

Centuria



Centuria Industrial REIT

RETAIL OFFER BOOKLET | CPF2L

CIP

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Important notices

This Retail Offer Booklet is dated 11 August 2020. Capitalised terms in this section have the meaning given to them in this Retail Offer Booklet (including the Glossary).

This Retail Offer Booklet is issued by Centuria Property Funds No.2 Limited (ACN 133 363 185) (CPF2L) as responsible entity of Centuria Industrial REIT (ARSN 099 680 252) (CIP).

This Retail Entitlement Offer is being made pursuant to section 1012DAA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows entitlement offers to be offered without a product disclosure statement. This Retail Offer Booklet does not contain all of the information which would be required to be disclosed in a product disclosure statement. As a result, it is important for you to read and understand this Retail Offer Booklet in its entirety, along with the publicly available information on CIP and the Entitlement Offer (for example, the information available on CIP's website www.CenturiaInvestor.com.au/CIPoffer and on the ASX's website www.asx.com.au) prior to deciding whether to accept your Entitlement and apply for New Units.

The Investor Presentation, which is included in Annexure B, details important factors and risks that could affect the financial and operating performance of CIP. Please refer to the Key Risks section of the Investor Presentation for details. When making an investment decision in connection with this Retail Entitlement Offer, it is essential that you consider these risk factors carefully in light of your individual personal circumstances, including financial and taxation issues (some of which have been outlined in Section 3 and Section 4 of this Retail Offer Booklet).

Investments in CIP are subject to investment risk, including delays in repayment and loss of income and capital invested. Neither CPF2L nor the Underwriters guarantee any return or any particular rate of return on the New Units offered under the Retail Entitlement Offer, the performance of CIP generally, the repayment of capital from CIP or any particular tax treatment.

By returning an Entitlement and Acceptance

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

No overseas offering

This Retail Offer Booklet, the accompanying Entitlement and Acceptance Form, the accompanying ASX announcement and Investor Presentation, do 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. In particular, this Retail Offer Booklet does not constitute an offer to Ineligible Unitholders.

This Retail Offer Booklet is not to be distributed in, and no offer of New Units is to be made under the Retail Entitlement Offer, in countries other than Australia and New Zealand.

No action has been taken to register or qualify the Retail Entitlement Offer or the New Units, or otherwise permit the public offering of the New Units, in any jurisdiction other than Australia and New Zealand.

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

New Zealand

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

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

This Retail Offer Booklet, and any accompanying ASX announcement, Investor Presentation and the Entitlement and Acceptance Form, do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States.

Neither this Retail Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. The New Units have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Units may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States. The New Units in the Retail Entitlement Offer will be offered and sold only in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

Definitions and currency

Defined terms used in this Retail Offer Booklet are contained in the Glossary. All currency amounts in this Retail Offer Booklet are in Australian dollars unless otherwise stated.

Important Notices (continued)

Times and Dates

All dates and times in this Retail Offer Booklet are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Sydney time. Any changes to the timetable will be posted on CIP's website at www.CenturiaInvestor.com.au/CIPoffer. Refer to the Key Dates section for more details.

Not investment advice

Unitholders must note that the information provided in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form does not constitute financial product advice. All information has been prepared without taking into account your individual investment objectives, financial circumstances or particular needs. The information contained in this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form should not be considered as comprehensive or to comprise all the information which a Unitholder may require in order to determine whether or not to subscribe for New Units. If you have any questions, please consult your professional adviser before deciding whether or not to invest.

Past Performance

Investors should note that CIP's past performance, including past security price performance and historical information in ASX announcements, cannot be relied upon as an indicator of (and provides no guidance as to) CIP's future performance, including CIP's future financial position or security price performance. The pro forma historical information is not represented as being indicative of CPF2L's views on the future financial condition or performance of CIP.

Forward-looking statements

This Retail Offer Booklet contains certain "forward looking statements" including, without limitation, projections and guidance on the performance of CIP and the outcome of the Entitlement Offer. Forward looking statements can generally be identified by use of forward looking words such as "anticipate", "expect", "likely", "intend", "should", "could", "may", "propose", "predict", "plan", "potential", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, statements relating to the future performance of CIP and the outcome and effects of the Entitlement Offer and use of proceeds. No representation or warranty is given as to the accuracy or likelihood of achievement of any forward-looking statement in this Retail Offer Booklet, or any events or results expressed or implied in any forward-looking statement. Forward-looking statements, opinions and estimates provided in this Retail Offer Booklet are not guarantees of future performance and are by their nature inherently uncertain and are based on future events which may or may not be correct, assumptions and estimates which are subject to certain risks, uncertainties and change without notice, as are statements about market and industry trends, which are based on interpretation of market conditions. Actual results and performance may vary materially because events and actual circumstances frequently do not occur as forecast and future results are subject to known and unknown risk such as changes in market conditions and in regulations. Investors should form

their own views as to these matters and any assumptions on which any of the forward-looking statements are based and not place reliance on such statements. To the maximum extent permitted by law, CPF2L, the Underwriters, their respective affiliates and related bodies corporate, and each of their respective directors, officers, employees, advisers, agents and intermediaries disclaim any obligation or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions.

Risks

Refer to the Key Risks section of the Investor Presentation included in Annexure B of this Retail Offer Booklet for a summary of general and specific risk factors that may affect CIP.

Trading New Units

CPF2L, the Underwriters and their respective affiