information regarding Centuria Stapled Securities, including a comparison of the rights, protections and obligations that result from holding Centuria Stapled Securities and those that result from holding Augusta Shares, is set out in Schedule Four of this Offer Document.

You can find Centuria's most recently published financial statements, information disclosed by Centuria under its ASX continuous disclosure obligations and information about the current, and historical, market price for Centuria Stapled Securities on the ASX website (www.asx.com.au) under the ASX code "CNI".

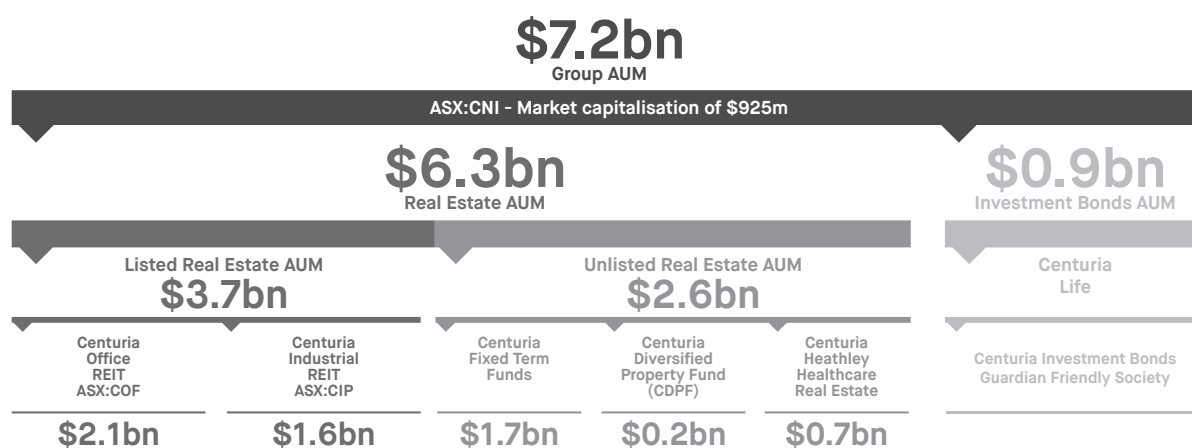
Profile of Centuria Capital Group

Overview

Centuria is an ASX-listed Australian based specialist investment manager with a 35-year track record of delivering a range of financial and investment products and services to investors. As at 31 December 2019, Centuria had AU\$7.2 billion¹³ in assets under management across two key areas of focus:

- Centuria Property Funds – offering investments in, and managing, both listed and unlisted property funds (with Centuria holding significant co-investments in the listed property funds); and
- Centuria Investment Bonds – offering investment bonds that deliver significant innovative solutions to help clients meet their investment goals.

Centuria AUM (AU\$)¹⁴

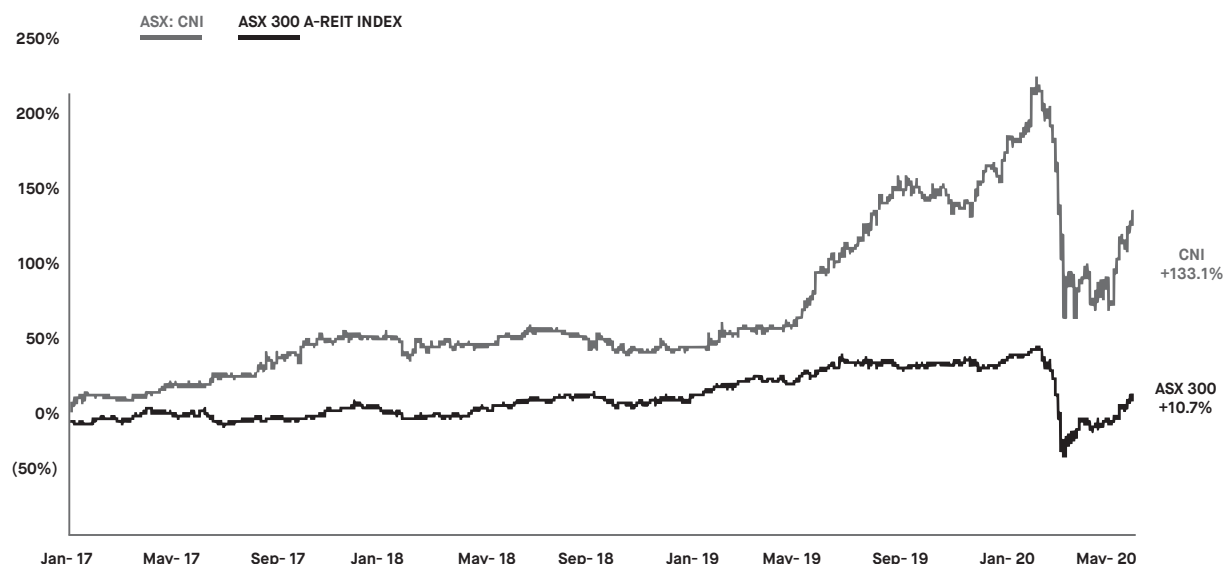


¹³ Centuria AUM of AU\$7.3bn as at 31 December 2019, adjusted for the sale of 2-10 Wentworth Street, Parramatta (announced 14 February 2020).

¹⁴ Based on a Centuria 5-day VWAP of AU\$1.914 on 12 June 2020. All figures above are in Australian dollars. Numbers presented may not add up precisely to the totals provided due to rounding.

Centuria has a strong track record in delivering securityholder returns

The total securityholder return ("**TSR**") chart below illustrates the profit generated by a combination of the change in the security price over the measurement period, plus any distributions paid. It assumes the reinvestment of distributions, excluding the non cash distribution paid on 29 June 2019. TSR calculated from 9 January 2017 to 11 June 2020.



Centuria's Strategy

Centuria's strategy is to continue to build a leading ASX listed real estate funds management platform underpinned by the provision of end to end asset management services including acquisition, funds management, leasing, property and facilities management, focused on direct tenant relationships.

Centuria aims to achieve its strategic objective through:

- **A strong balance sheet:** which supports its expansion in managed funds and acquired divisions
- **Organic growth:** a strong distribution network, which allows Centuria to recycle capital and achieve organic growth in AUM
- **Consistency:** Centuria's ability to deliver strong recurring revenues, further underpinned by distributions from its managed investments
- **Performance:** Centuria's ability to unlock underlying performance fees embedded in Centuria's unlisted funds
- **New platforms:** Leveraging Centuria's expertise and end to end management model into new platform acquisitions – deploying skills, systems and capital into integration before then optimising returns from growth initiatives
- **Growth opportunities:** Ability to establish further wholesale real estate mandates and seeking to grow AUM in the Centuria investment bond business.

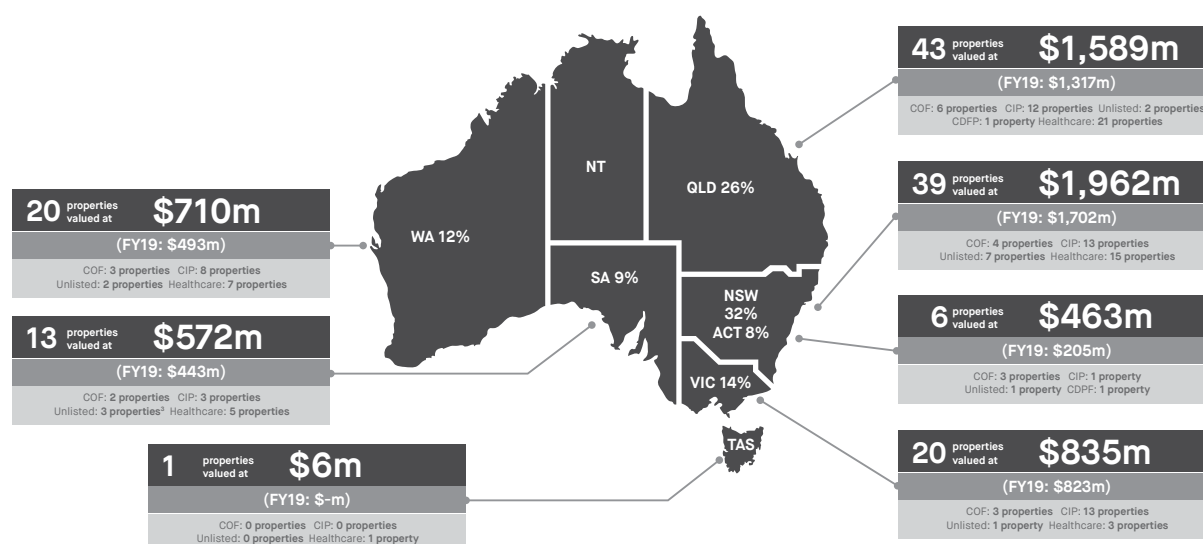
Centuria Property Funds

Centuria Property Funds was formed in 1999 to arrange the syndicated purchase of investment grade property on behalf of a limited number of private investor clients. These investors wished to participate in the ownership of high-value commercial property, not normally accessible to individuals.

Centuria Property Funds is now one of Australia's largest property funds management platforms, managing multiple properties across unlisted property trusts, one open-ended diversified property fund and two ASX listed real estate investment trusts ("**REITs**") being Centuria Office REIT and Centuria Industrial REIT.

In 2019, Centuria also acquired 63% of Heathley Limited to form Centuria Heathley, a leading property funds management platform in the healthcare sector.

Centuria real estate AUM (AU\$)¹⁵



Centuria Office REIT (ASX:COF)

Listed in December 2014, Centuria Office REIT ("**COF**") is Australia's largest ASX listed pure play office REIT and owns a portfolio of high-quality office assets. The properties are located in key office markets throughout Australia, including Sydney, Melbourne, Brisbane, Canberra, Perth and Adelaide. COF aims to generate sustainable and quality income streams, by executing initiatives to create value across its portfolio.

Centuria's investment in COF is currently valued at AU\$198 million¹⁶ (19.9% interest).

Centuria Industrial REIT (ASX:CIP)

Centuria Industrial REIT ("**CIP**") is Australia's largest ASX listed domestic pure play industrial REIT. Centuria assumed management of CIP in January 2017.

¹⁵ As at 31 December 2019, and excludes Augusta AUM.

¹⁶ Based on COF's closing price of \$1.94 on 12 June 2020. Includes ownership by associates of Centuria.

The fund owns a portfolio of quality industrial and logistics assets in key metropolitan regions throughout Australia delivering stable and predictable rental income with opportunities for value uplift through diligent asset management and repositioning strategies.

Centuria's investment in CIP is currently valued at AU\$210 million¹⁷ (17.4% interest).

Centuria Unlisted Funds

Centuria manages 16 unlisted fixed term ("closed ended") funds independently valued at AU\$1.8 billion in AUM.¹⁸ Typically, these are single asset funds that run for a fixed-term of 5-7 years. The majority of assets held are high value commercial property across Australia.

Centuria Diversified Property Fund (CDPF)

The Centuria Diversified Property Fund (CDPF) is an open-ended (no fixed term) unlisted property fund that aims to provide monthly tax effective income and long-term capital growth by investing in a diversified portfolio of property assets located within Australia.

Centuria Heathley Healthcare Real Estate

Centuria Heathley currently manages over AU\$700 million of assets across a range of healthcare segments including medical centres, day hospitals and tertiary aged care.¹⁹

Centuria Heathley has strategic relationships with numerous specialist healthcare operators with a strong pipeline of identified opportunities.

Centuria Investment Bonds

Centuria's investment bonds business is operated by Centuria Life. It provides tax-effective investments to help people grow, protect and transfer their wealth. Centuria Life manages AUM of AU\$885 million.²⁰

Centuria Life AUM	AU\$m
Prepaid funeral plans (Guardian)	550.0
Capital Guaranteed (Centuria Life)	182.4
Unitised Bonds (Centuria Life)	147.7
Centuria LifeGoals (Centuria Life)	4.4
Total	884.5

¹⁷ Based on CIP's closing price of \$3.04 on 12 June 2020. Includes ownership by associates of Centuria.

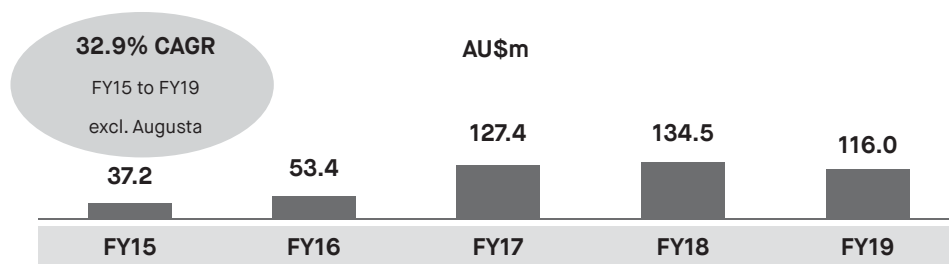
¹⁸ As at 31 December 2019.

¹⁹ As at 31 December 2019.

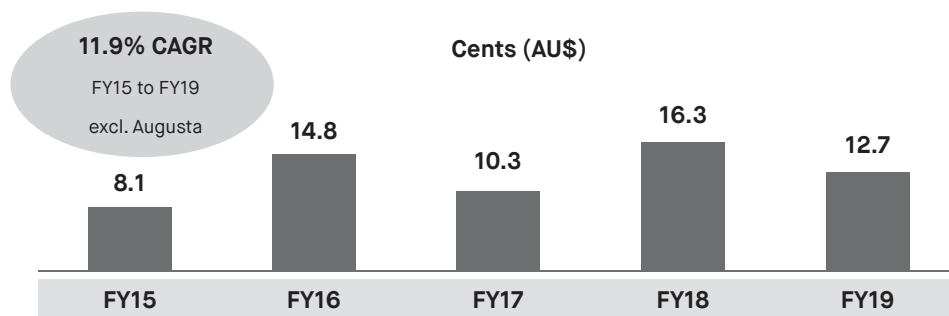
²⁰ As at 31 December 2019.

Historical Financial Performance of Centuria

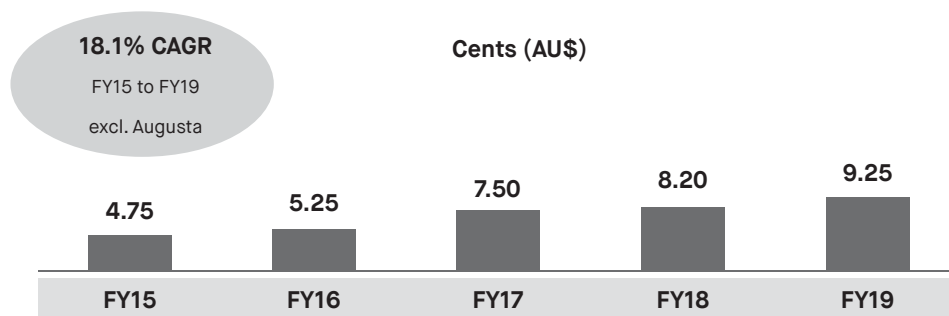
Centuria historical revenue growth



Centuria historical operating earnings per security growth²¹



Centuria historical distributions per security growth



²¹ Operating earnings per security is calculated based on the operating net profit after tax of the Centuria Capital Group divided by the weighted average number of Centuria Stapled Securities.

Profile of the Combined Group

Overview

The combination of Augusta and Centuria, by way of the Offer, capitalises on two leading funds management platforms in comparable real estate markets to form one of the region's largest real estate funds managers. If the Offer results in Centuria acquiring full ownership of Augusta:

- The Combined Group's AUM expands to AU\$8.9 billion (+24%), with enhanced asset diversification.²²
- Augusta's complementary platform is highly aligned to Centuria's sectors of expertise in office and industrial.
- The merger is consistent with Centuria's strategy of growth via new platform acquisitions and retains focus on Centuria's primary sectors of office, industrial and healthcare, whilst providing select exposure to New Zealand's growing large format retail and tourism sectors.

Benefits for new and existing holders of Centuria Stapled Securities

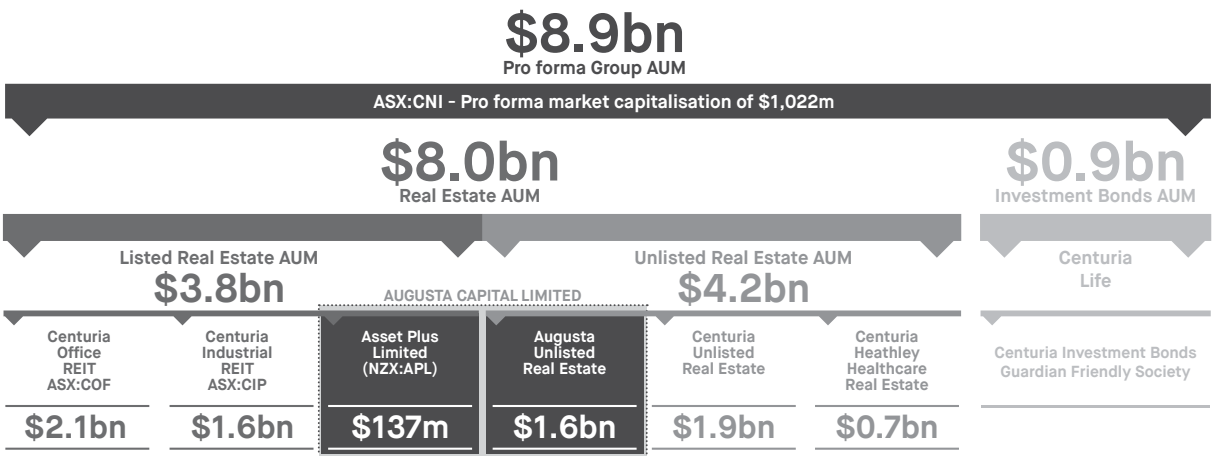
Completion of the Offer to form the Combined Group has several benefits for new and existing holders of Centuria Stapled Securities:

- **Increases scale and relevance.** Centuria's assets under management to increase by a further 24% to AU\$8.9 billion. The issuance of the Scrip Consideration will increase Centuria's market capitalisation to over AU\$1,022 million²³ which enhances the potential for S&P/ASX 200 Index inclusion.
- **Combines two complementary real estate platforms.** Augusta is one of New Zealand's largest listed funds managers with expertise in New Zealand office and industrial sectors and an excellent long-term track record. The Combined Group will have greater asset sector diversification and opens new distribution channels across Australia and New Zealand.
- **Financially compelling.** The formation of the Combined Group will expand recurring real estate revenues and listed and unlisted funds. In addition, there are potential revenue and cost synergies available by deploying Centuria's balance sheet and the rationalisation of systems.
- **Diversification into New Zealand real estate.** New Zealand is a well recognised and comparable real estate market to Australia. The formation of the Combined Group immediately establishes a market leading regional platform, taking advantage of Trans-Tasman investor appetite for similar funds. It provides significant exposure to robust Auckland office and industrial markets.

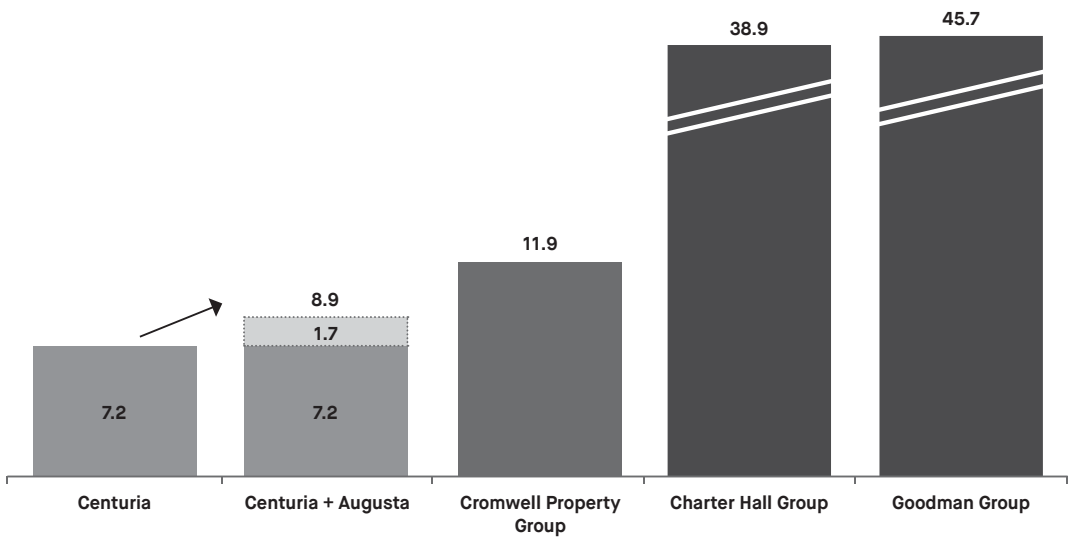
²² Based on Centuria AUM of AU\$7.2 billion as at 31 December 2019 and Augusta AUM of AU\$1.7 billion as at 31 March 2020.

²³ Based on a Centuria Stapled Security price of AU\$1.914. Post transaction market capitalisation is the Centuria Stapled Security price multiplied by the number of the currently outstanding Centuria Stapled Securities on issue (483.0 million securities) plus the new Centuria Stapled Securities issued to acquire full ownership of Augusta (51.0 million securities).

Combined Group AUM (AU\$)²⁴



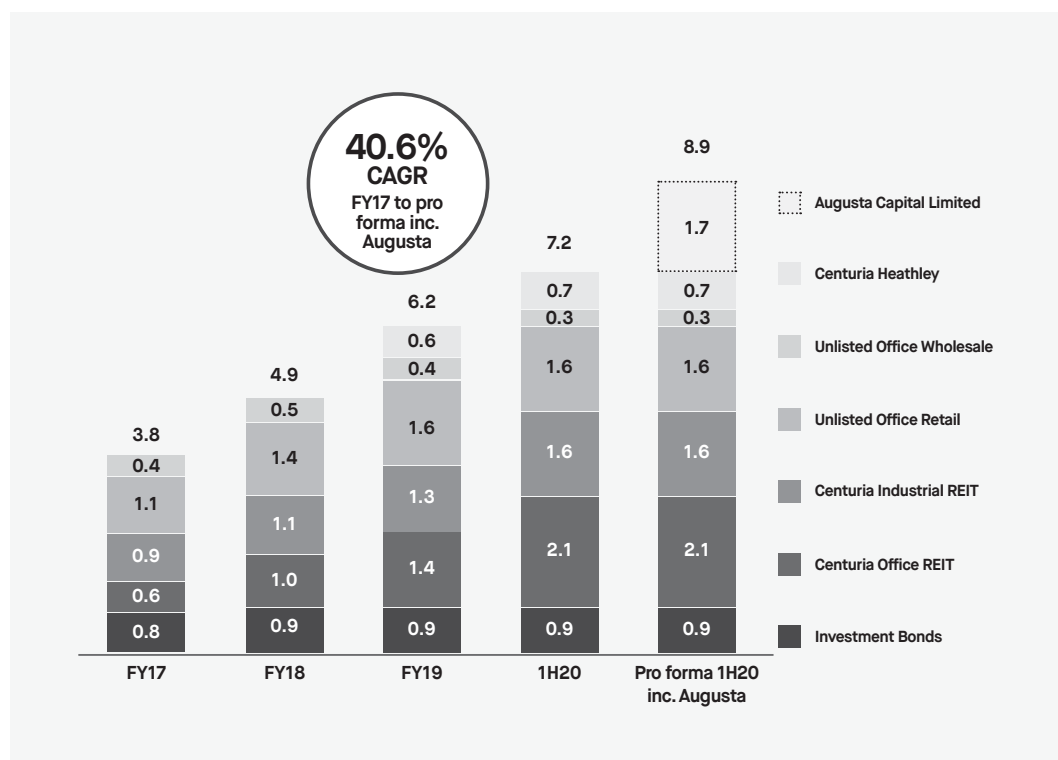
AUM Relative to Peers (AU\$bn)



Past performance is no guarantee or reliable indication of future events

²⁴ Centuria information as at 31 December 2019. AU\$8.9 billion pro forma AUM is calculated assuming Centuria's offer is successful and Centuria acquires 100% of Augusta, and assumes an exchange rate of AU\$1.000:NZ\$1.067. See footnote 23 regarding pro forma market capitalisation.

AUM Growth Post-Transaction (AU\$bn)

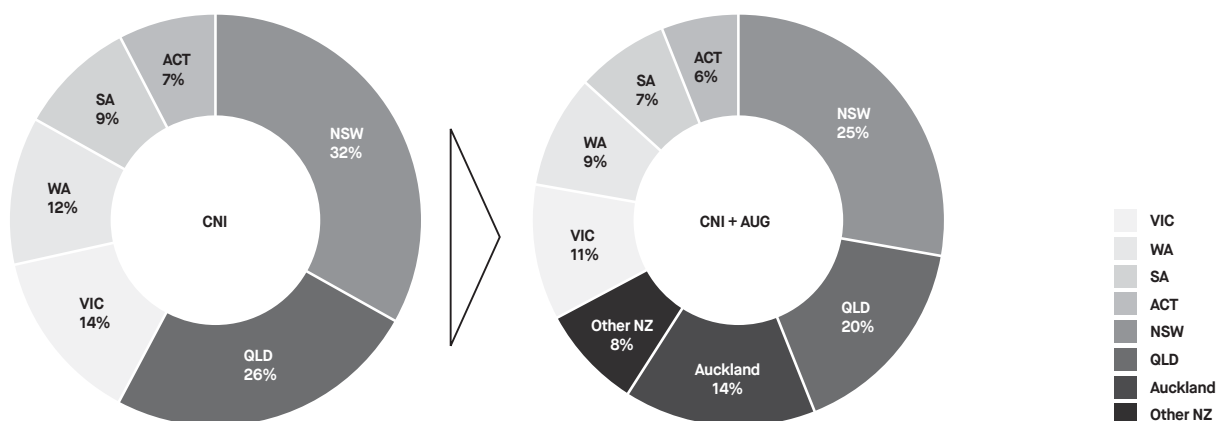


Past performance is no guarantee or reliable indication of future events

Geographic diversification by real estate AUM (Pre And Post Offer)²⁵

Centuria's acquisition of Augusta will enhance Centuria's presence as a leading funds manager across Australia and New Zealand. Centuria will become one of New Zealand's largest funds managers in a globally recognised, comparable real estate market to Australia.

On successful completion of the Offer, Australian real estate exposure will represent approximately 78% of Centuria's established platform.

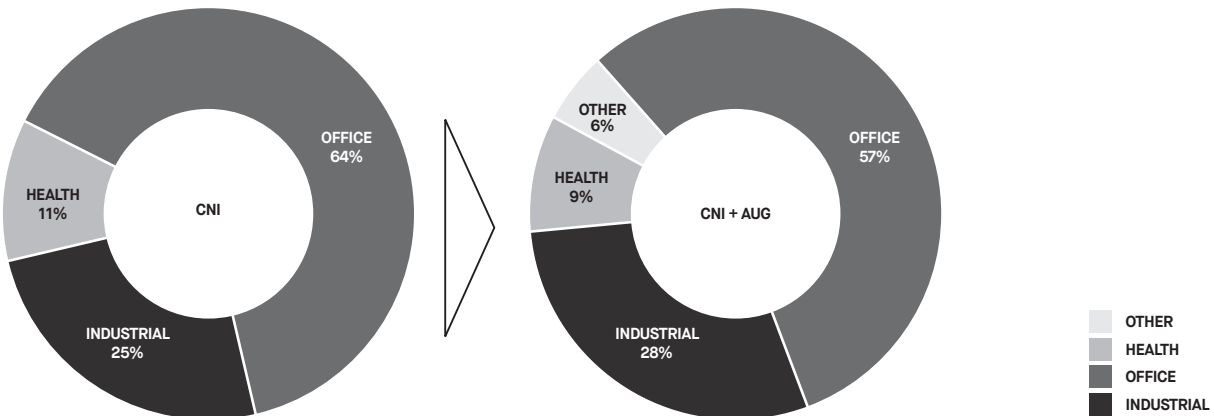


²⁵ Excludes AUM from investment bonds.

Sector diversification by real estate AUM (Pre And Post Offer)²⁶

Augusta’s complementary platform is highly aligned to Centuria’s sectors of expertise, with office, industrial and healthcare continuing to be its primary sectors.

Select exposure to New Zealand’s emerging tourism and large format retail sectors, enhances sector diversification across the merged group.



²⁶ Excludes AUM from investment bonds.



Centuria governance arrangements

A description of the governance arrangements of the stapled group, Centuria, is included in Schedule Five to this Offer Document.

Centuria Board of Directors

The directors of CCL and CFML (which is the responsible entity of the CNI Fund) are:



Garry Charny
Independent
Non-Executive
Chairman

Garry was appointed to the Centuria Board on 23 February 2016 and appointed Chairman on 30 March 2016.

He is Managing Director and founding principal of Wolseley Corporate, an Australian based corporate advisory and investment house which transacts both domestically and internationally.

He has had a broad range experience in both listed and unlisted companies across a diverse range of sectors including property, retail, technology and media. He formerly practised as a barrister in the fields of commercial and equity.



Peter Done
Independent
Non-Executive
Director

Peter was appointed to the Centuria Board on 28 November 2007.

Peter was a partner of KPMG for 27 years until retirement in June 2006.

He has extensive knowledge in accounting, audit and financial management in the property development and financial services industries, corporate governance, regulatory issues and board processes through his many senior roles.



John Slater
Independent
Non-Executive
Director

John was appointed to the Centuria Board on 22 May 2013 having been an adviser to the Centuria Life Investment Committees since 2011.

John was a senior executive in the KPMG Financial Services practice.

In 2008, John founded boutique financial advisory firm Riviera Capital, subsequently sold in 2016 and has significant financial services experience.



Susan Wheeldon
Independent
Non-Executive
Director

Susan was appointed to the Centuria Board on 31 August 2016.

Susan is the Country Manager – Australia and New Zealand at Airbnb.

She was previously the Head of Agency at Google where she worked with major national and global companies to develop and deliver growth strategies to future proof and build clients' businesses and brands in a constantly changing environment.

She has previous experience in retail property asset management at AMP Capital Shopping Centres, as Head of Brand & Retail.



Nicholas Collishaw
Non-Executive
Director

Nicholas was appointed CEO - Listed Property Funds at Centuria Property Funds on 1 May 2013 and to the Centuria Board on 27 August 2013.

Effective 1 January 2018, Nicholas resigned as CEO - Listed Property Funds and became a Non-Executive Director.

Prior to this role, Nicholas held the position of CEO and Managing Director at the Mirvac Group. He has held senior positions with James Fielding Group, Paladin Australia, Schroders Australia and Deutsche Asset Management.



John McBain
Executive Director

John joined the Centuria Board on 10 July 2006. He was appointed as Chief Executive Officer in April 2008.

John was also a founding director and major shareholder in boutique funds manager Century Funds Management, which was established in 1999 and was acquired by The Centuria Group in July 2006.

Prior to forming Century, John founded property funds manager Waltus Investments Australia Limited and Hanover Group Pty Limited a specialised property consultancy. Waltus was formed in 1995 and was one of the first dedicated property funds managers in Australia.

John was born and educated in New Zealand.



Jason Huljich
Executive Director

Jason became the Centuria Group Joint CEO in June 2019 after previously leading Centuria's Real Estate and Funds Management business.

Jason was also a founding director and major shareholder in boutique funds manager Century Funds Management, which was established in 1999 and acquired by Centuria in July 2006.

Jason was born and educated in New Zealand.

Jason has extensive experience in the commercial property sector, with specialist skills in property investment and funds management.

He is also a past President of the Property Funds Association (PFA), which represents the AU\$125 billion direct property investment body in Australia and continues to serve on its national executive.

Senior management team of Centuria

The senior managers of CCL and CFML (which is the responsible entity of the CNI Fund), who form the senior executive committee, are:



John McBain

Executive Director and
joint CEO (*as above*)



Jason Huljich

Executive Director and
joint CEO (*as above*)



Simon Holt

Chief Financial
Officer

Simon joined Centuria as Chief Financial Officer in May 2016. He brings with him a wealth of local and global experience covering the corporate, treasury and listed securitisation areas.

He is accountable for financial and treasury management of the Group and, with the Joint CEOs, is also tasked with a specific focus on expanding the parent company, Centuria.

Simon was most recently Chief Financial Officer of WorleyParsons where he spent eight years.

Previously, he held a range of senior finance positions at Westfield Group and Westfield Trust, again spanning eight years.

Centuria audited financial statements

The latest published financial statements for Centuria are the audited consolidated financial statements for the financial year ended 30 June 2019 and the reviewed interim consolidated financial statements for the six months ended 31 December 2019.²⁷

Copies of Centuria's published financial statements can be obtained, free of charge, from Centuria's website, <https://centuria.com.au/centuria-capital/shareholder-centre/financial-annual-reports/>.

Centuria continuous disclosure obligations

Centuria is subject to the continuous disclosure obligations contained in the ASX Listing Rules. Under those obligations, subject to limited exceptions, Centuria must disclose material information to ASX immediately on becoming aware of that information.

Copies of all disclosures made by Centuria to ASX can be obtained, free of charge, at ASX's website (www.asx.com.au) under the ASX code "CNI".

Things you should take into account when considering the Offer

In deciding whether you should accept the Offer, you should:

- read in full this Offer Document;
- read in full the target company statement prepared by Augusta in respect of the Offer (including the independent adviser's report that forms part of the target company statement);
- consider the information released by Centuria to ASX under Centuria's continuous disclosure obligations and by Augusta to NZX under Augusta's continuous disclosure obligations;
- carefully consider the risks of owning Centuria Stapled Securities, including risks that may have an adverse impact on the financial position and performance of the Combined Group, and risks that may have an adverse impact on the value of Centuria Stapled Securities;
- carefully consider your own investment objectives, financial situation and particular needs (including financial and tax issues); and
- seek professional advice as needed.

Key risks relating to Centuria Stapled Securities

Centuria has summarised below what it believes to be the key risks for you to consider that specifically relate to the Offer and the Combined Group. However, this Offer Document does not detail all of the risks that the Combined Group may face. In particular, the below summary does not address risks already faced by Augusta or Augusta Shareholders, risks that apply to businesses generally, risks that apply to investments generally and risks that are not presently known to Centuria (or, if known, are not presently considered to be key risks).

This summary does not consider risks arising from your individual investment objectives, financial situation or needs.

You should seek your own professional advice about the Offer and the risks associated with receiving Centuria Stapled Securities as consideration.

²⁷ Centuria's interim consolidated financial statements for the six months ended 31 December 2019 were reviewed by Centuria's auditor, KPMG.

Key risks associated with the Offer and with you receiving Centuria Stapled Securities as consideration

Centuria believes the key risks arising from the Offer that you should consider are as follows:

- **Centuria may not acquire all of the Augusta Shares**

Although the Offer is conditional on Centuria NZ receiving acceptances that would result in Centuria NZ holding or controlling 90% or more of the voting rights in Augusta (which would entitle Centuria NZ to compulsorily acquire all outstanding Augusta Shares), under the Offer Centuria NZ reserves the right to waive this condition if it receives acceptances that would result in Centuria NZ holding or controlling more than 50% of the voting rights in Augusta. If this occurred, Centuria would not acquire all of the Augusta Shares.

The impact of Centuria NZ not acquiring all of the Augusta Shares would depend on the ultimate level of ownership acquired but, in any event, if Centuria NZ acquires lesser than 100% of Augusta, this could have an impact on Centuria's capacity to realise objectives from the acquisition of Augusta and to implement the intentions described in paragraph 11 of Schedule One of this Offer Document.

- **The market price of the Centuria Stapled Securities will vary from time to time**

The market price of Centuria Stapled Securities on ASX varies from time to time. It has recently been negatively affected by COVID-19 and market related factors. The market price at the time at which you receive Centuria Stapled Securities under the Offer may vary from the market price on the date that you accept the Offer or the market price used for the calculation of the Implied Offer Price (see the "Centuria Capital Group Chairman's Letter" section of this Offer Document).

The market price of Centuria Stapled Securities may fall at any time, including before or after Centuria Stapled Securities are issued to you. Accordingly, you may be unable to sell your Centuria Stapled Securities at a price equivalent to the market price when you accepted the Offer, the market price used for the calculation of the Implied Offer Price or the market price when you receive your Centuria Stapled Securities.

- **The change in control of Augusta may trigger termination (or other adverse) rights**

Augusta may be party to agreements that contain change of control or pre-emptive rights provisions that are triggered if Centuria NZ acquires control of Augusta. If a counterparty to one of those agreements were to exercise those adverse rights, it may have an adverse effect on the Combined Group. As at the date of this Offer Document, Centuria NZ is not aware of any adverse action of this nature.

- **There are business acquisition and integration risks**

Any business acquisition and integration (such as will be required by the Combined Group) carries with it uncertainty and risk, including as to whether the benefits of the acquisition will meet expectations and whether integration of processes and systems can be achieved.

- **There may be adverse tax consequences for you of accepting the Offer and receiving Centuria Stapled Securities as consideration**

The tax consequences for you of accepting the Offer and receiving Centuria Stapled Securities as consideration depend on your specific circumstances.

General information on some of the tax implications for New Zealand residents of receiving Centuria Stapled Securities as consideration under the Offer is set out in Schedule Two and Schedule Four of this Offer Document. However, that information does not take into account your specific circumstances and is not tax advice. If you have any questions regarding the tax consequences of accepting the Offer and receiving Centuria Stapled Securities as consideration, you should obtain your own taxation advice.

Other key risks associated with you becoming a holder of Centuria Stapled Securities

You are already exposed to risks associated with Augusta and the industry in which it operates. In the Combined Group, some of those risks are the same or similar but some of those risks may change and there are additional risks, including as a result of Centuria operating in Australia.

Centuria believes the key changes in risk exposures that you could experience as a result of being a holder of Centuria Stapled Securities (rather than remaining as a direct shareholder in Augusta) are as follows:

- **An exposure to risks associated with Centuria's existing businesses and the industries in which those businesses operate**

Centuria has a substantial existing business in Australia as a specialist investment and property funds manager. Centuria's key businesses are the management of listed and unlisted property funds in Australia and the issue of investment bonds. Accordingly, if you receive Centuria Stapled Securities, you will be exposed to risks associated with Centuria's businesses, including the operation of those businesses in Australia.

General risks include: general economic factors (such as changes resulting from the impact of COVID-19 or changes in interest rates, exchange rates, business confidence, inflation, etc.) which may adversely affect Centuria, the potential for litigation against Centuria, the potential for changes to tax laws, the potential for fluctuations in the market price of Centuria Stapled Securities and the potential that there may not be an active market for Centuria Stapled Securities.

Industry specific risks include: the potential for prevailing property market factors to adversely affect Centuria (for example, the increased risk of tenant defaults arising for adverse market and economic conditions), the risk that Centuria may not be able to realise property assets within a short period of time and/or at a price which is equal to or exceeds the valuation of those assets, the potential for regulatory change or, given the highly regulated environment in which Centuria operates, for regulatory action against Centuria.

Risks specific to Centuria include: the potential for reduction in fund management fees increase due to adverse factors affecting funds managed by Centuria subsidiaries (including due to fund underperformance, action taken by fund holders to remove Centuria subsidiaries as manager, the expiry of fixed term funds or the reduction in property values), the risk that Centuria may not be able to launch new managed funds in the future, the potential for external funding to be unavailable to finance property purchases, the risk that Centuria may not be able to properly integrate Augusta or other businesses acquired by Centuria, the potential for severe disruption to Centuria's information systems and the risk that senior managers may leave Centuria.

Centuria has disclosed information to the ASX regarding its assessment of risk factors specific to the industries within which Centuria operates, as well as risks that are specific to Centuria. The most recent summary of those risks is set out in Appendix B to the Investor Presentation released by Centuria to ASX on 29 January 2020. That investor presentation can be accessed on the ASX website (www.asx.com.au) under the ASX code "CNI".

- **COVID-19 and macroeconomic risks**

The COVID-19 pandemic presents substantial and multi-faceted risks for the economy in general and specifically for Centuria's business.

For example, COVID-19 has resulted in significant Australian and global market turbulence and has created substantial volatility in the prices of securities trading on the ASX, including the price of securities in Centuria. Centuria Stapled Securities are trading at a significant discount to the trading prices that prevailed just prior to the impact of the COVID-19 pandemic on the ASX market.

The uncertainty associated with the pandemic means that the broader impacts of it and how long those impacts will last for are unknown. Among other things, this relates to the Australian state and federal government response to mitigate COVID-19, the closure of many businesses across Australia, affiliated unemployment and tightening travel restrictions, all of which may have some impact on the performance of Centuria, tenants of Centuria managed funds, the ASX and the broader economy.

Given the high degree of uncertainty surrounding the extent and duration of COVID-19, it is not currently possible to assess the full impact of COVID-19 on Centuria's business. However, a number of specific impacts can be identified arising from the sensitivity of Centuria's business to the property sector through management and performance fees for Centuria entities derived from managing property funds and through co-investment by Centuria in Centuria managed property funds. Tenants of properties within Centuria managed funds are likely to be directly and indirectly affected by government, regulatory and health authority actions, work stoppages, lockdowns, quarantines and travel restrictions associated with COVID-19. This may negatively impact the ability of tenants to meet their rent obligations and in turn may lead to write-downs in the value of properties in Centuria managed funds. In those circumstances, fees received by Centuria manager entities and the returns received by Centuria in Centuria managed funds would be likely to be materially and adversely affected.

There are also other changes in the domestic and global macroeconomic environment associated with the events relating to COVID-19 that are beyond the control of Centuria and may be exacerbated in an economic recession or downturn. These include, but are not limited to:

- changes in inflation, interest rates and foreign currency exchange rates;
- changes in employment level and labour costs; and
- changes in aggregate investment and economic output.

- **An exposure to a different type of security**

Your Augusta Shares are ordinary shares in a New Zealand company. In contrast, Centuria Stapled Securities comprise an ordinary share in an Australian company, CCL, and a unit in an Australian registered managed investment scheme, CNI Fund. A description and comparison of the key rights, protections and liabilities arising from holding an Augusta Share and those from holding a Centuria Stapled Security is set out in Schedule Four of this Offer Document.

- **An exposure to different law**

Augusta is incorporated in New Zealand and subject to the NZX Listing Rules and New Zealand law. In contrast, Centuria is established in Australia and subject to the ASX Listing Rules and Australian law (including corporate law and taxation law). Australian law is different to New Zealand law. As noted above, a comparison of the key legal differences between an Augusta Share and a Centuria Stapled Security is set out in Schedule Four of this Offer Document. In addition, a summary of taxation consequences for New Zealand residents of holding Centuria Stapled Securities is set out in Schedule Two and Schedule Four of this Offer Document.

However, each of those sections is provided as general information only and does not take your specific circumstances into account. If you have any questions, you should seek your own professional advice.

- **An exposure to currency risk**

Centuria Stapled Securities are quoted on ASX in Australian dollars and distributions paid by Centuria are paid in Australian dollars. Accordingly, if you receive Centuria Stapled Securities as consideration under the Offer you will be exposed to fluctuations in the AU\$:NZ\$ exchange rate.

The NZ\$ value of the Centuria Stapled Securities that you receive under the Offer will vary depending on movements in the AU\$:NZ\$ exchange rate.

OFFER TERMS AND CONDITIONS

FULL TAKEOVER OFFER BY CENTURIA NEW ZEALAND HOLDINGS LIMITED TO PURCHASE ALL OF THE SHARES OF AUGUSTA CAPITAL LIMITED

1. THE OFFER

- 1.1 Centuria New Zealand Holdings Limited ("**Centuria NZ**") offers to purchase all of the fully paid ordinary shares ("**Augusta Shares**") in Augusta Capital Limited ("**Augusta**") not already held by Centuria NZ, on the terms, and subject to the conditions, set out in this Offer Document ("**Offer**").
- 1.2 The Offer to purchase your Augusta Shares includes the purchase of all rights, benefits and entitlements (such as entitlements to dividends, bonus issues and other payments and distributions of any nature) which attach to your Augusta Shares on, after, or by reference to the Effective Date ("**Entitlements**"). The "**Effective Date**" for the purposes of the Offer is 15 June 2020.
- 1.3 The Offer is dated 29 June 2020.
- 1.4 The Offer will remain open for acceptance until 11.59pm on the "**Closing Date**", which is:
 - (a) 10 August 2020 ("**Initial Closing Date**"); or
 - (b) if the Offer is extended to a later date in accordance with the *Takeovers Code (NZ)*, that later date.
- 1.5 Centuria NZ may extend the Offer and the Closing Date one or more times.
- 1.6 The Offer is being made in reliance on the *Financial Markets Conduct (Centuria Capital Group) Exemption Notice 2020* ("**FMC Exemption Notice**") granted by the FMA. Disclosures required by the conditions to the FMC Exemption Notice are, to the extent not otherwise included elsewhere in this Offer Document, included in Schedules Two and Four of this Offer Document.
- 1.7 The Offer is also being made in reliance on the *Takeovers Code (Augusta Capital Limited) Exemption Notice 2020* ("**Code Exemption Notice**") granted by the Takeovers Panel. Centuria NZ has established nominee arrangements to sell Centuria Stapled Securities issued to Foreign Exempt Augusta Shareholders who receive scrip consideration under the Offer, to comply with the conditions of the Code Exemption Notice. Those arrangements are described in paragraph 3.
- 1.8 Capitalised terms used in the Offer Terms and Conditions, and which are not otherwise defined, are defined in the Glossary.

2. CONSIDERATION

Consideration

- 2.1 If you accept the Offer, you will receive in respect of each Augusta Share for which you accept the Offer:
 - (a) if you are an Augusta Shareholder and your registered address in Augusta's share register is in New Zealand or Australia:
 - (i) \$0.20 in cash per Augusta Share; plus
 - (ii) 0.392 of a Centuria Stapled Security per Augusta Share; and

- (b) if you are an Augusta Shareholder and your registered address in Augusta's share register is not in New Zealand or Australia ("**Foreign Exempt Augusta Shareholder**"):
 - (i) \$0.20 in cash per Augusta Share; plus
 - (ii) the net proceeds of sale of 0.392 of a Centuria Stapled Security per Augusta Share, as described in paragraph 3.

Provisions relating to Centuria Stapled Securities

- 2.2 In determining the total number of Centuria Stapled Securities to be issued, fractional numbers of Centuria Stapled Securities will be rounded down to the nearest whole number.
- 2.3 Centuria NZ will procure that Centuria takes any necessary steps to ensure that the Centuria Stapled Securities are, immediately after issue, quoted on ASX.

Adjustments to the Offer Price

- 2.4 The price paid for Augusta Shares may be adjusted by Centuria NZ in accordance with paragraphs 9.1, 9.4 and 9.6 to take account of distributions or changes in Augusta's share capital. If Centuria NZ adjusts the price, references to the price in this paragraph 2 will be to the price as adjusted.

3. PAYMENT TO FOREIGN EXEMPT AUGUSTA SHAREHOLDERS WHO RECEIVE CENTURIA STAPLED SECURITIES

- 3.1 The Takeovers Panel has granted the Code Exemption Notice for the reasons set out under the section titled "The Takeovers Panel has granted an exemption in respect of the offer of Centuria Stapled Securities outside of New Zealand and Australia" in the Important Information section of this Offer Document.
- 3.2 Centuria NZ has appointed UBS AG, Australia Branch (ABN 47 088 129 613) as nominee ("**Nominee**") for those Foreign Exempt Augusta Shareholders who accept the Offer. The Nominee is the holder of an Australian Financial Services Licence in accordance with the *Corporations Act 2001 (Cth) (Australia)*. Centuria NZ will ensure that the Centuria Stapled Securities that would have otherwise been issued to the Foreign Exempt Augusta Shareholders are, instead, issued to the Nominee (or a wholly owned subsidiary of the Nominee). The Nominee has agreed to, as soon as reasonably practicable and in a manner consistent with the terms of the Offer relating to payment of consideration:
 - (a) sell, on arm's length terms, the Centuria Stapled Securities that would otherwise be issued to the Foreign Exempt Augusta Shareholders; and
 - (b) pay Centuria NZ's share registrar for the Offer, Computershare Investor Services Limited, each relevant Foreign Exempt Augusta Shareholder's share of the proceeds from the sale of the Centuria Stapled Securities, net of any applicable expenses, brokerage costs and taxes.

Following receipt of funds from the Nominee (or its wholly owned subsidiary), Computershare Investor Services Limited will pay each relevant Foreign Exempt Augusta Shareholder their share of the proceeds from the sale of Centuria Stapled Securities, net of any applicable expenses, brokerage costs and taxes. Payment of the relevant amount will be made in Australian dollars not later than eight working days after the date the Centuria Stapled Securities are issued to the Nominee (or its wholly owned subsidiary) on behalf of the relevant Foreign Exempt Augusta Shareholder.

- 3.3 For the purposes of this paragraph 3, the net proceeds payable to Foreign Exempt Augusta Shareholders will be calculated as follows:
- (a) The Nominee (or a wholly owned subsidiary) will sell Centuria Stapled Securities through ASX during a **"sale period"**, being a two consecutive trading day period after the Centuria Stapled Securities have been issued to the Nominee (or a wholly owned subsidiary) in accordance with paragraph 4.2 in respect of one or more Foreign Exempt Augusta Shareholders.
 - (b) The net proceeds to be paid to a Foreign Exempt Augusta Shareholder whose entitlement to Centuria Stapled Securities is sold during a particular sale period will be calculated as follows:

Net proceeds = Net Average Sale Price multiplied by the Foreign Exempt Augusta Shareholder's entitlement to Centuria Stapled Securities.
 - (c) **"Net Average Sale Price"** will be calculated as follows:

Net Average Sale Price = (Total proceeds of sale of all Centuria Stapled Securities sold during a sale period minus total applicable expenses, brokerage costs and taxes in respect of the sale of those Centuria Stapled Securities) divided by the total number of Centuria Stapled Securities sold during the sale period.
- 3.4 Centuria NZ as agent for Centuria agrees that Centuria will, and will also procure that Centuria does, indemnify and hold harmless each Foreign Exempt Augusta Shareholder who is to receive Centuria Stapled Securities as consideration against any damages, expenses, costs, losses or liabilities suffered or incurred by that Foreign Exempt Augusta Shareholder as a result of a failure by the Nominee (or wholly owned subsidiary) to comply with its obligations in respect of the sale of Centuria Stapled Securities contemplated by clauses 6(a), (b), (c) and (d) (and 8(a), (b), (c) and (d), if applicable) of the Code Exemption Notice.

4. WHEN YOU WILL GET PAID

- 4.1 Centuria NZ will pay you the price for your Augusta Shares taken up under the Offer no later than five working days after the later of:
- (a) the date on which the Offer becomes unconditional; and
 - (b) the date on which Centuria NZ receives your acceptance of the Offer.
- 4.2 Centuria NZ is deemed to have satisfied the obligation to pay (and send) Centuria Stapled Securities to you under the Offer, and you will be deemed to have received those Centuria Stapled Securities, on the issue by Centuria of the relevant Centuria Stapled Securities to:
- (a) you, if you are not a Foreign Exempt Augusta Shareholder; or
 - (b) the Nominee (or a wholly owned subsidiary of the Nominee), if you are a Foreign Exempt Augusta Shareholder,
- by the entry into Centuria's share and unit registers of your name or the name of the Nominee or the name of a wholly owned subsidiary of the Nominee (as applicable) as the holder of the relevant number of Centuria Stapled Securities.
- 4.3 If you do not, within the period specified in paragraph 4.1, receive the price for your Augusta Shares in accordance with this paragraph 4, you may withdraw your acceptance of the Offer by notice in writing to Centuria NZ, but only by:
- (a) giving written notice to Centuria NZ of your intention to do so; and
 - (b) if you do not receive the price for your Augusta Shares during five working days after giving notice under subparagraph (a), giving written notice to Centuria NZ withdrawing acceptance of the Offer.

4.4 Further information about how Centuria NZ will pay you is set out in paragraph 8.

5. HOW TO ACCEPT THE OFFER

5.1 This Offer Document is accompanied by an Acceptance Form for you to use to accept the Offer for your Augusta Shares.

5.2 Centuria NZ has appointed Computershare Investor Services Limited as registrar for the Offer to receive and process Acceptance Forms on its behalf. In this paragraph 5, a reference to sending Acceptance Forms to Centuria NZ, or to Centuria NZ receiving Acceptance Forms, means sending to, or receipt by, Computershare Investor Services Limited.

Instructions on how to accept the Offer

5.3 To accept the Offer, you only need to:

Online acceptance

- (a) accept the Offer in respect of your Augusta Shares online at www.augustatakeover.co.nz; or

Paper form acceptance

- (b) complete the enclosed Acceptance Form for the Offer in accordance with the instructions on that Acceptance Form; and
- (c) return that completed Acceptance Form to Centuria NZ by email or post (in the reply paid envelope which is enclosed with this Offer Document) so that it is received by Centuria NZ by no later than 11.59pm on the Closing Date, to:

By email

centuria.offer@computershare.co.nz

(Please type "Augusta Capital Acceptance" in the subject line for easy identification)

By post

Centuria New Zealand Holdings Limited

c/- Computershare Investor Services Limited

Private Bag 92119

Auckland 1142

New Zealand

(if mailing from overseas please affix the required postage stamp)

Centuria NZ will not provide you with any acknowledgement of receipt of your Acceptance Form.

Acceptance Forms

5.4 If you lose or damage your Acceptance Form, please request another one from the Augusta share registrar for the Offer, Computershare Investor Services Limited, at the contact details set out above, or by calling **0800 771 117** (within New Zealand) or **+64 9 488 8784** (outside New Zealand).

5.5 If Centuria NZ receives an Acceptance Form after 11.59pm on the Closing Date which bears a postmark or other evidence of postage or despatch on or prior to 11.59pm on the Closing Date, that Acceptance Form will be deemed to have been received by Centuria NZ prior to 11.59pm on the Closing Date (including for the purposes of the condition in paragraph 7.1).

5.6 Centuria NZ may, in its discretion:

- (a) treat any Acceptance Form as valid even if that Acceptance Form is not accompanied by your relevant Common Shareholder Number/Holder Number, or does not comply with any instructions on the Acceptance Form; and
- (b) rectify any errors in, or omissions from, any Acceptance Form to enable that form to constitute a valid acceptance of the Offer and to facilitate registration of the transfer of Augusta Shares to Centuria NZ (including inserting or correcting details and filling in any blanks).

5.7 Centuria NZ will determine, in its discretion, all questions about Acceptance Forms and related documents, including the validity, eligibility, time of receipt, and effectiveness, of an acceptance of the Offer. Centuria NZ's determination will be final and will bind you and all other persons. Centuria NZ will not exercise its discretion to replace the number of Augusta Shares specified in a valid Acceptance Form unless the Acceptance Form contains an error or omission.

Centuria NZ may appoint Brokers to procure Acceptance Forms

5.8 Centuria NZ may choose to engage the services of one or more Primary Market Participants (in terms of the NZX Participant Rules) or other financial advisory firms (together, "**Brokers**") to contact Augusta Shareholders and receive Acceptance Forms.

5.9 If Centuria NZ chooses to do this, the key terms of the engagement of each Broker will be as follows:

- (a) for each completed and valid Acceptance Form procured by a Broker, Centuria NZ may pay to that Broker a handling or procurement fee of up to 0.75% of the Offer price for the Augusta Shares the subject of that Acceptance Form which are transferred to Centuria NZ (on the basis of an implied offer price of NZ\$1.00 per Augusta Share) ("**Procurement Fee**"), up to a maximum payment of NZ\$500 per accepting Augusta Shareholder (inclusive of goods and services tax, if any);
- (b) the Broker will be paid, and receive, the Procurement Fee solely in connection with its services to Centuria NZ and must not, directly or indirectly, pass any or all of the Procurement Fee on to any Augusta Shareholder, or otherwise share the Procurement Fee with any Augusta Shareholder or a person on whose behalf the Augusta Shares are held;
- (c) the payment of a Procurement Fee to a Broker in respect of an Acceptance Form procured by that Broker is subject to the Offer being declared unconditional and is in respect of the Augusta Shares which are the subject of that Acceptance Form being validly transferred to Centuria NZ. In addition, the Acceptance Form must be delivered to Centuria NZ in accordance with paragraph 5.3 and must be stamped by the Broker and only that Broker;
- (d) Centuria NZ may, in determining the Procurement Fee payable to a Broker, aggregate and/or disregard any acceptances of the Offer procured by that Broker if Centuria NZ believes that a party has structured holdings of Augusta Shares for the purpose or with the effect of enabling parties to take advantage of the arrangements summarised in this paragraph 5.9; and

Centuria NZ may in its discretion determine any disputes regarding whether a Procurement Fee is payable.

6. KEY TERMS OF THE OFFER

Who may accept the Offer

- 6.1 The Offer is made to each holder of Augusta Shares and is open for acceptance in accordance with its terms, whether or not the holder acquired Augusta Shares before, on or after the date of the Offer.

Acceptance of the Offer and your agreement to sell your Augusta Shares

- 6.2 You may accept the Offer for some or all of your Augusta Shares.
- 6.3 If you accept the Offer you create a binding contract with Centuria NZ. You agree to sell, and Centuria NZ agrees to purchase, the Augusta Shares for which you accept the Offer and all Entitlements attaching to those Augusta Shares on the terms, and subject to the conditions, of the Offer and the provisions of the *Takeovers Code (NZ)*.
- 6.4 Your acceptance of the Offer is irrevocable. You may not withdraw your acceptance, whether or not Centuria NZ has varied the Offer in accordance with the *Takeovers Code (NZ)*, except in accordance with paragraph 4.3 (which allows you to withdraw your acceptance if Centuria NZ does not pay you within a specified period). You may, however, be released from the obligations arising from acceptance of the Offer in the limited circumstances set out in paragraphs 6.9 and 6.16.
- 6.5 Your acceptance of the Offer must be free of any and all amendments, restrictions, or conditions of any nature whatsoever. If you attempt or purport to impose any amendment, restriction or condition of acceptance, it will be void and of no effect and Centuria NZ will be entitled to treat your acceptance as a valid and binding acceptance of the Offer free and clear of any amendment, restriction or condition.

Conditions to the Offer

- 6.6 The Offer is subject to the conditions set out in paragraphs 7.1 and 7.2. Centuria NZ will buy the Augusta Shares for which you accept the Offer only if each of those conditions is satisfied or waived, to the extent capable of waiver, and Centuria NZ declares the Offer unconditional.
- 6.7 The latest date on which Centuria NZ can declare the Offer unconditional ("**Condition Date**") is 10 working days after the Closing Date (excluding, for this purpose, any extension of the Offer under Rule 24B or 24C of the *Takeovers Code (NZ)*).
- 6.8 As a consequence:
- (a) if the Offer is not extended and the Offer period ends on the Initial Closing Date, then the Condition Date is 24 August 2020;
 - (b) if the Offer is extended (excluding any extension under Rule 24B or Rule 24C of the *Takeovers Code (NZ)*), the Condition Date will be 10 working days after the end of the extended Offer period. If Centuria NZ extends the Offer period, Centuria NZ will specify in its variation notice the new Condition Date.
- 6.9 Centuria NZ may, subject to paragraph 7.6 and the *Takeovers Code (NZ)*, withdraw the Offer if a condition of the Offer is breached or becomes incapable of being satisfied at any time prior to 11.59pm on the Condition Date. If the Offer is not declared unconditional, or the outstanding conditions to it are not waived by Centuria NZ by 11.59pm on the Condition Date, then the Offer will lapse and Centuria NZ and you will be released from any and all obligations under the Offer (and any contract arising from acceptance of it). If the Offer lapses, Centuria NZ may destroy all Acceptance Forms.

Your obligations on acceptance of the Offer

- 6.10 Legal and beneficial ownership of, and title to, the Augusta Shares (and all other securities referred to in paragraphs 9.4 to 9.6) for which you accept the Offer and the Entitlements attaching to those Augusta Shares or securities (as applicable) will pass and transfer to Centuria NZ free of any security interests, mortgages, options, liens, charges, encumbrances or other adverse interests of any nature ("**Encumbrances**") on payment of the consideration for your Augusta Shares in accordance with paragraphs 4 and 8.
- 6.11 You must, on request by Centuria NZ, provide to Centuria NZ or Augusta's share registrar satisfactory evidence of your entitlement to the Augusta Shares for which you have, or wish to, accept the Offer and of the full and immediately effective release and discharge of any and all Encumbrances over those Augusta Shares. Centuria NZ may treat your acceptance as invalid if you do not comply with your obligations under this paragraph 6.11, and Centuria NZ is not obliged to notify you that it has done so.
- 6.12 You must not, and must not attempt or agree to, sell, transfer, grant an Encumbrance over or otherwise dispose of any interest in or control over any or all of the Augusta Shares for which you accept the Offer, except for acceptance of the Offer.
- 6.13 You irrevocably authorise and instruct Augusta and Augusta's share registrar to refuse to register any transfer of any or all of the Augusta Shares for which you accept the Offer, except for transfers of Augusta Shares to Centuria NZ in accordance with the terms of the Offer. You agree that Augusta and Augusta's share registrar may rely on the authorisation set out in this paragraph 6.13, even if you attempt to revoke your authorisation. This paragraph will cease to apply if you are released from your obligations under paragraph 6.9 or 6.16.

Your warranties to Centuria NZ

- 6.14 By completing the Acceptance Form and accepting the Offer you represent and warrant to Centuria NZ (if you are a joint holder of Augusta Shares, on a joint and several basis), that:
- (a) you are:
 - (i) the sole legal and beneficial owner(s) of the Augusta Shares (and all other securities referred to in paragraphs 9.4 to 9.6) for which you accept the Offer; or
 - (ii) the sole legal owner(s) of the Augusta Shares (and all other securities referred to in paragraphs 9.4 to 9.6) for which you accept the Offer and you are entitled to deal with those Augusta Shares (and all other securities referred to in paragraphs 9.4 to 9.6),and, in either case, you have all necessary power, capacity and authority to sell those Augusta Shares (and all other securities referred to in paragraphs 9.4 to 9.6) and accept the Offer;
 - (b) your Acceptance Form has been duly completed and executed and is binding on you in accordance with its terms and the terms of the Offer; and
 - (c) legal and beneficial title and ownership of the Augusta Shares (and all other securities referred to in paragraphs 9.4 to 9.6) for which you accept the Offer will pass to Centuria NZ free from Encumbrances and in accordance with paragraph 6.10.
- 6.15 Despite anything to the contrary in your Acceptance Form, if you are a joint holder of Augusta Shares (whether or not as a trustee of a trust) and the Acceptance Form is signed by one or some, but not all, joint holders, then you represent and warrant to Centuria NZ, jointly and severally, that:

- (a) the holder(s) who has/have signed the Acceptance Form do(es) so on behalf of and as duly authorised agent(s) for the joint holder(s) who has/have not signed, that such authority has not been revoked, and that the acceptance is binding on the joint holder(s) who has/have not signed such Acceptance Form; and
- (b) if you hold the relevant Augusta Shares as a trustee of a trust, the instrument constituting the trust permits the execution of the Acceptance Form in the manner in which it was executed.

All obligations will be released in certain circumstances

- 6.16 You will be, and Centuria NZ will be, released from any and all obligations arising from Centuria NZ's Offer or from your acceptance of Centuria NZ's Offer if Centuria NZ withdraws its Offer with the consent of the Takeovers Panel. If the Offer is withdrawn, Centuria NZ may destroy all Acceptance Forms.

7. CONDITIONS OF THE OFFER

Minimum acceptance condition

- 7.1 The Offer and any contract arising from acceptance of it are conditional on Centuria NZ receiving acceptances by no later than 11.59pm on the Closing Date in respect of Augusta Shares that will, on the Offer being declared unconditional and the Augusta Shares being transferred to Centuria NZ, result in Centuria NZ holding or controlling:
- (a) not less than 90% of the voting rights in Augusta; or
 - (b) if Centuria NZ waives the condition in subparagraph (a) (which it may do in its discretion), more than 50% of the voting rights in Augusta.

Other conditions of the Offer

- 7.2 The Offer and any contract arising from acceptance of it are subject to the conditions that, except as otherwise agreed in writing by Centuria NZ, during the period from the Effective Date until the Condition Date (each inclusive):
- (a) there is no change to or increase in the remuneration, or change to any terms of employment or engagement, of any executive or non-executive director of any member of the Augusta Group, except for changes made in accordance with established review policies, or otherwise made in the ordinary course of business consistent with past practices, and there is no agreement to make any of those changes;
 - (b) no adverse public authority action has occurred, being:
 - (i) there is not in effect any preliminary or final decision, order or decree issued by a Government Agency; or
 - (ii) no inquiry, action or investigation is instituted, or threatened by a Government Agency,

in consequence of, or in connection with, the Offer, which restrains, prohibits, materially impedes, or materially adversely impacts (or is reasonably likely to restrain, prohibit, materially impede or materially adversely impact) the making of the Offer (including the offer of Centuria Stapled Securities as consideration under the Offer) or the completion of the Offer or requires (or is reasonably likely to require) the divestiture by Centuria NZ of any Augusta Shares, or the divestiture of any material assets of Augusta following the close of the Offer;

- (c) no Material Adverse Effect of Augusta has occurred, been announced or otherwise becomes apparent or known to Centuria NZ or Augusta (whether or not becoming public);
- (d) no Court or Government Agency:
 - (i) has issued or taken steps to issue an order, temporary restraining order, preliminary or permanent injunction, decree or ruling or taken any action enjoining, restraining or otherwise imposing a material legal restraint or prohibition preventing the Offer and no such order, decree, ruling, other action or refusal is in effect as at the Condition Date; or
 - (ii) notifies Centuria NZ that it considers that:
 - (A) any agreement under which Centuria NZ has agreed to make the Offer;
 - (B) any term of the Offer (including a condition);
 - (C) any conduct of Augusta in connection with a condition; or
 - (D) the offer of Centuria Stapled Securities in the manner in which it is offered in the Offer,

breaches or may breach any applicable law, where such breach or potential breach is material to Centuria NZ (or a Related Company of Centuria NZ) in the context of the Offer or material to the Augusta Group as a whole and the breach or potential breach is either not capable of Remedy, or not Remedied, before 5.00pm on the Condition Date;
- (e) the Augusta Group and Centuria (as the case may be) having received all consents and approvals of any third party which, if not obtained, would result in completion of the Offer giving rise to a termination event under or material breach of any material contract to which a member of the Augusta Group (or any fund, entity or managed investment scheme managed by the Augusta Group) is a party including, without limitation:
 - (i) in relation to an agreement with Radisson Hotels Asia Pacific Investments Pte. Ltd or a related entity; and
 - (ii) under loan, finance and facility documentation with ASB Bank Limited, Bank of New Zealand, Westpac New Zealand Limited and BankWest facility consents;
- (f) Centuria NZ does not become aware that any document filed or disclosed by or on behalf of Augusta with NZX or the New Zealand Companies Office contains a material statement which is incorrect or misleading in a material particular or from which there is a material omission;
- (g) no litigation, arbitration or other legal proceedings against any member of the Augusta Group are commenced, instituted or threatened, except proceedings that are publicly notified at 9.00am on the Notice Date, claiming an amount, in aggregate, in excess of \$1 million;
- (h) the business of each member of the Augusta Group is carried on, in all respects which are material to the Augusta Group taken as a whole, in the usual and ordinary course of business and neither Augusta and (subject to any member of the Augusta Group's duties as manager of any fund) and, other than in the usual and ordinary course of business, no member of the Augusta Group:

- (i) makes or undertakes unusual or abnormal payments, commitments or liabilities (including contingent liabilities) which are material or could be material to the Augusta Group taken as a whole, are made or incurred (or agreed to be made or incurred) by any of those entities, and no member of the Augusta Group makes any unusual payment of income tax;
- (ii) disposes of, purchases, tenders or bids for, transfers, leases, grants or permits any Encumbrance over, grants an option or legal or equitable interest in respect of, or otherwise deals with a legal or equitable interest in a material asset, business, operation, property or subsidiary (or agrees, including agreeing to materially vary any agreement, to do any of these things or makes an announcement in respect of any of them), that is material to the Augusta Group taken as a whole; or
- (iii) enters into, materially varies or terminates an onerous, long term or material contract, commitment or arrangement, or any major transaction (as defined in section 129(2) of the *Companies Act 1993 (NZ)*) that is material to the Augusta Group taken as a whole;
- (i) no resolution is passed for any amalgamation of any member of the Augusta Group, and no member of the Augusta Group is involved, or seeks any Court orders or Augusta Shareholder approvals in respect of, in any merger or scheme of arrangement;
- (j) no member of the Augusta Group enters into an agreement or arrangement, or completes or settles any agreement or arrangement, to which NZX Listing Rule 5.1 or 5.2 applies, or would apply but for the granting of a waiver or exemption;
- (k) none of the following occurs:
 - (i) all or any of the Augusta Shares are converted into a larger or smaller number of shares, or a resolution is passed to do so;
 - (ii) Augusta redeems any Augusta Shares, or resolves to do so;
 - (iii) the capital of Augusta is reduced in any way (including by way of a capital distribution) or Augusta reclassifies, combines, splits, redeems, repurchases or cancels directly or indirectly any securities in Augusta or resolves to do any of the preceding;
 - (iv) Augusta buys back or agrees to buy back any Augusta Shares;
 - (v) any dividend or other distribution (as those terms are defined in the *Companies Act 1993 (NZ)*) (whether of capital or otherwise) is paid, announced, authorised or agreed to be paid or made by Augusta;
 - (vi) Augusta issues or agrees to issue Augusta Shares, warrants or options over, or entitlements to, Augusta Shares or other securities or instruments convertible into Augusta Shares (including performance rights);
 - (vii) Augusta issues or agrees to issue shares or warrants or options over, or entitlements to, shares or other securities or instruments convertible into shares in any other member of the Augusta Group to a person who is not a wholly owned member of the Augusta Group;
 - (viii) Augusta issues or agrees to issue debt securities;

- (ix) the rights, benefits or entitlements and restrictions attaching to any Augusta Shares or any other financial products issued by any member of the Augusta Group are altered or varied;
- (x) the constitution of Augusta or any other member of the Augusta Group is modified or repealed or replaced or a meeting of the relevant shareholders is called to consider modifying, repealing or replacing such constitution (except for an amendment required by law or to comply with the NZX Listing Rules);
- (xi) Augusta creates, or agrees to create, any Encumbrance over the whole or a substantial part of its business or assets or the business or assets of the Augusta Group;
- (xii) a member of the Augusta Group:
 - (A) makes, or agrees to make, any loan or advance, to a person which is not a Related Company;
 - (B) enters into any new financing arrangement, agreement or instrument with a person other than a Related Company; or
 - (C) amends the terms of any existing financing arrangement, agreement or instrument with a person other than a Related Company where the relevant amendment increases the aggregate credit limits or facility limits available to any relevant member of the Augusta Group (or any fund, entity or managed investment scheme managed by the Augusta Group) or is otherwise adverse to the Augusta Group as a whole;
- (xiii) in respect of any financing arrangement, agreement or instrument Augusta has with a person other than a Related Company, a member of the Augusta Group (or any fund, entity or managed investment scheme managed by the Augusta Group):
 - (A) breaches any covenant, which is not Remedied in accordance with the relevant cure rights under the arrangement, agreement or instrument;
 - (B) relies on any waiver or amendment to avoid the potential breach of any covenant unless the waiver or amendment extends for a period of at least, the earlier of the term of the financing arrangement, agreement or instrument and the date which is two months after the Closing Date;
 - (C) allows an event of default, or potential event of default, to occur, which is not Remedied in accordance with the relevant cure rights under the arrangement, agreement or instrument;
 - (D) allows an obligation to pay any amount to be accelerated other than to prevent an event referred to in subparagraph (A) or (B) above from occurring; or
 - (E) permanently reduces the amount of debt ahead of a maturity date;

- (xiv) any member of the Augusta Group enters into any agreement, arrangement or transaction with respect to derivative instruments (including swaps, futures contracts, forward commitments, commodity derivatives or options) or similar instruments, except foreign currency hedges or interest rate hedges made in the ordinary course of business consistent with past practice and in accordance with existing policy as at the Effective Date;
- (xv) Augusta Shares are delisted from NZX or are subject to suspension from quotation for five or more trading days, other than due to, or as a result of, an action taken by Centuria NZ or a Related Company of Centuria NZ;
- (xvi) the Augusta Group acquires any interest in, or control over any interest in (including under a management arrangement), "sensitive land" (as defined in the *Overseas Investment Act 2005 (NZ)* and *Overseas Investment Regulations 2005 (NZ)*);
- (xvii) the FMA notifies the Augusta Group, Centuria NZ or Centuria that it may:
 - (A) terminate or revoke; or
 - (B) impose material new conditions on, or make material amendments to the existing conditions of,
 the MIS Licence in connection with:
 - (C) completion of the Offer;
 - (D) Centuria NZ becoming the owner or controller of the Augusta Group; or
 - (E) any proposed changes to the Augusta Group as a result of the Offer,
 and the proposal in the notice is not withdrawn by the FMA by 5.00pm on the Condition Date;
- (xviii) the MIS Licence is terminated or revoked, or steps are taken by or on behalf of the FMA to terminate or revoke the MIS Licence where such steps are not withdrawn by the FMA by 5.00pm on the Condition Date;
- (xix) the terms and conditions of the MIS Licence are amended, by the imposition of new material terms or conditions, or the making of material amendments to the existing terms and conditions, without Centuria NZ's prior consent;
- (xx) Augusta Funds Management Limited breaches any condition of the MIS Licence and either the breach is not capable of Remedy, or is not Remedied, before 5.00pm on the Condition Date;
- (xxi) the FMA notifies Augusta Funds Management Limited of:
 - (A) any alleged or potential breach of any condition of the MIS Licence; or
 - (B) any other matter or circumstance that is likely to result in the MIS Licence being terminated or revoked,

where such alleged breach, potential breach or other matter or circumstance is not capable of Remedy, or is not Remedied, by 5.00pm on the Condition Date;

- (xxii) the FMA issues a stop order in respect of any product disclosure statement under which a member of the Augusta Group is the offeror where such stop order is not withdrawn by 5.00pm on the Condition Date;
- (xxiii) a proceeding is commenced by the FMA alleging that an offer of financial products, in respect of which a member of the Augusta Group is or was the offeror, breached the *Financial Markets Conduct Act 2013 (NZ)* or other applicable law;
- (xxiv) the FMA notifies the Augusta Group of an investigation in respect of alleged or potential material non-compliance with the *Financial Markets Conduct Act 2013 (NZ)* by a member of the Augusta Group in respect of:
 - (A) the MIS Licence; or
 - (B) an offer of financial products in respect of which a member of the Augusta Group is or was the offeror; and
- (xxv) a member of the Augusta Group increases its holding or control of voting rights in a company which is a "code company" for the purposes of the *Takeovers Code (NZ)* (including Asset Plus Limited) where, after that increase, Augusta and its associates (as that term is defined in rule 4 of the *Takeovers Code (NZ)*) in aggregate hold or control more than 20% of the voting rights in that code company.

Nature of the conditions of the Offer

- 7.3 Each condition in paragraphs 7.1 and 7.2 is a separate and independent condition, and is solely for Centuria NZ's benefit. Centuria NZ may waive any or all of those conditions (except for the condition in paragraph 7.1(b) which cannot be waived), in whole or in part, and on any terms in its discretion. If Centuria NZ waives a condition, in whole or in part, the waiver will apply only in accordance with its terms, and will not operate as a waiver of or consent to any similar matter or thing. No other person has any right to waive any condition.
- 7.4 Where any condition set out in paragraph 7.2 requires a determination as to whether a matter is or could reasonably be expected to be material or not (including whether a matter will have, or could reasonably be expected to have, a Material Adverse Effect or not), is adverse or not, is reasonable or not, is onerous or not, is long term or not, is normal or not, is abnormal or not, is usual or not, is unusual or not, is in the ordinary course of business or not, is consistent or not, is of a formal or technical (and not substantive) nature or not, or any similar determination required in relation to any such condition, before the condition may be invoked, such determination must (unless the determination does not depend on the judgement of Centuria NZ or any associate of Centuria NZ) be made by a suitably qualified expert nominated by Centuria NZ who is independent of, and not an associate of, Centuria NZ.

The Offer will only proceed if it becomes unconditional in all respects

- 7.5 The Offer will only proceed, and you will only be paid for your Augusta Shares for which you accept the Offer, if each of the conditions set out in paragraphs 7.1 and 7.2 is satisfied or (if capable of being waived) waived by Centuria NZ and Centuria NZ declares the Offer unconditional. If this does not occur, the Offer will lapse and paragraph 6.9 will apply.

When Centuria NZ will not rely on a condition

- 7.6 Centuria NZ will not allow the Offer to lapse:

- (a) in unreasonable reliance on a condition of the Offer; or
- (b) in reliance on a condition of the Offer that restricts Augusta or the Augusta Group's activities in the ordinary course of Augusta or the Augusta Group's business during the period commencing on 15 June 2020 and ending on the Condition Date.

8. HOW CENTURIA WILL SETTLE THE OFFER AND PAY YOU

- 8.1 Centuria NZ will pay you for your Augusta Shares taken up under the Offer in accordance with paragraphs 2, 3, 4 and this paragraph 8 if:
- (a) Centuria NZ declares the Offer unconditional; and
 - (b) your Acceptance Form is in order (or Centuria NZ rectifies any errors in or omissions from your Acceptance Form or otherwise accepts your Acceptance Form as valid under paragraph 5.6).
- 8.2 Centuria NZ will provide you with the consideration for your Augusta Shares, as follows:
- (a) in respect of a cash payment, by sending you a cheque by ordinary post or, if you choose in your Acceptance Form, by making an electronic funds transfer to a New Zealand dollar account with a New Zealand registered bank;
 - (b) in respect of Centuria Stapled Securities where you are not a Foreign Exempt Augusta Shareholder, Centuria NZ will procure that Centuria issues Centuria Stapled Securities to you in accordance with paragraph 4.2(a);
 - (c) in respect of Centuria Stapled Securities, where you are a Foreign Exempt Augusta Shareholder, Centuria NZ will procure that Centuria issues Centuria Stapled Securities to the Nominee (or a wholly owned subsidiary of the Nominee) to be sold, and the net proceeds distributed to you in accordance with paragraph 3.
- 8.3 If:
- (a) your desired account is not a New Zealand dollar account with a New Zealand registered bank; or
 - (b) the details that you provide are not sufficient to make an electronic funds transfer to your desired account,
- Centuria NZ may choose to pay you by electronic funds transfer to any existing New Zealand dollar account that you have advised to Augusta's share registrar (such as for dividend payments) which is known by Centuria NZ, or by cheque.
- 8.4 If Centuria NZ chooses to make payment to you in accordance with paragraph 8.3:
- (a) Centuria NZ is not obliged to notify you that it has done so; and
 - (b) Centuria NZ will have no liability to you for its choice to do so or in doing so.
- 8.5 In no circumstances will Centuria NZ be liable to you for interest on any payment due to you.
- 8.6 If you are a Foreign Exempt Augusta Shareholder, the net proceeds of sale of Centuria Stapled Securities, as contemplated by paragraphs 3.2 and 3.3, will be paid to you in Australian dollars. If that payment is made by electronic funds transfer to a New Zealand dollar account with a New Zealand registered bank, Centuria NZ understands the bank will usually convert the payment into New Zealand dollars at the bank's AU\$:NZ\$ spot exchange rate. All currency conversions of Australian dollar payments to you are solely at your risk. Centuria NZ, Centuria and the Nominee (or wholly owned subsidiary of the Nominee, if applicable) will have no liability of any nature to you in connection with any currency conversion.

9. CHANGE IN CIRCUMSTANCES

Dividends and distributions

9.1 If, on or after the Effective Date, Augusta authorises, declares, makes, or pays any dividend or other payment or distribution of any nature whatsoever on Augusta Shares (including by way of share buyback, redemption or cancellation or any other form of capital reduction) and the condition in paragraph 7.2(k)(v) is waived by Centuria NZ and the Offer otherwise becomes unconditional, then, unless Centuria NZ determines otherwise, at the option of Centuria NZ (and subject to the terms of any waiver), either:

- (a) you will be bound to pay to Centuria NZ on demand an amount equivalent to the dividend, other payment or the value of the distribution prior to the deduction of any withholding taxes (in each case exclusive of any imputation credits attached to the dividend, if applicable, and in relation to a non-resident Augusta Shareholder, ignoring any supplementary dividend paid to that non-resident Augusta Shareholder) that is received by, or is properly payable to, you and relates to the Augusta Shares for which you accept or have accepted the Offer and which are transferred to Centuria NZ; or
- (b) the consideration which would otherwise have been provided to you for your Augusta Shares will be adjusted to reflect the Distribution Amount (defined below). Such adjustment will occur first in reduction of the cash component of the consideration specified at paragraph 2.1 and then, if the cash component has been reduced to NZ\$nil, by reduction in the number of Centuria Stapled Securities offered as consideration (and, for this purpose, 0.392 of a Centuria Stapled Security will have a nominal value of NZ\$0.80) (with any fraction of a Centuria Stapled Security rounded down). For the purposes of this paragraph (b), the **"Distribution Amount"** is an amount equivalent to the dividend, other payment or the value of the distribution prior to the deduction of any withholding taxes (in each case exclusive of any imputation credits attached to the dividend, if applicable, and in relation to a non-New Zealand resident Augusta Shareholder, ignoring any supplementary dividend paid to that non-New Zealand resident Augusta Shareholder) that is received by, or is properly payable to, you and relates to the Augusta Shares for which you accept or have accepted the Offer and which are transferred to Centuria NZ.

By way of example, if you accept the Offer for your Augusta Shares and Augusta authorises an unimputed dividend of NZ\$0.25 per Augusta Share and subparagraph (b) applies to the dividend, then the cash component of the consideration will be reduced to NZ\$nil and the number of Centuria Stapled Securities to be issued to you (or the Nominee (or wholly owned subsidiary of the Nominee), if you are a Foreign Exempt Augusta Shareholder) will be reduced from 0.392 of a Centuria Stapled Security per Augusta Share to 0.367 of a Centuria Stapled Security per Augusta Share.²⁸

- 9.2 If you are required to make a payment to Centuria NZ under paragraph 9.1(a) you must make that payment:
- (a) within five working days of demand, to the bank account stated in Centuria NZ's demand;
 - (b) in cleared and irreversible funds; and
 - (c) free of deduction, set off, withholding or condition.

²⁸ Calculated as follows: $0.392 - (\text{NZ\$}0.05 \text{ value of dividend after reducing cash component to NZ\$nil} / \text{NZ\$}0.80) \times 0.392$.

- 9.3 If a dividend or distribution referred to in paragraph 9.1 is not in cash in New Zealand dollars then Centuria NZ may determine the New Zealand dollar value of that dividend or distribution. Centuria NZ's determination will be final and will bind you and all other persons. You may not challenge or appeal that determination, absent any manifest error or lack of good faith in making such determination.

Bonus issues of securities

- 9.4 If, on or after the Effective Date, Augusta authorises or makes any issue of Augusta Shares, convertible securities, or other securities or financial products of any nature (including warrants, options, convertible notes, entitlements, rights or interests in its ordinary Augusta Shares) ("**Additional Securities**"), by way of bonus issue and the conditions in paragraphs 7.2(k)(vi) and 7.2(k)(viii) are waived by Centuria NZ and the Offer becomes unconditional, then, unless Centuria NZ determines otherwise, at the option of Centuria NZ (and subject to the terms of any waiver), either:
- (a) you must transfer to Centuria NZ, in respect of the Augusta Shares for which you have accepted the Offer and which are transferred to Centuria NZ, any Additional Securities, without any additional payment or consideration; or
 - (b) if the Additional Securities are Augusta Shares, the Offer will extend to those Additional Securities, the consideration payable for each Augusta Share as set out in paragraph 2.1 will be proportionately reduced to take account of the bonus issue, such that the total aggregate consideration payable for all Augusta Shares in Augusta under the Offer (including the Additional Securities), if accepted in full, remains the same as it would have had no bonus issue taken place.

Other issues of Augusta Shares

- 9.5 If, on or after the Effective Date, Augusta authorises or makes any issue of Augusta Shares to any person other than by way of bonus issue, the conditions in paragraphs 7.2(k)(vi) and 7.2(k)(viii) are waived by Centuria NZ and the Offer otherwise becomes unconditional, then the Offer will be deemed to be extended to and include those Augusta Shares and the price payable for them will be the price set out in paragraph 2.1.

Subdivisions and consolidations

- 9.6 If, on or after the Effective Date, all or any of the Augusta Shares are subdivided or consolidated by Augusta then:
- (a) the Offer will be interpreted to take into account that subdivision or consolidation and will be deemed to be for the Augusta Shares resulting from that subdivision or consolidation;
 - (b) the consideration per Augusta Share offered under the Offer set out in paragraph 2.1 will be increased or reduced, as the case may require, in proportion to that subdivision or consolidation; and
 - (c) you must transfer those subdivided or consolidated Augusta Shares for which you have accepted the Offer to Centuria NZ on the basis of the price so increased or reduced.

10. NOTICES

10.1 If Centuria NZ gives notice to Augusta, the Takeovers Panel and NZX:

- (a) declaring the Offer unconditional; or
- (b) advising that the Offer is withdrawn in accordance with the *Takeovers Code (NZ)*; or
- (c) advising that a term or condition of the Offer had been waived; or
- (d) advising that the Offer has lapsed in accordance with its terms or the *Takeovers Code (NZ)*,

that notice will, in each case, be deemed to be notice to you and all other offerees when so given.

10.2 Notice of any variation of the Offer will be sent to Augusta, the Takeovers Panel, NZX and, except where not required in accordance with the *Takeovers Code (NZ)*, to you and each other offeree under the Offer.

11. FURTHER INFORMATION, INTERPRETATION AND GENERAL TERMS

Further information

11.1 Further information relating to the Offer, as required by Schedule 1 to the *Takeovers Code (NZ)*, is set out in Schedule One of this Offer Document and forms part of this Offer Document.

Interpretation

11.2 In this Offer Document:

- (a) any reference to the "*Takeovers Code (NZ)*" means the *Takeovers Regulations 2000 (NZ)* as amended including by any applicable exemption granted by the Takeovers Panel under the *Takeovers Act 1993 (NZ)*;
- (b) except if expressly defined in this Offer Document, or where the context requires otherwise, terms defined in the *Takeovers Code (NZ)* have the same meaning;
- (c) references to amounts of money are to New Zealand currency and to times are to New Zealand time;
- (d) a "working day" has the meaning given in section 29 of the *Interpretation Act 1999 (NZ)*;
- (e) headings are for convenience only and do not affect the interpretation of this Offer Document or any Acceptance Form;
- (f) the singular includes the plural and vice versa;
- (g) any other grammatical form of a defined term has a correspondence meaning;
- (h) including means including without limitation;
- (i) if you hold your Augusta Shares jointly, unless otherwise expressly stated, a reference to you is a reference to all joint holders together; and
- (j) all percentages are rounded to two decimal places.

11.3 If there is an inconsistency between the Offer Terms and Conditions and the provisions of the *Takeovers Act 1993 (NZ)* or the *Takeovers Code (NZ)*, the provisions of the *Takeovers Act 1993 (NZ)* or the *Takeovers Code (NZ)* (as the case may be) will prevail to the extent of that inconsistency.

Cheques, documents and transfers are at your risk

11.4 All cheques, electronic funds transfers, Acceptance Forms and other documents to be delivered, sent or transferred by or to you will be delivered, sent or transferred at your own risk.

Variation of the Offer

11.5 Centuria NZ may vary the Offer in accordance with rule 27 of the *Takeovers Code (NZ)*.

Acceptance Forms are part of the Offer

11.6 The provisions set out in the Acceptance Form are part of the terms of the Offer.

Governing law and jurisdiction

11.7 The Offer and any contract arising from acceptance of it are governed by, and must be construed in accordance with, the laws of New Zealand.

11.8 You agree to submit to the non-exclusive jurisdiction of the Courts of New Zealand.

SCHEDULE ONE

Takeovers Code information

The information required by Schedule 1 to the *Takeovers Code (NZ)*, and not stated elsewhere in this Offer Document, is set out below. Where any information required by Schedule 1 to the *Takeovers Code (NZ)* is not applicable, no statement is made regarding that information. The following matters are stated as at 29 June 2020 ("**Offer Date**").

1. DATE

- 1.1 The Offer is dated 29 June 2020.

2. OFFEROR AND ITS DIRECTORS

- 2.1 The name of the offeror is Centuria New Zealand Holdings Limited (Company Number 7868548).
- 2.2 The postal address of Centuria NZ is:
- Centuria New Zealand Holdings Limited
C/- Harmos Horton Lusk Limited
PO Box 28, Shortland Street
Auckland 1140
New Zealand
- 2.3 The electronic address of Centuria NZ is contactus@centuria.com.au.
- 2.4 The directors of Centuria NZ are:
- John Edward McBain
Jason Christopher Huljich
- 2.5 Centuria NZ and Centuria Capital Limited (ACN 095 454 336) (which is the ultimate parent of Centuria NZ and a constituent entity of ASX-listed Centuria) will become controllers of an increased percentage of voting securities in Augusta as a result of any acquisition made under the Offer.

3. TARGET COMPANY

- 3.1 The name of the target company is Augusta Capital Limited (Company Number 1873288).

4. OWNERSHIP OF EQUITY SECURITIES OF TARGET COMPANY

- 4.1 The table below sets out the number, designation and percentage of equity securities of any class of Augusta held or controlled by:
- (a) Centuria NZ (as offeror);
 - (b) any related company of Centuria NZ;
 - (c) any person acting jointly or in concert with Centuria NZ;
 - (d) any director of any of the persons described in paragraphs (a) to (c) above; and
 - (e) any other person holding or controlling 5% or more of the class, to the knowledge of Centuria NZ.

NAME	DESCRIPTION	NUMBER OF EQUITY SECURITIES HELD OR CONTROLLED	TYPE OF EQUITY SECURITY	PERCENTAGE OF CLASS
Centuria New Zealand Holdings Limited	Offeror	39,445,824	Ordinary Augusta Shares	23.27%
New Zealand Central Securities Depository Limited	Person holding or controlling 5% or more of the Augusta Shares	54,976,087 ²⁹	Ordinary Augusta Shares	32.43%
Rockridge Trustee Company Limited and Mark Edward Francis	Person holding or controlling 5% or more of the Augusta Shares	20,197,941 ³⁰	Ordinary Augusta Shares	11.91%
ANZ New Zealand Investments Limited, ANZ Bank New Zealand Limited and ANZ Custodial Services New Zealand Limited	Person holding or controlling 5% or more of the Augusta Shares	23,443,526 ³¹	Ordinary Augusta Shares	13.83%

Notes:

1. The percentage numbers are rounded to two decimal places.
2. The details have been obtained from substantial product holder disclosures and capital change notice disclosures made available to NZX prior to the Offer Date and as disclosed in the Augusta financial products register provided by Augusta in accordance with rule 42B of the *Takeovers Code (NZ)*, being the only such information within the knowledge of Centuria NZ.
3. The information in the table above is information known at the Offer Date.

4.2 Except for those persons who are specified in paragraph 4.1 of this Schedule One of this Offer Document as holding or controlling equity securities of Augusta, no person referred to in paragraphs 4.1(a) to 4.1(d) of this Schedule One of this Offer Document holds or controls equity securities of Augusta.

²⁹ As at 18 June 2020 and disclosed in the Augusta financial products register provided by Augusta in accordance with rule 42B of the *Takeovers Code (NZ)*.

³⁰ 5,454,545 Augusta Shares are held by Leveraged Equities Finance Limited.

³¹ 23,349,186 Augusta Shares are held by The New Zealand Guardian Trust Company Limited (16,929,125) and MFL Mutual Fund Limited (6,420,061) for and on behalf of ANZ New Zealand Investments Limited. 94,340 Augusta Shares are held by ANZ Custodial Services New Zealand Limited.

5. TRADING IN TARGET COMPANY EQUITY SECURITIES

- 5.1 The table below sets out the number and designation of each class of equity securities of Augusta acquired or disposed of by a person referred to in paragraphs 4.1(a) to 4.1(d) of this Schedule One of this Offer Document in the six months prior to the Offer Date as well as the date and consideration for each transaction. The total number of Augusta Shares acquired by Centuria NZ in such six month period is 39,445,824.

NAME	DATE OF TRANSACTION	NUMBER OF EQUITY SECURITIES	TYPE OF EQUITY SECURITY	ACQUISITION OR DISPOSAL	CONSIDERATION PER SECURITY
Centuria New Zealand Holdings Limited	5 May 2020	17,502,051	Fully paid ordinary shares	Acquisition by way of issue	\$0.55
Centuria New Zealand Holdings Limited	12 May 2020	17,219,642	Fully paid ordinary shares	Acquisition by way of issue	\$0.55
Centuria New Zealand Holdings Limited	26 May 2020	4,724,131	Fully paid ordinary shares	Acquisition by way of issue	\$0.55

- 5.2 Except for those persons who are specified in paragraph 5.1 as having acquired or disposed of equity securities in Augusta during the six month period before the Offer Date, no person referred to in paragraphs 4.1(a) to 4.1(d) of this Schedule One of this Offer Document has acquired or disposed of equity securities in Augusta during the six month period before the Offer Date.

6. AGREEMENTS TO ACCEPT OFFER

- 6.1 On the Effective Date, each of the parties set out in rows 1-12 of the table below entered into a lock-up agreement with Centuria NZ and between the Effective Date and the Offer Date, each of the parties listed in rows 13-15 of the table below entered into a lock-up agreement with Centuria NZ (together, the **"Lock-Up Agreements"**) pursuant to which the relevant holders (each, a **"Holder"**) have (subject to the terms of the Lock-Up Agreements) agreed to accept the Offer in respect of the Augusta Shares listed in the table below held or controlled by the relevant party.

	LOCK-UP PARTY (HOLDER)	EQUITY SECURITIES SUBJECT TO LOCK-UP AGREEMENT	PERCENTAGE OF CLASS (ORDINARY FULLY PAID SHARES) OR (AUGUSTA SHARES)
1	Rockridge Trustee Company Limited and Mark Edward Francis	20,197,941 Augusta Shares	11.91% of Augusta Shares
2	Kawaroa Trustees Limited	5,049,359 Augusta Shares	2.98% of Augusta Shares
3	Michael Walter Daniel, Michael Murray Benjamin and Nigel Geoffrey Ledgard Burton	3,000,000 Augusta Shares	1.77% of Augusta Shares
4	Phillip Michael Hinton, Robyn Kay Hinton and Stephen David Eichstaedt	1,983,232 Augusta Shares	1.17% of Augusta Shares
5	Reeve Anton Barnett	21,368 Augusta Shares	0.01% of Augusta Shares
6	Lacey Ellen Barnett	9,921 Augusta Shares	0.01% of Augusta Shares
7	John Kirkland Morrow, Jane Elizabeth Morrow and Michael Walter Daniel	228,947 Augusta Shares	0.14% of Augusta Shares
8	Morrow Equity Management Limited	68,684 Augusta Shares	0.04% of Augusta Shares
9	John Kirkland Morrow	76,315 Augusta Shares	0.05% of Augusta Shares
10	Cypress Capital Limited	1,422,640 Augusta Shares	0.84% of Augusta Shares
11	Tim Barry	75,000 Augusta Shares	0.04% of Augusta Shares
12	David Bayley	209,458 Augusta Shares	0.12% of Augusta Shares
13	Leveraged Equities Finance Limited	293,103 Augusta Shares	0.17% of Augusta Shares
14	Foster Capital NZ Limited	100,000 Augusta Shares	0.06% of Augusta Shares
15	Anthony Charles Mark Warner and Pamela Annette Warner	300,000 Augusta Shares	0.18% of Augusta Shares
	TOTAL	33,035,968 AUGUSTA SHARES	19.49% OF AUGUSTA SHARES

Note: The percentage numbers are rounded to two decimal places.

6.2 The material terms of the Lock-Up Agreements are:

- (a) With respect to Lock-Up Agreements by the Holders listed in rows 1 to 12 of the table above, Centuria NZ agreed that it will send a takeover notice to Augusta in compliance with rule 41 of the *Takeovers Code (NZ)* within one working day of the Lock-Up Agreement being signed.
- (b) Centuria NZ agreed that it will make the Offer in accordance with rules 43 and 43B of the *Takeovers Code (NZ)*.

- (c) Centuria NZ agreed to make the Offer on the terms, and subject to the conditions:
 - (i) with respect to Lock-Up Agreements by the Holders listed in rows 1 to 12 of the table above, attached to the Lock-Up Agreement; and
 - (ii) with respect to Lock-Up Agreements by the Holders listed in rows 13 to 15 of the table above, attached to the takeover notice sent to Augusta by Centuria NZ on 15 June 2020 in compliance with rule 41 of the *Takeovers Code (NZ)*.
- (d) Nothing in the Lock-Up Agreements affects the rights of Centuria NZ to waive or invoke any condition or other right included in the Offer Terms and Conditions in accordance with the *Takeovers Code (NZ)*.
- (e) Subject to the Offer being made by Centuria NZ in accordance with the Lock-Up Agreements, the relevant Holder has agreed to accept the Offer in respect of its Augusta Shares as set out in the table above by no later than the date which is two working days after the date of despatch of the Offer, as notified by Centuria NZ under rule 45 of the *Takeovers Code (NZ)* or, if later, then on the working day on which the Offer is received by the relevant Holder, by signing or procuring the signing of the Acceptance Form accompanying the relevant Offer Document and returning it in accordance with the terms of the Offer or by accepting the Offer using the online acceptance facility at www.augustatakeover.co.nz.
- (f) With respect to Lock-Up Agreements entered by Rockridge Trustee Company Limited and Mark Edward Francis, and Kawarua Trustees Limited, subject to the Offer being made by Centuria NZ in accordance with the Lock-Up Agreement and Centuria NZ declaring the Offer unconditional in all respects, the Holder will procure that its associate, Mark Francis or Bryce Barnett (as applicable) enter into a new employment agreement, in substantially the same form as entered on 29 January 2020 (subject to any amendments approved by Centuria NZ), if requested by Augusta to do so.
- (g) The relevant Holder agreed that it will not sell, transfer, grant or permit an encumbrance over, or otherwise dispose of an interest in, or control over, any of the relevant Holder's Augusta Shares.
- (h) The relevant Holder agreed that it would not invite, seek, solicit, encourage, initiate or otherwise facilitate any other person to acquire an interest or control over the relevant Holder's Augusta Shares, or to make, propose or announce:
 - (i) any direct or indirect acquisition of an interest in, or the right to acquire or have a direct or indirect economic interest in, any other person's Augusta Shares;
 - (ii) any direct or indirect acquisition of, or the right to acquire or have a direct or indirect economic interest in, all or a material part of the business and/or assets of Augusta and its subsidiaries;
 - (iii) a transfer of control of Augusta or a material part of the business of Augusta and its subsidiaries;
 - (iv) otherwise an acquisition of, or merger with, Augusta; or
 - (v) any other transaction which could reasonably be expected to be inconsistent with the Offer or result in Centuria NZ abandoning or failing to proceed with the Offer,

whether by way of an on-market or off-market purchase of Augusta Shares, stand

in the market, takeover offer, scheme of arrangement, capital reduction, buy-back of Augusta Shares, sale or purchase of assets, Augusta Share issue (or the issue or grant of options, convertible securities, performance rights or other rights or entitlements to Augusta Shares) or other recapitalisation, joint venture, insolvency proceeding, dual-listed company structure (or other synthetic merger) or other transaction or arrangement (a **"Prohibited Transaction"**).

- (i) The relevant Holder agreed that it will not provide any information of any nature to a third party for the purposes of encouraging or facilitating, or allowing that third party to consider, a Prohibited Transaction.
- (j) The relevant Holder agreed that it will not make any public statement supporting or endorsing a Prohibited Transaction.
- (k) The relevant Holder agreed that it will not do any act, matter or thing which is, or which may reasonably be expected to be, inconsistent with the Augusta Shareholder's obligations under subparagraphs (g) or (h).
- (l) Nothing in the Lock-Up Agreement prevents:
 - (i) the relevant Holder from exercising voting rights attaching to any Augusta Shares;
 - (ii) the relevant Holder from accepting the Offer in accordance with the Lock-Up Agreement;
 - (iii) the relevant Holder from transferring its Augusta Shares to Centuria NZ in accordance with the Offer;
 - (iv) any act, matter or thing undertaken by the relevant Holder with Centuria NZ's prior written approval; or
 - (v) any individual who represents the relevant Holder on the board of, or who is an officer of, Augusta from doing any act, matter or thing in his capacity as a director or officer of Augusta, provided that the relevant act, matter or thing does not result in a breach of law by Augusta.
- (m) The relevant Holder is entitled to terminate its Lock-Up Agreement if:
 - (i) Centuria NZ does not comply with its obligations under subparagraphs (a) and (b);
 - (ii) the Offer, when made, does not comply with subparagraph (c).
- (n) The Lock-Up Agreement will automatically terminate if:
 - (i) Centuria NZ withdraws the Offer in accordance with the *Takeovers Code (NZ)*; or
 - (ii) the Offer lapses for any reason, including if one of the conditions of the Offer is not satisfied by the Condition Date and the Offer lapses in accordance with the *Takeovers Code (NZ)*.

6.3 A copy of each Lock-Up Agreement with the Holders in rows 1 to 10 of the table above is attached to the substantial product holder notice filed by Centuria NZ with NZX on 15 June 2020 and can be found on the NZX website (www.nzx.com) under Augusta's NZX code "AUG". Lock-Up Agreements with the Holders in rows 11 to 15 will be attached to a subsequent substantial product holder notice filed by Centuria NZ with NZX if required by the Financial Markets Conduct Act 2013 (NZ).

7. ARRANGEMENTS TO PAY CONSIDERATION

- 7.1 Centuria NZ confirms that resources will be available to it sufficient to meet the consideration to be provided on full acceptance of the Offer and to pay any debts incurred in connection with the Offer (including the debts arising under sections 47 to 53 of the *Takeovers Act 1993 (NZ)*).
- 7.2 A statement setting out the rights of each holder of Augusta Shares under rule 34 of the *Takeovers Code (NZ)* is set out in paragraph 4.3 of the Offer Terms and Conditions.

8. ARRANGEMENTS BETWEEN OFFEROR AND TARGET COMPANY

- 8.1 On 20 June 2018, Centuria Funds Management Limited and Augusta entered into a confidentiality agreement under which each party agreed to keep confidential information disclosed to each other in respect of a potential transaction.
- 8.2 On 29 January 2020, Centuria Platform Investments Pty Limited, CFML, CCL and Augusta entered into a bid implementation agreement ("**BIA**"). Among other matters, the terms of the BIA included that:
- (a) Centuria NZ agreed to send a takeover notice to Augusta in accordance with rule 41 of the *Takeovers Code (NZ)*;
 - (b) Centuria NZ agreed to make a takeover offer on agreed offer terms set out in the BIA; and
 - (c) Centuria NZ and Augusta agreed to use reasonable endeavours and commit necessary resources to implement the takeover offer contemplated by the BIA.
- 8.3 The full BIA was disclosed to ASX by Centuria on 29 January 2020, and can be found at the ASX website, www.asx.com.au under the ASX code 'CNI'. On 26 March 2020, the BIA was terminated in accordance with its terms.
- 8.4 Except as set out in paragraphs 8.1 and 8.2 of this Schedule One of this Offer Document, no agreement or arrangement (whether legally enforceable or not) has been made, or is proposed to be made, between Centuria NZ or any of its associates, and Augusta or any related company of Augusta, in connection with, in anticipation of, or in response to, the Offer.

9. ARRANGEMENTS BETWEEN OFFEROR, AND DIRECTORS AND SENIOR MANAGERS OF TARGET COMPANY

- 9.1 Centuria NZ is party to Lock-Up Agreements, the material terms of which are set out in paragraph 6.2 of this Schedule One of this Offer Document with, or interests associated with, the following directors and senior managers of Augusta:
- (a) Mark Francis; and
 - (b) Bryce Barnett.
- 9.2 Except as set out in paragraph 9.1 of this Schedule One of this Offer Document, no agreement or arrangement (whether legally enforceable or not) has been made, or is proposed to be made, between Centuria NZ or any associates of Centuria NZ, and any of the directors or senior managers of Augusta or of any related company of Augusta (including any payment or other benefit proposed to be made or given by way of compensation for loss of office, or as to their remaining in or retiring from office) in connection with, in anticipation of, or in response to, the Offer.

10. FINANCIAL ASSISTANCE

- 10.1 No agreement or arrangement has been made, or is proposed to be made, under which Augusta or any related company of Augusta will give (directly or indirectly) financial assistance for the purpose of, or in connection with, the Offer.

11. INTENTIONS ABOUT MATERIAL CHANGES TO TARGET COMPANY

- 11.1 Centuria NZ's intentions in respect of the particulars listed below are set out in paragraph 11.2 of this Schedule One of this Offer Document:
- (a) material changes to the business activities of Augusta or its subsidiaries;
 - (b) material changes to the material assets of Augusta or its subsidiaries;
 - (c) material changes to the capital structure of Augusta (including Augusta's dividend policy, raising capital, and taking on debt); and
 - (d) any other information about the likelihood of changes to Augusta or its subsidiaries that could reasonably be expected to be material to the making of a decision by an offeree to accept or reject the Offer.
- 11.2 Centuria NZ's intentions in respect of the particulars listed in paragraph 11.1 of this Schedule One of this Offer Document are:

Current entitlement to Board representation

- (a) Centuria NZ participated in Augusta's May 2020 capital raising and, following that capital raising, Centuria NZ held 23.3% of the Augusta Shares at the Offer Date. Under the terms on which Centuria NZ agreed to participate in Augusta's capital raising, Augusta agreed to appoint a representative of Centuria to the board of Augusta (following appointment that representative will be subject to the director election provisions of the NZX Listing Rules which, amongst other things, provide that the appointee must stand for election by Augusta Shareholders at Augusta's next annual meeting). If the Offer is not declared unconditional, Centuria NZ will seek to participate in decisions relating to Augusta, and its future, through its representative on the board of Augusta.

Compulsory acquisition intentions

- (b) If Centuria NZ becomes entitled to invoke the compulsory acquisition provisions of the *Takeovers Code (NZ)*, it intends to compulsorily acquire all of the outstanding Augusta Shares and to procure that Augusta applies for Augusta to be de-listed from the NZX Main Board.

Intentions if the Offer does not result in compulsory acquisition

- (c) If Centuria NZ does not receive sufficient acceptances under the Offer to enable the compulsory acquisition provisions of the *Takeovers Code (NZ)* to be invoked but declares the Offer unconditional, Centuria NZ will seek appropriate representation on the board of Augusta (having regard to its holding of Augusta Shares as a result of the Offer) and will participate in decisions relating to Augusta, and its future, through its representatives on the board of Augusta.

Plans for Augusta after the Offer

- (d) Centuria NZ's current intention is to continue to carry out the business activities of Augusta and its subsidiaries in line with how it had been operated to date prior to COVID-19, but to add value by drawing on Centuria's expertise and experience to improve existing systems and processes, and by utilising Centuria's substantially larger balance sheet to allow Augusta to accelerate its growth as a leading New Zealand property funds manager.
- (e) Following the Offer and a detailed review of the Augusta business (having regard to all material facts and circumstances), Centuria NZ will review the capital structure of Augusta (including Augusta's dividend policy, raising capital, and taking on debt). No decision has yet been made on any material changes in relation to these matters.
- (f) If the Offer becomes unconditional but Centuria NZ does not receive sufficient acceptances under the Offer to enable it to compulsorily acquire the Augusta Shares of the remaining Augusta Shareholders who have not accepted the Offer under the *Takeovers Code (NZ)*, the extent to which Centuria NZ will be able to implement its intentions as described above in relation to the Augusta Group will be subject to:
 - (i) the outcome of the Offer and the size of Centuria NZ's shareholding in Augusta at that time;
 - (ii) limitations or restrictions contained in the *Companies Act 1993 (NZ)* and the NZX Listing Rules, in particular in relation to related party transactions and conflicts of interest; and
 - (iii) the legal obligations and duties of the directors and officers of Augusta.

Centuria NZ reserves the right to take other actions

- (g) The above statements of intention represent Centuria NZ's current intentions in relation to the Augusta Group's business based on information that is known to Centuria NZ at the time of preparation of this Offer Document. Centuria NZ reserves the right to take any other action or pursue any other strategy in relation to the Augusta Group's business depending on the business and economic environment and any other relevant circumstances applicable after the Offer closes.

- 11.3 The statements made by Centuria NZ under paragraph 11.2 of this Schedule One of this Offer Document are consistent with any information that has been given by Centuria NZ to any regulatory body (in New Zealand or in an overseas jurisdiction) in relation to the Offer.

12. PRE-EMPTION CLAUSES IN TARGET COMPANY'S CONSTITUTION

- 12.1 There are no restrictions contained in the constitution of Augusta on the right to transfer equity securities to which the Offer relates which have the effect of requiring the holders of such equity securities to offer such equity securities for purchase to members of Augusta or to any other person before transferring such equity securities.

13. ESCALATION CLAUSES

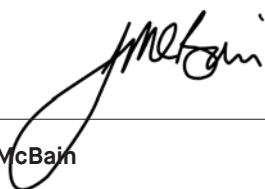
- 13.1 There is no agreement or arrangement (whether legally enforceable or not) to which Centuria NZ or any of its related entities is a party, under which any existing holder of equity securities in Augusta will or may receive in relation to, or as a consequence of, the Offer, any additional consideration or other benefit over and above the consideration set out in the Offer, or under which any prior holder of equity securities in Augusta will or may receive any consideration or other benefit as a consequence of the Offer.

14. CLASSES OF FINANCIAL PRODUCTS

- 14.1 No report is required under rule 22 of the *Takeovers Code (NZ)* (which, if the offer is for more than one class of financial products, requires a report by an independent adviser on the fairness and reasonableness of the consideration and terms of the offer as between different classes of financial products).

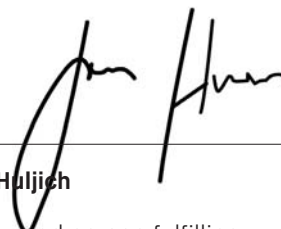
15. CERTIFICATE

- 15.1 To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying the Offer Document is, in all material respects, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by Centuria NZ, as offeror, under the *Takeovers Code*.



John McBain

Director, and person fulfilling
the role of joint Chief Executive
Officer, of Centuria New Zealand
Holdings Limited



Jason Huljich

Director, and person fulfilling
the role of joint Chief Executive
Officer, of Centuria New Zealand
Holdings Limited



Simon Holt

Person fulfilling the role of Chief
Financial Officer of Centuria New
Zealand Holdings Limited

SCHEDULE TWO

Financial Markets Conduct (Centuria Capital Group) Exemption Notice 2020 disclosures

The FMA has granted Centuria NZ the FMC Exemption Notice, which exempts Centuria Capital Limited and Centuria Funds Management Limited as responsible entity of the CNI Fund from Parts 3 and 4 of the *Financial Markets Conduct Act 2013 (NZ)* in respect of the offer of Centuria Stapled Securities as consideration under the Offer. The exemption is subject to conditions that require this Offer Document to disclose certain information.

Further information in respect of Centuria (paragraph 6(h), FMC Exemption Notice)

- 1.1 Further information in respect of Centuria may be obtained from the ASX website at: <https://www.asx.com.au/asx/share-price-research/company/CNI> and Centuria's website at: www.centuria.com.au.

Notice to ASX (paragraphs 6(e) and 6(g)(iv), FMC Exemption Notice)

- 1.2 On 29 June 2020 (being within 24 hours before Centuria NZ made the Offer), Centuria released a notice to ASX in accordance with paragraph 6(e) of, and Schedule 1 to, the FMC Exemption Notice:
- (a) stating that the Offer is being made to Augusta Shareholders in reliance on the exemptions in the FMC Exemption Notice;
 - (b) stating that the notice was given under paragraph 6(e) of the FMC Exemption Notice;
 - (c) stating that, at the date of the notice:
 - (i) Centuria was in compliance with:
 - (A) its Australian continuous disclosure obligations; and
 - (B) its 'Australian financial reporting obligations'; and
 - (ii) there was no 'excluded information' in respect of Centuria, as those terms are defined in the FMC Exemption Notice; and
 - (d) confirming that the Offer and acquisition of Centuria Stapled Securities contemplated by the Offer will not have any potential effect on the control of Centuria.

Purpose and effect of the Offer (paragraph 6(g)(i), FMC Exemption Notice)

- 1.3 The purpose of the Offer is for Centuria NZ to acquire all of the Augusta Shares.
- 1.4 The effect of the Offer, if it is completed, is that Augusta will become a subsidiary, and be under the control, of Centuria NZ and Centuria.
- 1.5 If Centuria NZ receives acceptances to the Offer for Augusta Shares that will result in Centuria NZ holding 90% or more of the voting rights in Augusta and the Offer is declared unconditional, Centuria NZ intends to compulsorily acquire the remaining Augusta Shares. If this occurs, Augusta will become a wholly owned subsidiary of Centuria NZ.
- 1.6 If Centuria NZ receives acceptances to the Offer for Augusta Shares that will result in Centuria NZ holding more than 50% but less than 90% of the voting rights in Augusta and the Offer is declared unconditional, Augusta will become a partial subsidiary of Centuria NZ and Centuria. If this occurs, Centuria NZ and Centuria's level of control over Augusta will depend on the level of ownership of Augusta Shares that Centuria NZ acquires under the Offer.

Steps to complete the Offer (paragraph 6(g)(ii), FMC Exemption Notice)

1.7 For the Offer to be completed:

- (a) Augusta Shareholders holding sufficient Augusta Shares to satisfy the minimum acceptance condition in paragraph 7.1 of the Offer Terms and Conditions must accept the Offer in accordance with the Offer Terms and Conditions;
- (b) the other conditions of the Offer set out in paragraph 7.2 of the Offer Terms and Conditions must be satisfied or waived (to the extent capable of waiver); and
- (c) if the Offer is declared unconditional, Centuria NZ must pay the consideration for the Augusta Shares in accordance with paragraphs 2, 3, 4 and 8 of the Offer Terms and Conditions.

Nature of and rights attached to Centuria Stapled Securities (paragraph 6(g)(iii), FMC Exemption Notice)

1.8 A summary of the nature of and rights attached to Centuria Stapled Securities is included in Schedule Four to this Offer Document.

1.9 As noted in Schedule Four, the Centuria Stapled Securities are 'stapled'. This means that the securities comprising the Centuria Stapled Securities are linked together to ensure that they are treated as one security, to the extent permitted by law. The securities comprising the Centuria Stapled Securities can only be dealt with together; one cannot be sold or transferred separately from the other.

Comparison and description of the rights, protections and obligations that result from holding Centuria Stapled Securities and those that result from holding Augusta Shares (paragraph 6(g)(v), FMC Exemption Notice)

1.10 A comparison and description of the rights, protections and obligations that result from holding Centuria Stapled Securities and those that result from holding Augusta Shares is set out in Schedule Four to this Offer Document.

Governance arrangements, directors and senior managers of Centuria Capital Limited and Centuria Funds Management Limited (paragraph 6(g)(vi), FMC Exemption Notice)

1.11 A description of the governance arrangements of the Centuria Capital Group is included in Schedule Five to this Offer Document and the names of the directors and senior managers of Centuria Capital Limited and Centuria Funds Management Limited are set out in the "About the Centuria Capital Group (Centuria)" section of this Offer Document.

Centuria Capital Group business overview (paragraph 6(g)(vii), FMC Exemption Notice)

1.12 An overview of the business of the Centuria Capital Group is set out in the "About the Centuria Capital Group (Centuria)" section of this Offer Document.

Audited financial statements (paragraph 6(g)(viii), FMC Exemption Notice)

1.13 Information about the most recent audited consolidated financial statements for the Centuria Capital Group is set out in the "About the Centuria Capital Group (Centuria)" section of this Offer Document.

Key risks (paragraph 6(g)(ix), FMC Exemption Notice)

1.14 Information about what the Centuria Capital Group considers to be the key risks associated with Augusta Shareholders electing to receive Centuria Stapled Securities as consideration under the Offer is set out in the "About the Centuria Capital Group (Centuria)" section of this Offer Document.

Tax (paragraph 6(g)(x), FMC Exemption Notice)

- 1.15 Augusta Shareholders should satisfy themselves as to the tax implications of investing in an Australian company and an Australian managed investment scheme.
- 1.16 The taxation implications of the Offer will vary depending upon your particular circumstances. Accordingly, you should seek and rely upon your own professional advice before concluding on the particular taxation treatment that will apply to you.
- 1.17 Set out below and in Schedule Four to this Offer Document is a summary of the potential tax implications of the Offer for Augusta Shareholders ("**NZ Augusta Shareholders**") that are residents of New Zealand for tax purposes.
- 1.18 The below taxation summary and the taxation summary in Schedule Four:
- (a) is necessarily general in nature and is not exhaustive of all Australian and New Zealand tax consequences that could apply in all circumstances for NZ Augusta Shareholders;
 - (b) does not constitute legal, tax or financial product advice; and
 - (c) is confined to taxation issues and is only one of the matters you need to consider when making a decision about your investments.
- 1.19 It is strongly recommended that each NZ Augusta Shareholder seeks their own independent professional tax advice applicable to their particular circumstances.

New Zealand Tax

Transfer of Augusta Shares by NZ Augusta Shareholders

- 1.20 The NZ Augusta Shareholders will dispose of the Augusta Shares in consideration for Centuria Stapled Securities and cash. The tax treatment of gains (or losses), equivalent to cash received and/or market value of Centuria Stapled Securities, arising on disposal of the Augusta Shares will depend on whether the NZ Augusta Shareholders have held the Augusta Shares on capital or revenue account.
- 1.21 If the Augusta Shares were held on revenue account, gains on disposal will be subject to tax at the NZ Augusta Shareholder's marginal income tax rate (losses could be offset against other items of income). Broadly, an Augusta Share will be held on revenue account, if the Augusta Shareholder:
- (a) derives an amount from the sale of investments from carrying on or carrying out a profit-making undertaking or scheme;
 - (b) acquired the investments for the purpose of disposing of them;
 - (c) is engaged in the business of dealing in investments of this nature; or
 - (d) the investments are otherwise held on revenue account.
- 1.22 Where Augusta Shares are held on capital account, any gains on disposal or redemption of Augusta Shares will not be taxable. Such classification is fact-specific and may vary on a case-to-case basis. NZ Augusta Shareholders should retain appropriate documentation which may support the capital or revenue classification of their Augusta Shares.

Going forward

- 1.23 Going forward (on receipt of Centuria Stapled Securities), NZ Augusta Shareholders are likely to be taxed under the Foreign Investment Fund ("**FIF**") regime in respect of the Centuria Stapled Securities, subject to conditions. For further information on the tax implications associated with Centuria Stapled Securities (under the FIF regime or otherwise) see the "Taxation" row in the "Centuria Stapled Securities" column of Schedule Four of this Offer Document.

Australian Tax

- 1.24 The below provides a general summary of the Australian income tax, capital gains tax ("**CGT**"), goods and services tax ("**GST**") and stamp duty implications of the Offer for NZ Augusta Shareholders that will hold the Centuria Stapled Securities on capital account.
- 1.25 The below comments from paragraph 1.26 to 1.35 of this Schedule Two of this Offer Document do not apply to you if you:
- (a) are not a resident of New Zealand for tax purposes;
 - (b) hold your Centuria Stapled Securities as revenue assets or trading stock;
 - (c) are subject to the taxation of financial arrangements (the 'TOFA provisions') in Division 230 of the *Income Tax Assessment Act 1997 (Australia)* in relation to the Centuria Stapled Securities; or
 - (d) acquired the Centuria Stapled Securities in respect of which the Offer is issued under any employee share scheme or where the Centuria Stapled Securities are acquired pursuant to any employee share scheme.

Acquisition of Centuria Stapled Securities

- 1.26 On NZ Augusta Shareholders receiving Centuria Stapled Securities, each of the securities comprising the Centuria Stapled Securities will constitute a separate asset for CGT purposes (i.e. the fully paid ordinary share in CCL and the fully paid unit in the CNI Fund are each treated as a separate CGT asset).
- 1.27 The total cost base (and reduced cost base) of the Centuria Stapled Securities should be equal to the Offer price (plus certain non-deductible incidental costs incurred in acquiring the Centuria Stapled Securities) that is attributable to the Centuria Stapled Securities. The total cost base (and reduced cost base) should be allocated across the securities that comprise the Centuria Stapled Securities on a reasonable basis.
- 1.28 Each of the securities comprising the Centuria Stapled Securities will be taken to be acquired on the day the NZ Augusta Shareholders validly accept the Offer under the terms of the Offer, to the extent the NZ Augusta Shareholder receives Centuria Stapled Securities under the Offer.
- 1.29 No Australian GST or stamp duty should be payable by NZ Augusta Shareholders in respect of the acquisition of Centuria Stapled Securities under the Offer.

Distributions on new Centuria Stapled Securities

- 1.30 In relation to distributions made on CCL Shares:
- (a) Unfranked dividend distributions should be subject to a default dividend withholding tax at 30%. If the Australia and New Zealand Double Tax Agreement applies, the dividend withholding tax rate may be 15%, 5% or 0% depending on the specific circumstances of the NZ Augusta Shareholder.

- (b) Fully franked dividend distributions should not be subject to any dividend withholding tax.
- (c) Returns of capital should not be subject to any withholding tax. However in certain circumstances, section 45B of the *Income Tax Assessment Act 1936 (Cth)* (Australia) can apply to treat certain amounts (i.e. a return of capital) as unfranked dividend distributions for tax purposes (i.e. as a 'deemed dividend'), which would be subject to dividend withholding tax.

1.31 In relation to distributions made on CNI Units:

- (a) The responsible entity of the CNI Fund, CFML, has made an irrevocable election to adopt the Attribution Managed Investment Trust ("**AMIT**") regime. CFML as the responsible entity of the CNI Fund intends to attribute the taxable income of the CNI Fund to its unitholders on a fair and reasonable basis each income year.
- (b) On the basis that the CNI Fund undertakes only eligible investment business activities (i.e. passive investment activities such as investing in land for the purpose/primarily for the purpose of deriving rent), the CNI Fund should retain its flow-through tax treatment.
- (c) In respect of each income year, distributions received by a NZ Augusta Shareholder should be subject to a final withholding tax depending on the nature of the income, as follows.
 - (i) To the extent the distribution to a NZ Augusta Shareholder comprises of a fund payment (e.g. rental income), this will be subject to a final 15% Managed Investment Trust ("**MIT**") withholding tax. A fund payment is generally defined as the taxable income of the trust excluding dividends, interest, royalty, non-Australian sourced income, capital gains or capital loss from a CGT event that relate to a CGT asset that is not taxable Australian property and any deductions relating to these excluded amounts.
 - (ii) To the extent the distribution to a NZ Augusta Shareholder comprises of dividend income, the income tax treatment will generally be the same as the income tax treatment of dividend distributions on CCL Shares above.
 - (iii) To the extent the distribution to a NZ Augusta Shareholder comprises of interest income, this income will be subject to a default 10% withholding tax.
 - (iv) To the extent the distribution to a NZ Augusta Shareholder comprises of royalty income, this income will be subject to a default 30% withholding tax. If the Australia and New Zealand Double Tax Agreement applies, the royalty withholding tax rate may be reduced to 5%.

The composition between fund payment amounts, dividend income, interest income or royalty income for each distribution made by Centuria will be outlined in a Fund Payment Notice to be published on Centuria's website in accordance with Subdivision 12-H of the *Taxation Administration Act 1953 (Australia)*.

- (d) The cost base of the CNI Units to be held by a NZ Augusta Shareholder should increase where the cash distribution made by CNI Fund is less than the taxable income attributed to the NZ Augusta Shareholder for the relevant period. Conversely, the cost base of the CNI Units should reduce where the taxable income attributed is less than the cash distribution for the same period (i.e. a non-assessable distribution). The cost base and reduced cost base of the CNI Units should be reduced by the amount of the non-assessable payment. In the event that the non-assessable distribution exceeds a NZ Augusta Shareholder's cost base in their CNI Units, a capital gain should arise and the cost base (and reduced cost base) of the CNI Units are reduced to nil.

Disposal of Centuria Stapled Securities

- 1.32 On disposal of a Centuria Stapled Security, you will make a capital gain if the capital proceeds on disposal exceed the total cost base of the Centuria Stapled Security. You will make a capital loss if the capital proceeds are less than the total reduced cost base of the Centuria Stapled Security.
- 1.33 As each individual security comprising a Centuria Stapled Security is a separate CGT asset, the disposal of a Centuria Stapled Security will constitute a disposal, for CGT purposes, of each individual security (i.e. the CCL Shares and the CNI Units) comprising that Centuria Stapled Security. Accordingly, the capital proceeds referable to the disposal of each individual security will need to be determined by apportioning the total capital proceeds received in respect of the disposal of the Centuria Stapled Securities on a reasonable basis. One reasonable way to determine the allocation of capital proceeds is to apply a Net Tangible Asset approach in respect of the CCL Shares and CNI Units. Information is included on Centuria's website to assist with calculating the apportionment in line with this approach.
- (a) In relation to the disposal of CCL Shares, any capital gain or capital loss may be disregarded to the extent the CCL Shares are not considered taxable Australian property.
- (b) In relation to the disposal of CNI Units, any capital gain or capital loss should not be able to be disregarded as the CNI Units are likely to be considered taxable Australian property.
- 1.34 The CGT discount should generally not be applicable for NZ Augusta Shareholders to the extent they are an individual and not an Australian tax resident at any point in time during the period in which they hold the Centuria Stapled Securities.
- 1.35 If a capital loss arises on disposal of the Centuria Stapled Securities, the capital loss can only be used to offset capital gains. The capital loss cannot be used to offset ordinary income. However, the capital loss can be carried forward to use in future income years if the loss cannot be used in a particular income year, provided (in the case of a corporate investor) certain tests are satisfied.

SCHEDULE THREE

Australian regulatory notices and disclosures

This Schedule Three of this Offer Document sets out information for the purposes of Australian law and regulations.

Centuria Stapled Securities

Centuria is a "disclosing entity" for the purposes of the *Corporations Act (Australia)* and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed entities, Centuria is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Centuria Stapled Securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to Centuria which has been notified to ASX you should therefore have regard to the other publicly available information in relation to Centuria before making a decision whether or not to accept the Offer and receive Centuria Stapled Securities as consideration.

Each of CCL and CFML (in relation to the CNI Fund), is a disclosing entity under the *Corporations Act (Australia)* and:

1. it is subject to regular reporting and disclosure obligations;
2. copies of documents lodged with the ASIC in relation to Centuria may be obtained from, or inspected at, the offices of the ASIC; and
3. it will provide a copy of each of the following documents, to any person on request after the date of issue of this Offer Document:
 - (a) the 2019 Centuria annual financial report lodged by Centuria on 13 August 2019;
 - (b) the half-year financial report to 31 December 2019 lodged by Centuria on 12 February 2020; and
 - (c) any continuous disclosure documents given by Centuria to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the *Corporations Act (Australia)* after the lodgement of the 2019 Centuria annual report.

Copies of all documents lodged with the ASIC in relation to Centuria can be obtained free of charge from Centuria's registered office during normal office hours.

General

The Centuria Stapled Securities offered pursuant to this Offer Document will be issued on the Offer Terms and Conditions.

The Offer is only available to those who are eligible to accept the Offer.

Applications for Centuria Stapled Securities offered pursuant to this Offer Document can only be submitted on an Acceptance Form.

Under the *Takeovers Code (NZ)*, Centuria Stapled Securities issued as consideration for the acquisition of Augusta Shares under the Offer must be issued within five working days after the later of the date on which the Offer is declared unconditional and the date on which Centuria NZ receives your acceptance of the Offer.

ASX

CCL and CFML will apply to ASX for quotation of the new Centuria Stapled Securities offered by this Offer Document on ASX.

A decision by ASX to grant official quotation of the new Centuria Stapled Securities is not to be taken in any way as an indication of ASX's view as to the merits of CNI or its subsidiaries or of the new Centuria Stapled Securities.

Not investment advice

The information contained in this Offer Document is not financial product advice and does not take into account the investment objectives, financial situation and particular needs (including financial and tax issues) of any prospective investor. You should seek professional investment advice before subscribing for Centuria Stapled Securities under this Offer Document.

Consider the risks of acquiring Centuria Stapled Securities

It is important that you read this Offer Document carefully and in full before deciding whether or not to accept the Offer. There are risks associated with an investment in Centuria. The Centuria Stapled Securities offered under this Offer Document carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Centuria Stapled Securities. Some of the key risk factors that should be considered by Augusta Shareholders who are considering whether to accept the Offer and receive Centuria Stapled Securities are set out in the "About the Centuria Capital Group (Centuria)" section of this Offer Document. You should consider these factors carefully in light of your investment objectives, financial situation and particular needs (including financial and taxation issues). There may be risk factors in addition to these that should be considered in light of your personal circumstances. If you have any queries in connection with this Offer Document or in relation to an investment in Centuria, you should seek advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether or not to accept the Offer and receive Centuria Stapled Securities as consideration.

Neither CCL nor CFML (in relation to the CNI Fund) takes into account labour standards or environmental, social or ethical considerations in the selection, retention or realisation of their investments.

Updated information

The information in this Offer Document is up to date at the time of preparation. However, some information in this Offer Document can change from time to time. If a change is materially adverse, then Centuria will provide supplementary information.

We will send you a copy of the updated information free of charge upon request.

We suggest you retain a copy of this Offer Document and any supplementary information for future reference.

Selling restrictions in foreign jurisdictions

This Offer Document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify this Offer Document, the Centuria Stapled Securities or the Offer, or to otherwise permit a public offering of Centuria Stapled Securities, in any jurisdiction outside Australia or New Zealand.

The distribution of this Offer Document outside Australia or New Zealand may be restricted by law and persons who come into possession of this Offer Document outside Australia or New Zealand should seek advice on, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Cooling off rights

Cooling off rights do not apply to any Centuria Stapled Securities offered under this Offer Document.

Dispute resolution

Centuria and its related entities are committed to striving for excellence in relation to its products and services and want to ensure that they respond to customers' concerns as quickly and efficiently as possible. Despite Centuria's best endeavours, it realises that complaints will occur from time to time and, to this end, has in place comprehensive internal and external complaints resolution processes to ensure they are resolved with minimum inconvenience to all parties.

If you have a complaint, please contact Centuria on **+61 2 8923 8923** for New Zealand investors and **(02) 8923 8923** for Australian investors. Centuria will either try to resolve your complaint or put you in contact with someone who is better placed to resolve the complaint. If you are not satisfied with the response you receive, you may write to Centuria at:

Centuria Capital Group
Complaints Resolution Process
Level 41, Chifley Tower
2 Chifley Square
SYDNEY NSW 2000

Email: compliance@centuria.com.au

Please provide the reason for your complaint and any additional details and we will attempt to resolve the matter and respond within five business days of receipt.

If you are not satisfied with the response we provide you in respect of your complaint, you may contact the Australian Financial Complaints Authority. Its contact details are:

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001

Telephone: 1800 931 678

Calls from an international number add "+61"
International calls may incur a charge from your carrier

Email: info@afca.org.au

Website: www.afca.org.au

Please note that a complaint must have gone through Centuria's complaints handling process before it can be referred to the Australian Financial Complaints Authority.

Expert consents

Each of the persons referred to in the Directory:

- (a) has given and has not, before the date of lodgement of this Offer Document with ASX withdrawn their written consent:
 - i. to be named in this Offer Document in the form and context which it is named; and
 - ii. where applicable, to the inclusion in this Offer Document of the statements made or statements based on statements made by that person in the form and context in which it appears in this Offer Document;
- (b) has not caused or authorised the issue of this Offer Document; and
- (c) other than Ernst & Young in relation to tax matters, has not made any statement in this Offer Document or any statement on which a statement in this Offer Document is based.

SCHEDULE FOUR

Description and comparison of the rights, protections and obligations of Augusta Shares and Centuria Stapled Securities

A Centuria Stapled Security consists of a CCL Share stapled to a CNI Unit. The rights, protections and obligations attaching to Centuria Stapled Securities are set out in the Centuria Constitutions, the *Corporations Act (Australia)* and the ASX Listing Rules.

Set out below is a comparison and description of the rights, protections and obligations that result from holding Centuria Stapled Securities with those that result from holding Augusta Shares.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
SECURITY	Fully paid ordinary shares (" Augusta Shares ").	Fully paid stapled securities (" Centuria Stapled Securities "), each comprising: - one CCL Share; and - one CNI Unit (which is a registered managed investments scheme for the purposes of the <i>Corporations Act (Australia)</i>).
ISSUER	The issuer of Augusta Shares is Augusta	The issuers of the components of the Centuria Stapled Securities are: - the issuer of CCL Shares is CCL; and - the issuer of CNI Units is CFML as the responsible entity of CNI Fund.
STAPLING	Not applicable.	The components of a Centuria Stapled Security, a CCL Share and a CNI Unit, are 'stapled'. This means they are linked together so that one component cannot be sold, transferred or otherwise dealt with without the other.
UNSTAPLING	Not applicable.	CFML may by written notice declare that stapling ceases to apply to some or all of the CNI Units. Holders of CNI Units may, by special resolution, determine that stapling will cease to apply to some or all of the CNI Units. In addition, stapling will automatically cease to apply to all CNI Units if: - the CNI Fund is terminated by winding up; - the CCL Shares to which the CNI Units are stapled cease for any reason to be transferable only with CNI Units; or - the law prohibits the stapling.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
		If stapling ceases to apply to a CNI Unit, the clauses in the CNI Fund constitution which provide the consequences of stapling cease to operate in respect of that CNI Unit. If stapling ceases to apply to all CNI Units, CFML must do everything reasonably necessary to give effect to the cessation of stapling including: • amending any records of the managed investment scheme; • transferring any property or paying any tax; and • giving directions or consents to Centuria.
LISTING AND QUOTATION	Augusta is listed by NZX Limited and Augusta Shares are quoted on the NZX Main Board under the NZX code 'AUG'.	Centuria Capital Group is listed by ASX Limited and Centuria Stapled Securities are quoted by ASX under the ASX code 'CNI'.
TRADING	Augusta Shares may be traded through NZX and may also be transferred off-market, in each case subject to compliance with applicable New Zealand law (such as the <i>Takeovers Code (NZ)</i> and the <i>Overseas Investment Act 2005 (NZ)</i>) and the minimum holding restrictions in the NZX Listing Rules.	Centuria Stapled Securities may be traded through ASX and may also be transferred off-market, subject to compliance with applicable Australian law. The components of Centuria Stapled Securities, in CCL Shares and CNI Units, are 'stapled' together (see "Stapling" above) and cannot be traded separately from each other. If you wish to trade the Centuria Stapled Securities through ASX, you will have to make arrangements for a participant in that market to sell the Centuria Stapled Securities on your behalf. The way in which ASX operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial products markets that operate in New Zealand.
TERMS OF ISSUE	The rights and obligations attaching to Augusta Shares are set out in the constitution of Augusta and the <i>Companies Act 1993 (NZ)</i> .	The rights and obligations attaching to CCL Shares are set out in the constitution of CCL and in the <i>Corporations Act (Australia)</i>. The rights and obligations attaching to CNI Units are set out in the constitution of the CNI Fund and in the <i>Corporations Act (Australia)</i>. While Centuria is admitted to the ASX's Official List, then despite anything in the Centuria Constitutions, if the ASX Listing Rules prohibit an act being done, the act must not be done.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
		If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the ASX Listing Rules require the Centuria Constitutions to contain a provision they are deemed to contain that provision.
GENERAL RIGHTS	Augusta Shares have the following rights: - the right to receive notice of, and to attend and vote at, all shareholder meetings of Augusta; - the right to receive dividends / distributions to the extent authorised by the board of Augusta; and - on a winding up / liquidation to participate equally in the net proceeds.	Subject to the Centuria Constitutions, Centuria Stapled Securities have the following rights: - to receive notice and to attend and vote at all general meetings of Centuria; - to receive dividends / distributions; and - on a winding up / termination to participate equally in the net proceeds. The beneficial interest in the CNI Fund is divided into units. Each CNI Unit confers on its holder an undivided interest in the CNI Fund. It confers an interest in the CNI Fund's assets as a whole and not an interest in any particular asset.
VOTING RIGHTS	Each Augusta Share confers the right to cast one vote on a poll at a meeting of the holders of Augusta Shares, including on a resolution to: - appoint or remove a director of Augusta; - appoint or remove an auditor of Augusta; - amend or revoke the constitution of Augusta; - approve a major transaction for the purposes of section 129 of the <i>Companies Act 1993 (NZ)</i>; and - appoint a liquidator to Augusta. Voting rights are subject to various restrictions imposed by the NZX Listing Rules, the <i>Companies Act 1993 (NZ)</i>, the <i>Takeovers Code (NZ)</i> and the constitution of Augusta.	Each CCL Share confers the right to cast one vote on a poll at a meeting of the holders of CCL Shares, including on a resolution to: - appoint or remove a director of CCL; - appoint or remove an auditor of CCL; - amend or revoke the constitution of CCL; and - appoint a liquidator to CCL. A CNI Unitholder has one vote on a show of hands and one vote per Australian dollar of value of their CNI Units on a poll. Voting rights are subject to various restrictions imposed by the ASX Listing Rules, the <i>Corporations Act (Australia)</i> and the Centuria Constitutions.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
DISTRIBUTION RIGHTS	An Augusta Share confers the right to: - an equal share in dividends authorised by the board of Augusta; and - an equal share in the distribution of surplus assets on the liquidation of Augusta (subject to a special resolution of holders of Augusta Shares). The board of Augusta may authorise a dividend only if the board is satisfied that, immediately after the dividend, the company will satisfy the solvency test (in broad terms, the company's assets must exceed its liabilities (including contingent liabilities) and the company must be able to pay its debts as they come due in the normal course of business). Subject to limited exceptions, the board of Augusta cannot authorise a dividend in respect of some but not all shares of the same class, or of a different value in respect of shares in the same class.	A CCL Share confers the right to: - an equal share in dividends authorised by the board of CCL; and - an equal share in the distribution of surplus assets on the liquidation of CCL. Holders of CNI Units are generally entitled to an undivided share of the distributions out of CNI Fund in proportion to the number of CNI Units they hold. CMFL may at any time also distribute capital of the CNI Fund to holders of CNI Units pro rata according to the number of CNI Units they hold. Such distributions may be in form of cash, cheque, direct deposit or property or additional CNI Units.
GOVERNANCE	Augusta is under the control of its board of directors.	CCL is managed by the directors who may exercise all powers of CCL that its constitution or the <i>Corporations Act (Australia)</i> do not require to be exercised by CCL in general meeting. Since the CNI Fund is not a company, it has no board of directors. CFML, as responsible entity, is responsible for the management and operation of the CNI Fund. It can be removed as responsible entity by ordinary resolution of holders of CNI Units, but this is unlikely given its 'internalised management' i.e. CFML is wholly owned by CCL.
APPOINTMENT AND REMOVAL OF DIRECTORS	Augusta Shareholders may appoint and remove directors of Augusta by ordinary resolution (a bare majority of the votes cast on the resolution at a meeting of Augusta Shareholders). In addition, the board of Augusta may appoint a person as a director, provided that any person appointed as a director by the board will cease to be a director at Augusta's next annual meeting (although the person is eligible for election at that annual meeting).	In accordance with CCL's constitution, the minimum number of directors of CCL is five and the maximum number of directors is 13. However, there must be a majority of non-executive directors. CCL may, subject to the <i>Corporations Act (Australia)</i>, by an ordinary resolution passed in general meeting: - remove any director before the end of the director's term of office; and - appoint another person in the director's place.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
	Under the NZX Listing Rules: • Augusta must have at least three directors; • at least two directors must be ordinarily resident in New Zealand; • a majority of directors must satisfy the NZX Listing Rules requirement for being independent directors (see below); and • subject to limited exceptions, a director must not hold office for more than three years or past the third annual meeting following the director's appointment (whichever is longer) without being re-elected by Augusta Shareholders. Under Augusta's constitution, a majority of the directors must be independent directors.	Under the <i>Corporations Act (Australia)</i>: • CCL and CFML must have at least three directors; and • at least two directors must be ordinarily resident in Australia.
ISSUES OF NEW SECURITIES	The board of Augusta may, subject to the constitution of Augusta, the <i>Companies Act (NZ)</i> and the NZX Listing Rules, approve the issue of Augusta Shares or other securities at any time and in any number the board thinks fit. The NZX Listing Rules require the board of Augusta to obtain the prior approval of the holders of Augusta Shares by ordinary resolution to the issue of further Augusta Shares, unless an exception applies. The key exceptions are: • pro-rata offers of Augusta Shares to existing holders; and • non pro-rata placements of Augusta Shares (where the number of Augusta Shares issued does not exceed 15% of the pre-issue number of Augusta Shares). There are other limited exceptions, including for the issue of Augusta Shares as part of an employee share scheme or under a share purchase plan.	The board of CCL may, subject to the constitution of CCL, the <i>Corporations Act (Australia)</i> and the ASX Listing Rules, approve the issue of CCL Shares or other securities in CCL at any time and in any number the board thinks fit. The ASX Listing Rules require the board of CCL to obtain the prior approval of the holders of CCL Shares by ordinary resolution to the issue of further CCL Shares, unless an exception applies. The key exceptions are: • pro-rata offers of CCL Shares to existing holders; and • non pro-rata placements of CCL Shares (where the number of CCL Shares issued does not exceed 15% of the pre-issue number of CCL Shares). There are other limited exceptions. Subject to the law and to the ASX Listing Rules, CFML may allot and issue unissued CNI Units (including in different classes) to any person, on any terms (including as to fees) at any time and in any numbers and having attached thereto such preferred, deferred or other rights, restrictions and obligations as CFML thinks fit in its absolute discretion and further with power to classify or reclassify or designate or re-designate the same in any manner which CFML thinks fit

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
		(including into classes or into a different class). CFML may, in its absolute discretion, accept or reject all or part of an application for CNI Units without giving any reason.
SHARE BUY-BACKS	Augusta may buy back Augusta Shares subject to compliance with the <i>Companies Act 1993 (NZ)</i> and the NZX Listing Rules, on a pro-rata or non pro-rata basis. Augusta Shares which are bought back by Augusta are cancelled on acquisition, unless the board of Augusta resolves to hold shares as treasury stock. Before offering to buy back Augusta Shares, the board of Augusta must: • resolve and certify as to certain prescribed matters, including that, immediately after the buy back, Augusta will satisfy the solvency test; and • except as set out below, send to Augusta Shareholders a 'disclosure document' that sets out prescribed information about the proposed buy back, at least 10 working days before making the offer to buy back Augusta Shares. The board of Augusta is not required to provide to Augusta Shareholders a prior disclosure document for a buy back that is conducted through NZX, provided that the number of Augusta Shares acquired, and to be acquired, through NZX over the previous 12 months does not exceed 5% of the number of Augusta Shares on issue at the start of that 12 month period. Augusta must provide NZX with three trading days prior notice of an intention to acquire Augusta Shares through NZX and must also provide NZX with prescribed details of the buy back within 10 working days after the Augusta Shares are acquired. The NZX Listing Rules prohibit directors of Augusta from participating in certain non pro-rata buy backs of Augusta Shares.	CCL may buy back CCL Shares subject to compliance with the <i>Corporations Act (Australia)</i> and the ASX Listing Rules on terms and at times determined by the directors in their discretion. Subject to the ASX Listing Rules, the <i>Corporations Act (Australia)</i> and any applicable ASIC instrument, CFML may effect a buy back of CNI Units by purchasing CNI Units (whether on market or not). The ASX Listing Rules however require that CFML cannot be under an obligation to redeem CNI Unit's whilst CNI Fund is listed.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
TAKEOVERS AND COMPULSORY ACQUISITION	<i>Takeover offers</i> Augusta is subject to the <i>Takeovers Code (NZ)</i>. The <i>Takeovers Code (NZ)</i> prohibits a person, together with that person's associates, from becoming the holder or controller of more than 20% of the voting rights in Augusta, unless an exception applies. The key exceptions are for: • increases in voting control by way of a takeover offer; or • with the prior approval of the holders of Augusta Shares, in each case in compliance with the <i>Takeovers Code (NZ)</i>. A takeover offer can either be a full takeover offer or a partial takeover offer. A full takeover offer is an offer by a bidder to acquire all of the equity securities in Augusta. A partial takeover offer is an offer by a bidder to acquire a specified proportion of the voting securities in Augusta. A bidder who makes a takeover offer must make the offer on the same terms and provide the same consideration for all securities belonging to the same class of securities in Augusta. In most cases, a bidder cannot declare a takeover offer unconditional unless the offer will result in the bidder controlling more than 50% of the voting rights in Augusta. A person that holds or controls more than 50% but less than 90% of the voting rights in Augusta can 'creep' by acquiring up to 5% more than the lowest percentage of voting control in the 12 month period ending on the date of the increase, in compliance with the <i>Takeovers Code (NZ)</i>. <i>Compulsory acquisition</i> A person who becomes the holder or controller of 90% or more of the voting rights in Augusta is entitled to compulsorily acquire all of the remaining equity securities in Augusta in accordance with the <i>Takeovers Code (NZ)</i> (which sets out procedural rules for compulsory acquisition, including how the compulsory acquisition price is set).	<i>Takeover offers</i> Centuria is subject to the <i>Financial Sector (Shareholdings) Act 1998 (Australia)</i> ("FSS Act") and the <i>Corporations Act (Australia)</i>. The FSS Act regulates the control of "financial sector companies", which includes Centuria as it is the holding company of Centuria Life Limited (a life insurance company). In general terms, a person is restricted from holding a "stake" (generally direct control interests in Centuria by a person and the person's associates) in Centuria of more than 20% unless a higher percentage limit has been approved by the Australian Treasurer. The <i>Corporations Act (Australia)</i> prohibits a person from acquiring voting securities if that acquisition would result in that person's, or any other person's, voting power in the company or managed investment scheme exceeding 20%, unless an exception applies. The key exceptions are for: • increases in voting control by way of a takeover offer or a court approved scheme of arrangement; • with the prior approval of the holders of voting securities in the target; or • a 'creep' of up to 3% more of the voting power held as at a date 6 months before the date of the acquisition, in each case in compliance with the <i>Corporations Act (Australia)</i>. A takeover offer can be: • an off-market bid (in which an individual offer is made to each target securityholder); or • a market bid (in which the bidder acquires target securities on-market). The takeover offer must be for all or a proportion of the securities in the bid class. A full takeover offer is an offer by a bidder to acquire all of the equity securities in the target. A proportional offer is an offer by a bidder to acquire a specified proportion of the voting securities in the target (which must be the same for all holders of securities in the bid class). A bidder who makes a takeover offer must make the offer on the same terms and provide the same consideration for all securities

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
	<i>Takeover by scheme of arrangement</i> A bidder could also acquire full ownership of Augusta by way of a scheme of arrangement under the <i>Companies Act 1993 (NZ)</i>. A takeover by scheme of arrangement requires the approval of the High Court of New Zealand and Augusta Shareholder approval which must satisfy the following voting thresholds: • a 75% majority of each interest class of Augusta Shareholders; and • a bare majority of all of the voting rights attaching to Augusta Shares.	belonging to the same class of securities in Centuria. <i>Compulsory acquisition</i> A bidder can compulsorily acquire the voting securities of a minority if a takeover offer has been made for all of those securities and during or at the end of the offer period, the bidder and associates have relevant interests in 90% or more of the securities by number in the relevant class, and the bidder and associates have acquired at least 75% by number of the securities that the bidder offered to acquire under the bid. Alternatively, a person who alone or through related companies beneficially owns 90% by value of the Centuria Stapled Securities may compulsorily acquire the remainder by a cash payment that represents a "fair value" for those securities. In either case, the compulsory acquisitions must be made in accordance with the <i>Corporations Act (Australia)</i> (which sets out procedural rules for compulsory acquisition, including how the compulsory acquisition price is set). According to CCL's constitution, any proportional takeover scheme must be approved by those members holding shares included in the class of shares in respect of which the offer to acquire those shares was first made. The registration of the transfer of any shares following the acceptance of an offer made under a scheme is prohibited until that scheme is approved by the relevant members. The approving resolution is passed if more than 50% of the votes cast on the resolution are cast in favour of the resolution, and otherwise is taken to have been rejected. <i>Takeover by scheme of arrangement</i> A takeover by scheme of arrangement involving Centuria would require the approval of an Australian Federal or State Supreme Court and Centuria Securityholder approval which must satisfy the following voting thresholds: • a 75% majority of the votes cast; and • a majority of holders voting.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
TRANSFER OF SHARES / TRANSFER OF UNITS	Augusta Shares may be transferred on-market or off-market by a written transfer form.	Subject to the rules applicable while Centuria is admitted to an uncertificated trading system and to their terms of issue, Centuria Stapled Securities may be transferred on-market or off-market by a written transfer form.
DISSOLUTION	The usual mechanism for the dissolution of a New Zealand company such as Augusta is the appointment of a liquidator. A liquidator may be appointed to Augusta by: - the holders of Augusta Shares by special resolution (a 75% majority of the votes cast on the resolution); - the High Court of New Zealand (for example, if the company is unable to pay its debts); or - a resolution of creditors of Augusta if the company is in voluntary administration. The principal duties of a liquidator are: - to realise the assets of Augusta and use the proceeds of realisation to pay creditors; and - if there are any surplus assets remaining after the payment of creditors, to distribute the surplus assets to the holders of Augusta Shares.	The usual mechanism for the voluntary winding up of an Australian company such as CCL is the appointment of a liquidator. CCL in general meeting may appoint a liquidator or liquidators for the purpose of winding up the affairs and distributing the property of the company. If CCL is wound up, the liquidator may, with the sanction of a special resolution of CCL: - divide among the members in kind all or any of CCL's assets; and - for that purpose determined how he or she will carry out the division between the different classes of members, but may not require a member to accept any shares or other securities in respect of which there is any liability. CNI Fund terminates on the earlier of: - the day before 80 years after CNI Fund was established; - the date specified by CFML as the date the CNI Fund is to terminate in a notice given to holders of CNI Units; - a date of termination fixed by holders of CNI Units, or by a special resolution that has been passed at a special meeting on a poll by holders of CNI Units; or the occurrence of an event requiring the winding up of CNI Fund under a provision of the <i>Corporations Act (Australia)</i> or of any other applicable law. If CNI Fund has been terminated then, subject to any court orders or directions to CFML, the following provisions will apply: - CFML must give to each holder of CNI Units notice of the termination and of its intention to wind up CNI Fund; - no units may be issued or redeemed by the CNI Fund;

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
		- subject to the CNI Fund constitution, CFML will as soon as reasonably practicable after giving the notice under paragraph (a) above realise all of the CNI Fund assets in such a manner as CFML considers appropriate and pay, discharge or provide for (which provision may be made for such period of time as CFML thinks fit) all liabilities (whether actual, contingent or prospective) and all expenses of or in connection with the CNI Fund including those anticipated in connection with the winding up of CNI Fund; and - the net proceeds of realisation and all other cash forming part of the CNI Fund assets will be distributed to the holders of CNI Units in proportion to the number of CNI Units held by them at the date of the distribution.
NOTICE OF SECURITY HOLDER MEETINGS	Each holder of Augusta Shares is entitled to: - receive written notice of meetings of the holders of Augusta Shares; and - attend and vote at such meetings, or appoint a proxy to attend and vote in the place of the holder. Augusta must give at least 10 working days' prior written notice of each meeting of the holders of Augusta Shares. The notice of meeting must be accompanied by a proxy form.	Each holder of a CCL Share is entitled to: - receive written notice of meetings of the holders of CCL Shares; and - attend and vote at such meetings, or appoint a proxy to attend and vote in place of the holder. CCL must give at least 28 business days' prior written notice of each meeting of the holders of CCL Shares. The rights of holders of CNI Units to requisition, attend and vote at meetings are generally as prescribed by the <i>Corporations Act (Australia)</i> and ASX Listing Rules except as modified by the CNI Fund constitution. CFML may convene a meeting of unitholders or unitholders of a class at any time and may determine the time and place and the manner in which the meeting will be conducted. CFML must give at least 21 working days' prior written notice of each meetings of the holders of CNI Units. Subject to the <i>Corporations Act (Australia)</i>, at any general meeting: - on a show of hands, each Unitholder has one vote; - on a poll, each Unitholder has one vote for each dollar value of the total interests they have in the fund. A general meeting may be held at two or more venues simultaneously using any technology that gives the members as a whole a reasonable opportunity to participate.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
ANNUAL MEETING	Augusta must hold an annual meeting of the holders of Augusta Shares within six months after Augusta's balance date and no later than 15 months after the previous annual meeting.	CCL directors must call annual general meetings in accordance with the <i>Corporations Act (Australia)</i>, to be held by CCL at a time to be determined by the directors. Members may also request or call and arrange to hold a general meeting in accordance with the procedures set out in the <i>Corporations Act (Australia)</i>. CNI Fund is not required to hold an annual general meeting.
SPECIAL MEETINGS	A special meeting of the holders of Augusta Shares: • may be called at any time by the board of Augusta; and • must be called by the board of Augusta if requested to do so by the holders of Augusta Shares which together confer 5% or more of the voting rights in Augusta.	According to the CNI Fund constitution, the responsible entity may convene a meeting of members or members of a class at any time and may determine the time and place and the manner in which the meeting will be conducted. Pursuant to the <i>Corporations Act (Australia)</i>, the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. The request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and must be given to the company. The directors must call the meeting within 21 days after the request is given to the company. The meeting is to be held not later than 2 months after the request is given to the company. The quorum for a meeting of members or members of a class is two members present in person or represented by proxy or represented by body corporate representative holding, between them, not less than 5% of all issued units or units of a class (as the case may be). If, however, there are less than 2 members who are entitled to vote at the meeting, the quorum for that meeting is the number of members or members of a class who are entitled to vote at the meeting.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
AUDITED FINANCIAL STATEMENTS	Augusta must, not less than 20 working days prior to the annual meeting, make available to the holders of Augusta Shares an annual report containing audited group financial statements. Those financial statements: • must be prepared by Augusta in compliance with New Zealand generally accepted accounting practice; and • are presented in New Zealand dollars.	The directors of CCL must cause the company to keep financial records and to prepare financial documents and report in accordance with the requirements of the <i>Corporations Act (Australia)</i>. The directors of CCL must cause the financial records and financial documents of the company to be audited in accordance with the requirements of the <i>Corporations Act (Australia)</i>. Audited financial statements are presented in Australian dollars.
TAXATION	New Zealand Tax <i>Dividend income for NZ Augusta Shareholders from Augusta Shares:</i> • Dividends received by shareholders are subject to tax at the personal, corporate or trust tax rate (depending on ownership structure). • In case of fully imputed dividends: 28% imputation credit ("IC") and a further 5% resident withholding tax ("RWT") to be withheld generating a further credit attached to dividend paid (total of 33% tax credits) if paid to individuals or trusts that do not hold RWT exemption certificates. Fully imputed dividends paid to companies may qualify for a 0% RWT rate. • In case of unimputed or partially imputed dividends: 33% RWT withheld from cash dividend and available as a credit attached to dividend paid. • New Zealand tax residents receiving New Zealand dividends can offset ICs and RWT credits against their New Zealand personal, corporate or trust tax rate. RWT credits are refundable, but ICs are not. Unused ICs may be converted into a tax loss to carry forward. <i>Disposal of shares:</i> • The tax treatment of gains arising on disposal of the Augusta Shares will depend on whether the shares were held on capital or revenue account. • Broadly, a share held on revenue account will be subject to taxes at	New Zealand Tax <i>Dividend income for NZ Augusta Shareholders from Centuria Stapled Securities:</i> • NZ Augusta Shareholders are likely to be taxed under the FIF regime for holding their Centuria Stapled Securities if none of the exemptions discussed below apply. 1. If FIF rules apply: • There are five different methods for calculating income of a New Zealand resident in respect of a FIF. The method, if eligible, is chosen by taxpayer election. New Zealand shareholders will be limited on which FIF method to apply based on the information available to calculate the FIF income as well as their eligibility to apply the methods. • Where the FIF rules apply, the dividends are not taxable in New Zealand under most of the applicable FIF methods. • This means that FIF rules can result in 'dry' income being attributed to CNI Stapled Securities, i.e. each security holder will be taxed as per the calculation method used to compute FIF income regardless of whether any cash distributions are received or not. • Taxes withheld (if any) on distributions could be available as tax credits in New Zealand, subject to certain conditions. A number of exemptions from the FIF rules are available, including: • for certain investments in ASX listed shares (but there are restrictions relating to stapled securities which could apply);

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
	applicable income tax rates from the sale or redemption of shares (losses could be offset against other items of income). Where the shares are held on capital account, any gains (losses) on disposal will not be taxable (deductible). The above classification is fact-specific and may vary on a case-to-case basis.	- for certain investments in Australian unit trusts; or - Total cost of FIF interests not exceeding \$50,000 (in case of a natural person or trustee of an eligible trust). Investors should seek their own advice on whether any of the above FIF exemptions apply. - If FIF rules do not apply (because an exemption applies): - Dividends received by New Zealand residents are subject to tax at the personal, corporate or trust tax rate (depending on ownership structure). - Taxes withheld (if any) on dividend distribution could be available as tax credits in New Zealand, subject to conditions. - Disposal of Centuria Stapled Securities: - If FIF rules apply, Disposal gains and/or losses are not taxable in New Zealand under most of the applicable FIF methods. - If FIF rules do not apply, the same treatment as upon disposal of Augusta Shares.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
	Australian Tax To the extent a NZ Augusta Shareholder is a New Zealand tax resident and Augusta Shares are not considered taxable Australian property for Australian tax purposes, no Australian income tax should arise on the NZ Augusta Shareholder holding or disposing of Augusta Shares. No Australian GST implications should arise for a NZ Augusta Shareholder holding or disposing of Augusta Shares.	Australian Tax Please refer to above paragraphs Error! Reference source not found. to Error! Reference source not found. of Schedule Two for more detailed comments. In relation to distributions made on CCL Shares: - Unfranked dividend distributions should be subject to a default dividend withholding tax at 30%. If the Australia and New Zealand Double Tax Agreement applies, the dividend withholding tax rate can be 15%, 5% or 0% depending on the specific circumstances of the NZ Augusta Shareholder. - Fully franked dividend distributions should not be subject to any dividend withholding tax. - Returns of capital should not be subject to any withholding tax. However in certain circumstances, section 45B of the <i>Income Tax Assessment Act 1936</i> (Cth) (Australia) can apply to treat certain amounts (i.e. a return of capital) as unfranked dividends for tax purposes (i.e. as a 'deemed dividend'), which would be subject to dividend withholding tax. In relation to distributions made on CNI Units: - In respect of each income year, distributions received by a NZ Augusta Shareholder should be subject to a final withholding tax depending on the nature of the income, as follows. - To the extent the distribution to a NZ Augusta Shareholder comprises of a fund payment (e.g. rental income), this will be subject to a final 15% Managed Investment Trust ("MIT") withholding tax. A fund payment is generally defined as the taxable income of the trust excluding dividends, interest, royalty, non-Australian sourced income, capital gains or capital loss from a CGT event that relate to a CGT asset that is not taxable Australian property and any deductions relating to these excluded amounts. - To the extent the distribution to a NZ Augusta Shareholder comprises of dividend income, the income tax treatment will generally be the same as the income tax treatment of

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
		dividend distributions on CCL Shares above. • To the extent the distribution to a NZ Augusta Shareholder comprises of interest income, this income will be subject to a default 10% withholding tax. • To the extent the distribution to a NZ Augusta Shareholder comprises of royalty income, this income will be subject to a default 30% withholding tax. If the Australia and New Zealand Double Tax Agreement applies, the royalty withholding tax rate may be reduced to 5%. • The cost base of the CNI Units to be held by a NZ Augusta Shareholder should increase where the cash distribution made by CNI Fund is less than the taxable income attributed to the NZ Augusta Shareholder for the relevant period. Conversely, the cost base of the CNI Units should reduce where the taxable income attributed is less than the cash distribution for the same period (i.e. a non-assessable distribution). The cost base and reduced cost base of the CNI Units should be reduced by the amount of the non-assessable payment. In the event that the non-assessable distribution exceeds a NZ Augusta Shareholder's cost base (and reduced cost base) in their CNI Units, a capital gain should arise and the cost base (and reduced cost base) of the CNI Units are reduced to nil. In relation to the disposal of CCL Shares, any capital gain or capital loss may be disregarded to the extent the CCL Shares are not considered taxable Australian property. In relation to the disposal of CNI Units, any capital gain or capital loss should not be able to be disregarded as the CNI Units are likely to be considered taxable Australian property.

	AUGUSTA SHARES	CENTURIA STAPLED SECURITIES
WHERE TO FIND FURTHER INFORMATION	The above information regarding Augusta and Augusta Shares is general information only, and is not intended to be legal, financial, taxation or investment advice. If you have any questions about Augusta or Augusta Shares, you are encouraged to seek your own professional advice. Further information about Augusta and/or Augusta Shares can be found at the following websites: • Companies Office (for the constitution of Augusta and other corporate information) – https://companies-register.companiesoffice.govt.nz/ • NZX (for Augusta continuous disclosure announcements and other information) – https://www.nzx.com/companies/AUG/announcements • Augusta (for annual and interim reports, information about dividends and information about Augusta's business) – www.augusta.co.nz	The above information regarding Centuria and Centuria Stapled Securities is general information only, and is not intended to be legal, financial, taxation or investment advice. If you have any questions about Centuria or Centuria Stapled Securities, you are encouraged to seek your own professional advice. Further information about Centuria and/or Centuria Stapled Securities can be found at the following websites: • ASIC (for the Centuria Constitutions and other corporate information) – https://asic.gov.au/ • ASX (for Centuria continuous disclosure announcements and other information) – https://www.asx.com.au/ • Centuria (for annual and interim reports, information about dividends and information about Centuria's business) – https://centuria.com.au/

SCHEDULE FIVE

Centuria Corporate governance arrangements

Centuria has a stapled structure in which each CCL Share is stapled to a CNI Unit.

CCL and CNI Fund are listed as a stapled entity on the Australian Securities Exchange ("**ASX**"). Accordingly, each of CCL and CFML (in its capacity as responsible entity for CNI Fund) are required to prepare a corporate governance statement. A copy of the most recent statement is available on request from Centuria or on ASX's website (www.asx.com.au).

The role of the board

The directors of CCL are the same as the directors of CFML, as are the members of their various board committees.

For these reasons, the corporate governance arrangements adopted for CCL are identical to those adopted by CFML for CNI Fund, unless a change is required due to CNI Fund being a trust and CCL being a company.

The boards of directors ("**Board**") of CCL and CFML are responsible for setting the strategic direction and establishing the policies of Centuria. It is responsible for overseeing the financial position, and for monitoring the business and affairs of Centuria on behalf of the security holders, by whom the directors are elected and to whom they are accountable. It also addresses issues relating to internal controls and approaches to risk management. It ensures that there are processes in place to conform to legal requirements and corporate governance standards and that risk exposures are adequately managed.

Delegation to Senior Executives

The role of the Joint Chief Executive Officers ("**Joint CEOs**") and Senior Executives is to manage Centuria in accordance with the directions given by the Board. The Joint CEO's responsibilities include:

- formulating and reviewing, with the Board, the vision and strategy for Centuria;
- developing actions and plans to achieve the vision and implement the strategy and to report to the Board on the progress against those plans;
- appointing a management team and negotiating terms and conditions of their employment; and
- approving the remuneration levels of all staff.

Structure of the Board

Currently the Board consists of seven directors. Four of the seven directors, namely Garry Charny, John Slater, Peter Done and Susan Wheeldon-Steele are considered to be independent as per the independence criteria set out in the Board Charter.

The CCL constitution stipulates that a number of directors not exceeding one-third of their number should retire by rotation at each annual general meeting ("**AGM**"). A Director must offer himself or herself for re-election at the third AGM since their election or re-election. If there is more than one CEO, who is also a director, only one is entitled not to be subject to the retirement by rotation process, and is not included when calculating the number of Directors required to retire by rotation.

Centuria has a policy to review and assess the performance of its Board, committees and directors each financial year. The review includes assessing the Board's:

- performance relative to achieving its obligations and meeting its responsibilities;
- success in setting strategies of the Board and the business; and
- operation, including communication processes and its conduct of Board meetings and discussion.

The performance of the Joint CEOs is reviewed annually by the Nomination and Remuneration Committee of the Board. This assessment is made against pre-determined criteria including key performance indicators relating to Centuria's performance as determined in Centuria's strategic plan.

Nomination and remuneration of the Board

The Nomination and Remuneration Committee formulates criteria for appointment of the directors of the Board, identifies potential candidates and recommends remuneration of directors and senior management.

Specific activities of the Nomination and Remuneration Committee include:

- annual review of Board composition to ensure that the necessary skills are represented, together with the appropriate continuity and balance;
- assessment of the effectiveness and composition of Board committees;
- regular evaluation of the performance of the Joint CEOs; and
- ensuring that other human resource management programs, including performance assessment programs, are in place.

The Board regularly reviews the skills, knowledge and experience represented on the Board against the skills and experience needed to deliver Centuria's strategy. The Board uses a skills matrix as part of its Board review process described above to assist with the review.

The Centuria remuneration policy assists Centuria to achieve its business strategy and objectives. Centuria recognises that, while remuneration is a key factor in recruiting the right people, it is not the only factor. Centuria's values and its ability to provide interesting and challenging career opportunities also plays an important role.

Centuria aims to reward senior management with a level and mix of remuneration commensurate with their position and responsibilities within Centuria so as to:

- reward senior management for company, business unit and individual performance against targets set by reference to appropriate benchmarks;
- align the interests of the senior management with those of stakeholders;
- link rewards with the strategic goals and performance of Centuria; and
- ensure total remuneration is competitive by market standards.

Executive directors are paid a salary commensurate with their position and responsibilities and at a level which attracts high calibre executives with appropriate skills and experience. Executive directors also participate in Centuria's long-term and short-term incentive plans.

The Board has established a policy relating to the remuneration of non-executive directors. Centuria pays non-executive directors fees at a level which is sufficient to attract individuals with the appropriate skills, and to fairly reimburse those directors for services provided. Non-executive directors' remuneration does not include incentive schemes or performance related payments.

By way of comparison of director remuneration arrangements between Centuria and Augusta is set out below:

CENTURIA	AUGUSTA
Non-executive director remuneration pool – An aggregate maximum amount, payable to Centuria directors, of not more than AU\$2,000,000 per year was approved at the 2017 Centuria Annual General Meeting. Total aggregate non-executive director remuneration for the financial year ended 30 June 2019 was an aggregate of AU\$788,550 (including all benefits). Executive director remuneration paid in the financial year ended 30 June 2019 was an aggregate amount of AU\$4,526,823 (including all benefits).	Total shareholder approved pool for non-executive directors: NZ\$553,000 per annum. The total aggregate non-executive director remuneration for the financial year ended 31 March 2019 was NZ\$347,500. Executive director remuneration paid in the financial year ended 31 March 2019 was an aggregate amount of NZ\$1,511,042 (including all benefits).

Directors and Employees Code of Conduct

The Board has established a Directors and Employee Code of Conduct that sets the standard by which all officers and employees of Centuria are to conduct themselves in the course of their duties. Potential breaches of the Code of Conduct can be reported to management the Audit, Risk Management & Compliance Committee or an external auditor in accordance with procedures outlined in a whistleblower policy implemented by the Board.

Risk management and internal control

The Joint CEOs and Chief Financial Officer have declared in writing to the Board for both the half-year (dated 12 February 2020) and full-year (dated 13 August 2019) financial statements that the declaration provided, which is in accordance with section 295A of the *Corporations Act 2001 (Cth)(Australia)*, is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The Board has established a risk management framework for Centuria, a summary of which can be viewed under the Corporate Governance page of Centuria's website. Risk management is an integral part of the governance of Centuria and is one of the main responsibilities of the Board and senior management. The Board is ultimately responsible for approving and reviewing Centuria's risk management framework. The monitoring and management of risk on an ongoing basis is the responsibility of management as represented by the heads of respective business units of Centuria.

The management of risk is continually addressed during the year at the business unit level. Periodically, a review of the effectiveness of Centuria's risk management framework is undertaken. Combined with this is an embedded compliance culture to ensure Centuria meets the requirements of the ASIC for conducting a financial services business and operating managed investment schemes. A robust compliance framework has been implemented which requires the business to monitor its activities and those of its outsourced service providers.

Centuria has established an Audit, Risk Management & Compliance Committee ("**ARMCC**"). The ARMCC consist of three independent directors and is chaired by an independent chair who is not the chair of Centuria's Board. All members are financially literate, either holding financial or accounting qualifications and/or having professional experience in a financial or accounting related field.

The ARMCC has the following risk management responsibilities:

- assessing risks arising from Centuria's operation and ensuring the adequacy of measures taken to moderate those risks;
- reviewing and assessing the effectiveness of Centuria's risk management framework and internal control practices and ensuring there is continuous process for the management of significant risks throughout Centuria; and
- monitoring compliance with Centuria's risk management framework.

The compliance function at Centuria reports directly to the ARMCC and the Board.

An internal audit function has been established with a focus on Centuria's control environment. The annual internal audit plan is determined having regards to the risk profile of the business arising from the annual business risk review.

Disclosure obligations

Centuria is committed to fair and open disclosure and has adopted policies and procedures to ensure that Centuria meets its disclosure obligations under the *Corporations Act (Australia)* and the ASX Listing Rules. The focus of these policies and procedures is to give effect to Centuria's commitment to:

- comply with the general and continuous disclosure principles contained in the ASX Listing Rules and the *Corporations Act (Australia)*;
- prevent the selective or inadvertent disclosure of price sensitive information;
- ensure that security holders and the market are provided with full and timely information about its activities; and
- ensure that all market participants have equal opportunity to receive externally available information issued by Centuria.

Responsibility for compliance with Centuria's continuous disclosure obligations rests with the company secretary. Price sensitive information is publicly released through the ASX before disclosing it to analysts or others outside Centuria. Information is posted on Centuria's website as soon as reasonably practicable after the ASX confirms an announcement has been made, with the aim of making the information accessible to the widest audience.

Information rights of the security holders of Centuria Stapled Securities

Centuria aims to provide prompt, accurate and accessible information to its security holders. It has established a communications policy detailing steps to be taken to achieve this objective, a copy of which can be viewed at <https://centuria.com.au/centuria-capital/corporate/corporate-governance/>.

Centuria's website forms an important part of the strategy for communicating with security holders.

Centuria's website has an investor centre page which includes security details, company reports, ASX announcements and press releases (including copies of any significant presentations made to analysts), and items relating to AGMs or other general meetings of Centuria's security holders.

Compliance plan

As the responsible entity of the CNI Fund, CFML must comply with all obligations set out in the CNI Fund constitution and the *Corporations Act (Australia)*. CFML is also subject to duties including duties to act in the best interests of security holders, act honestly, exercise care and diligence, and treat security holders of the same class equally. In order to facilitate compliance with the constitution and the *Corporations Act (Australia)*, CFML has adopted the compliance plan which sets out the key processes CFML will apply in operating CNI Fund.

Conflicts of interests policy

CFML recognises its responsibilities in relation to conflicts of interests and related party transactions and has a conflicts of interests policy in place that governs the way which CFML manages such transactions or conflicts. Through the application of this policy, CFML is committed to:

- identifying and monitoring all potential conflicts of interest;
- avoiding conflicts of interest wherever this is the only way to properly protect security holders' interests;
- taking appropriate steps to ensure the fair treatment of CNI Fund and all security holders potentially impacted by the conflict; and
- dealing in open manner and disclosing its conflicts of interest wherever this is likely to be relevant to security holders.

GLOSSARY

"Acceptance Form" means the enclosed acceptance form relating to the Offer to acquire your Augusta Shares, and includes an application for Centuria Stapled Securities to be issued to you (or to the Nominee (or wholly owned subsidiary of the Nominee) if you a Foreign Exempt Augusta Shareholder), and which forms part of this Offer Document.

"Additional Securities" has the meaning given to that term in paragraph 9.4 of the Offer Terms and Conditions.

"AGM" means the Annual General Meeting of CCL.

"ARMCC" means Centuria's Audit, Risk Management & Compliance Committee.

"ASIC" means the Australian Securities and Investments Commission.

"ASX" means ASX Limited or the Australian Securities Exchange operated by it.

"Augusta" means Augusta Capital Limited (Company Number 1873288).

"Augusta Group" means Augusta and its subsidiaries.

"Augusta Share" means a fully paid ordinary share in Augusta.

"Augusta Shareholder" means the holder of one or more Augusta Shares.

"AUM" means Assets Under Management.

"BIA" has the meaning given to that term in paragraph 8.2 of Schedule One to this Offer Document.

"Board" means the board of directors of CCL and CFML.

"Broker" has the meaning given to that term in paragraph 5.8 of the Offer Terms and Conditions.

"CCL" means Centuria Capital Limited (ACN 095 454 336).

"CCL Shares" means fully paid ordinary shares in CCL.

"Centuria" or **"Centuria Capital Group"** means the ASX listed stapled entity consisting of CCL and the CNI Fund.

"Centuria Constitutions" means the constitutions of CCL and the CNI Fund.

"Centuria NZ" means Centuria New Zealand Holdings Limited (Company Number 7868548).

"Centuria Stapled Security" means a fully paid ordinary stapled security in Centuria, comprising a CCL Share stapled to a CNI Unit.

"CFML" means Centuria Funds Management Limited (ACN 607 153 588) as responsible entity of the CNI Fund.

"CIP" means the Centuria Industrial REIT.

"Closing Date" has the meaning given to that term in paragraph 1.4 of the Offer Terms and Conditions.

"CNI Fund" means Centuria Capital Fund (ARSN 613 856 358) whose responsible entity is CFML.

"CNI Units" means fully paid ordinary units in the CNI Fund.

"Code Exemption Notice" has the meaning given to that term in paragraph 1.7 of the Offer Terms and Conditions.

"COF" means the Centuria Office REIT.

"Combined Group" means Centuria and Augusta as a combined economic entity assuming the acquisition of all of the Augusta Shares under the Offer.

"Condition Date" has the meaning given to that term in paragraph 6.7 of the Offer Terms and Conditions.

"Corporations Act (Australia)" means the *Corporations Act 2001 (Cth) (Australia)*.

"Effective Date" has the meaning given to that term in paragraph 1.2 of the Offer Terms and Conditions.

"Encumbrances" has the meaning given to that term in paragraph 6.10 of the Offer Terms and Conditions.

"Entitlements" has the meaning given to that term in paragraph 1.2 of the Offer Terms and Conditions.

"FMA" means the New Zealand Financial Markets Authority.

"FMC Exemption Notice" has the meaning given to that term in paragraph 1.6 of the Offer Terms and Conditions.

"Foreign Exempt Augusta Shareholders" has the meaning given to that term in paragraph 2.1(b) of the Offer Terms and Conditions.

"FSS Act" means the *Financial Sector (Shareholdings) Act 1998 (Australia)*.

"Government Agency" means any foreign, Australian or New Zealand government or governmental, semi-governmental, administrative, monetary, fiscal or judicial body, department, commission, authority, tribunal, agency or entity or any minister of the Crown in right of Australia or New Zealand (including for the avoidance of doubt, the Australian Commonwealth Treasurer) and any regulatory organisation established under statute or any stock exchange including ASX and NZX.

"Holder" has the meaning given to that term in paragraph 6.1 of Schedule One of this Offer Document.

"Implied Offer Price" has the meaning given to that term in the Centuria Capital Group Chairman's Letter.

"Initial Closing Date" has the meaning given to that term in paragraph 1.4(a) of the Offer Terms and Conditions.

"Insolvency Event" means in relation to a party:

- (a) the party is or becomes unable to pay its debts as and when they fall due or is otherwise presumed to be insolvent under the insolvency laws applying to that party;
- (b) the party suspends or threatens to suspend payment of its debts generally;
- (c) the calling of a meeting to consider a resolution to wind up the party (other than where the resolution is frivolous or cannot reasonably be considered to be likely to lead to the actual winding up of the party) or the making of an application or the making of any order, or the passing of any resolution, for the winding up or liquidation of the party other than where the application or order (as the case may be) is set aside within seven days;
- (d) the appointment of a provisional liquidator, liquidator, receiver or a receiver and manager or other insolvency official to the party or to the whole or a substantial part of the property or assets of the party;
- (e) the appointment of an administrator to the party;
- (f) the entry by a party into any compromise or arrangement with creditors;
- (g) anything analogous to anything referred to in paragraphs (a) to (f) (inclusive) of this definition or which has a substantially similar effect, occurs with respect to a person under any law of any jurisdiction; or
- (h) in the case of a trust, the trustee's right of indemnity out of the assets of the trust is not sufficient to meet the liabilities of the trust when they fall due.

"Joint CEOs" means the joint Chief Executive Officers of Centuria being John McBain and Jason Huljich.

"Lock-Up Agreements" means the lock-up agreements in relation to the Offer pursuant to which certain Augusta Shareholders have agreed to accept the Offer in respect Augusta Shares.

"Material Adverse Effect" means any matter, event or circumstance that occurs on or after the Effective Date, which individually, or when aggregated with any other matters, events or circumstances of a like kind, has resulted in or could reasonably be expected to result in a reduction in the Augusta Group's assets under management of \$285,000,000 or more by reference to the Augusta Group's assets under management of NZ\$1.83 billion on 31 March 2020.

"MIS Licence" means the licence granted by the FMA to Augusta Funds Management Limited to manage managed investment schemes, on the terms and conditions fairly disclosed to Centuria before the Effective Date.

"Nominee" has the meaning given to that term in paragraph 3.2 of the Offer Terms and Conditions.

"Notice Date" means 15 June 2020.

"NZ Augusta Shareholder" means an Augusta Shareholder that holds Augusta Shares and is a resident of New Zealand for tax purposes.

"NZX" means NZX Limited.

"NZX Listing Rules" means the Main Board and Debt Market Listing Rules made by NZX from time to time.

"Offer" means the full takeover offer under the *Takeovers Code (NZ)* by Centuria NZ for all of the Augusta Shares it does not own, on the terms conditions set out in this Offer Document and which offers a combination of cash Centuria Stapled Securities as consideration for Augusta Shares.

"Offer Date" has the meaning given to that term in Schedule One of this Offer Document.

"Offer Document" means this offer document containing the Offer.

"Offer Terms and Conditions" means the terms and conditions of the Offer commencing on page 38.

"PDS" means a product disclosure statement under the *Corporations Act (Australia)*.

"Procurement Fee" has the meaning given to that term in paragraph 5.9(a) of the Offer Terms and Conditions.

"REITs" means Real Estate Investment Trusts.

"Related Company" has the meaning given to that term in section 2(3) of the *Companies Act 1993 (NZ)* provided that a reference to a company in that section will refer to any company or body corporate, notwithstanding the jurisdiction of incorporation of the relevant company or body corporate, and, in respect of Centuria NZ, also means any other person which is directly or indirectly controlled by Centuria or any person under common control with Centuria NZ.

"Remedy" or "Remedied" means, as applicable, the remedy of a breach, potential breach or other circumstances in a manner which ensures that Centuria NZ (or any Related Company of Centuria NZ) or the Augusta Group do not incur costs, obligations, or restrictions that are material in the context of the Offer or material to the Augusta Group as a whole.

"Takeovers Act" means the *Takeovers Act 1993 (NZ)*.

"Takeovers Code (NZ)" means the *Takeovers Regulations 2000 (NZ)* as amended including by any applicable exemption granted by the Takeovers Panel under the *Takeovers Act*.

"Takeovers Panel" means the takeovers panel established under the *Takeovers Act*.

"VWAP" means volume weighted average price.

DIRECTORY

Issuer of Centuria Stapled Securities

Centuria Capital Group
Level 41, Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

Share Registrar to the Offeror

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Takapuna
Auckland 0622
New Zealand

Offeror

Centuria New Zealand Holdings Limited
C/- Harmos Horton Lusk Limited
Level 33, Vero Centre
48 Shortland Street
Auckland 1010
New Zealand

New Zealand Legal Advisers

Harmos Horton Lusk Limited
Level 33, Vero Centre
48 Shortland Street
Auckland 1010
New Zealand

Financial Adviser

Moelis Australia
Level 27, Governor Philip Tower
One Farrer Place
Sydney, NSW 2000
Australia

Australian Legal Advisers

HWL Ebsworth Lawyers
Level 14, Australia Square
264-278 George Street
Sydney, NSW 2000
Australia

Tax Adviser

Ernst & Young
Level 34
200 George St
Sydney NSW 2000
Australia



Centuria

ORDINARY SHARES ACCEPTANCE FORM

CENTURIA NEW ZEALAND HOLDINGS LIMITED'S FULL TAKEOVER OFFER FOR EQUITY SECURITIES IN AUGUSTA CAPITAL LIMITED

Centuria

Shareholder ("you")

Broker Stamp:

CSN/Holder Number:
Acceptance Code:

Number of Augusta Shares held as at 18 June 2020:

Total consideration for the sale of all of your Augusta Shares Comprising:

Total cash:
NZ\$[]

Total Centuria Stapled Securities:

Name on register of Augusta Shares:

USE THIS ACCEPTANCE FORM TO ACCEPT THE OFFER FOR AUGUSTA SHARES – ALTERNATIVELY YOU MAY ACCEPT THE OFFER FOR YOUR AUGUSTA SHARES AT WWW.AUGUSTATAKEOVER.CO.NZ

Use this Acceptance Form to accept the full takeover offer by Centuria New Zealand Holdings Limited ("Centuria NZ") to acquire all of the fully paid ordinary shares ("Augusta Shares") in Augusta Capital Limited ("Augusta") dated 29 June 2020 ("Offer"). If you wish to accept the Offer, please complete and return this Acceptance Form in accordance with the instructions of this form. Alternatively, you may accept the Offer for your Augusta Shares at www.augustatakeover.co.nz.

Either tick the box below to accept the Offer for all of your Augusta Shares **OR**, if you would like to sell some but not all of your Augusta Shares, insert in the box below the number of Augusta Shares you wish to sell to Centuria NZ by accepting the Offer.

NOTE

- 1. You may accept the Offer in respect of all or any Augusta Shares held by you.
- 2. If you do not tick the box below or state the number of Augusta Shares in respect of which you wish to accept the Offer or if you state a greater number of Augusta Shares than you hold, you will be deemed to have accepted the Offer in respect of all of the Augusta Shares held by you and, if applicable, to have stated that number in the box below.

I WISH TO SELL ALL MY AUGUSTA SHARES

OR

NUMBER OF AUGUSTA SHARES YOU WISH TO SELL

By signing this Acceptance Form you hereby:

- (a) irrevocably:
 - (i) accept the Offer for the number of Augusta Shares set out in the box above (or if note 2 above applies, for all of the Augusta Shares held by you) on and subject to the terms and conditions of the Offer;
 - (ii) agree to transfer all those Augusta Shares to Centuria NZ, on and subject to the terms and conditions of the Offer;
- (b) without limitation to any other term of the Offer, authorise, represent and warrant as set out in paragraphs 6.14 and 6.15 (both inclusive) (to the extent applicable) of the Offer Terms and Conditions set out in the Offer Document; and
- (c) irrevocably appoint Centuria NZ as your attorney and agent on the terms set out in this form.

Please select a method of payment by ticking the appropriate box below. For additional information on payments, including how payments are made, see the notes to this Acceptance Form.

CHEQUE

Electronic Transfer Details: Please complete the boxes below if you wish to be paid by electronic transfer.

☐ [USE MY EXISTING ACCOUNT DETAILS](#)

Account Name:

CONTACT DETAILS: Daytime Phone Number: Email address:

2020

SIGNATURE(S) FOR AN INDIVIDUAL/ATTORNEY/TRUSTEE	SIGNATURE(S) FOR A COMPANY

1.1 To accept the Offer:

(b) Sign this Acceptance Form where marked "Signature(s)". Companies must sign where marked "For A Company" in accordance with the Companies Act 1993 or other applicable law.

If this Acceptance Form is signed by one or some, but not all, joint holders, then you represent and warrant to Centuria NZ, jointly and severally, that the holder(s) who has/have signed the Acceptance Form do(es) so on behalf of and as duly authorised agent(s) for the joint holder(s) who has/have not signed, that such authority has not been revoked, and that the acceptance is binding on the joint holder(s) who has/have not signed such Acceptance Form.

1.2. You should select a method of payment for cash payment to your order, Centuria NZ may not, or if you do not provide sufficient details to enable an electronic transfer to you to a New Zealand bank account, Centuria NZ may choose to pay you by cheque or by electronic funds transfer to any existing New Zealand dollar account that you have advised to Augusta's share registrar or Augusta (as applicable) (such as for dividend payments) which is known by Centuria NZ. Neither Centuria NZ nor Computershare Investor Services Limited has any responsibility to verify any such details. Your bank may charge you fees in relation to receipt of an electronic transfer. If you are a Foreign Exempt Augusta Shareholder, the net proceeds of sale of Centuria Stapled Securities, as contemplated by paragraphs 3.2 and 3.3 of the Offer Terms and Conditions set out in the Offer Document, will be paid to you in Australian dollars in accordance with your selected method of payment ("Aust Dollars Net Proceeds"). You select an electronic transfer to a New Zealand dollar account

Payment of Centuria Staped Securities payable to you under the Offer will be made, and you will be deemed to have received those Centuria Staped Securities, on the issue by Centuria of the relevant Centuria Staped Securities to (i) you, if you are not a Foreign Exempt Augusta Shareholder, or (ii) the Nominee (or a wholly owned subsidiary of the Nominee), if you are a Foreign Exempt Augusta Shareholder, by the entry into Centuria's share and unit registers of your name or the name of the Nominee or the name of a wholly owned subsidiary of the Nominee (as applicable) as the holder of the relevant number of Centuria Staped Securities in accordance with paragraph 4.2 of the Offer Terms and Conditions set out in the Offer Document.

1.4 On Completion of this Acceptance Form: Either email or mail this Acceptance Form as provided for below as soon as possible, but in any event so as to be received by Centuria NZ on or before 11:59pm on the Closing Date, being 10 August 2020, or if the Offer is extended to a later date, such other later date.

center and a computer screen (0.60 m).
(Please type "Augusta Capital Acceptance" in the email subject line for easy identification)

Centuria New Zealand Holdings Limited
c/- Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
New Zealand

Or you may accept the Offer for your Augusta Shares online at www.augustatakeover.co.nz.

1.6 Sale of part of holding only: If you want to accept the Offer for part of your holding only, please enter the number of Augusta Shares you wish to sell in the relevant box on the face of this Acceptance Form before returning the Acceptance Form.

IF YOU ARE IN DOUBT ABOUT HOW TO COMPLETE THIS ACCEPTANCE FORM OR THE PROCEDURE FOR ACCEPTANCE, PLEASE TELEPHONE COMPUTERSHARE INVESTOR SERVICES LIMITED ON 0800 771 117 (NEW ZEALAND HOLDERS) +64 9 488 8784 (OVERSEAS HOLDERS).

From the date of beneficial ownership to your Augusta Shares passing to Centuria NZ in accordance with the terms of the Offer, you irrevocably authorise and appoint Centuria NZ (with power of substitution by Centuria NZ in favour of such person(s) as Centuria NZ may from time to time determine) to act on its behalf as your attorney and agent to act for you and do all matters of any kind or nature whatsoever in respect of or pertaining to your Augusta Shares and all rights and benefits attaching to them as Centuria NZ may think proper and expedient and which you could lawfully do or cause to be done if personally acting as a legal or beneficial owner of the applicable Augusta Shares. For the avoidance of doubt, this power of attorney applies only to those Augusta Shares that are taken up from you under the Offer.

CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY

I _____ of _____ place and country of residence _____ occupation _____ certify:

1. That by deed dated _____ Date _____ full name of donor (individual or corporate) _____ of _____ place and country of residence / registered office _____ appointed me his / her / its attorney. If the donee of the power is a body corporate, I confirm that I am authorised to give this certificate on its behalf and the capacity in which I give this certificate for the attorney is as _____ insert director / officer / other capacity _____

2. That I have not received notice of any event revoking the power of attorney.

SIGNED at _____ this _____ day of _____ 2020 _____ Signature & Name of Attorney

**CLEANSING NOTICE PURSUANT TO CLAUSE 6(E) AND SCHEDULE 1 OF THE
FINANCIAL MARKETS CONDUCT (CENTURIA CAPITAL GROUP) EXEMPTION NOTICE
2020 (NEW ZEALAND)**

Sydney - 29 June 2020

1. Centuria Capital Limited (ACN 095 454 336) and Centuria Capital Fund (ARSN 613 856 358) (responsible entity Centuria Funds Management Limited (ACN 607 153 588)), being the Centuria Capital Group ("**Centuria**") (ASX:CNI) announced on 15 June 2020 that its wholly owned subsidiary, Centuria New Zealand Holdings Limited ("**Centuria NZ**") had delivered a takeover notice to NZX listed and New Zealand incorporated Augusta Capital Limited ("**Augusta**") in connection with a proposed full takeover offer for all the equity securities of Augusta ("**Offer**") and in accordance with the *Takeovers Regulations 2000* (New Zealand).
2. Before Centuria NZ makes the Offer to holders of equity securities of Augusta, Centuria must release this notice to ASX in accordance with the *Financial Markets Conduct (Centuria Capital Group) Exemption Notice 2020* (New Zealand) ("**FMC Exemption Notice**"), available at <https://www.fma.govt.nz/compliance/exemptions/current-exemption-notices/financial-markets-conduct-act-exemptions/financial-markets-conduct-centuria-capital-group-exemption-notice-2020/>.
3. The Offer will be made to holders of equity securities of Augusta in New Zealand in reliance on the exemptions in the FMC Exemption Notice.
4. This notice is given under clause 6(e) of the FMC Exemption Notice.
5. At the date of this notice Centuria is in compliance with its:
 - a. Australian continuous disclosure obligations (as defined in the FMC Exemption Notice); and
 - b. Australian financial reporting obligations (as defined in the FMC Exemption Notice).

In addition, there is no information at the date of this notice that is "excluded information" (as defined in the FMC Exemption Notice) in respect of Centuria.

6. The Offer will not have any material effect or consequence on the control of Centuria within the meaning set out in the FMC Exemption Notice.

Announcement authorised by the CNI Board of Directors

– Ends –

For more information or to arrange an interview, please contact:

John McBain

Joint CEO

Centuria Capital Limited

Phone: 02 8923 8923

Email:john.mc Bain@centuria.com.au

Tim Mitchell

Group Head of Investor Relations

Centuria Capital Limited

Phone: 02 8923 8923

Email:tim.mitchell@centuria.com.au

Alexandra Koolman

Corporate Communications

Centuria Capital Limited

Phone: 02 8923 8923

Email:alexandra.koolman@centuria.com.au

About Centuria Capital Group

Centuria Capital Group (CNI) is an ASX-listed specialist investment manager with \$7.2 billion of assets under management. We offer a range of investment opportunities including listed and unlisted real estate funds as well as tax-effective investment bonds. Our drive, allied with our in-depth knowledge of these sectors and intimate understanding of our clients, allows us to transform opportunities into rewarding investments.

www.centuria.com.au

Disclaimer

This announcement contains selected summary information and does not purport to be all-inclusive, comprehensive or to contain all of the information that may be relevant, or which a prospective investor may require in evaluations for a possible investment in CNI. It should be read in conjunction with CNI's periodic and continuous disclosure announcements which are available at <http://www.centuria.com.au/>

This announcement is provided for general information purposes only. It should not be relied upon by the recipient in considering the merits of CNI or the acquisition of securities in CNI.

Before making an investment decision, the recipient should consider its own financial situation, objectives and needs, and conduct its own independent investigation and assessment of the contents of this announcement, including obtaining investment, legal, tax, accounting and such other advice as necessary or appropriate.

This announcement may contain forward-looking statements, guidance, forecasts, estimates, prospects, projections or statements in relation to future matters ('Forward Statements'). No independent third party has reviewed the reasonableness of any such statements or assumptions. No member of CNI represents or warrants that such Forward Statements will be achieved or will prove to be correct or gives any warranty, express or implied, as to the accuracy, completeness, likelihood of achievement or reasonableness of any Forward Statement contained in this announcement.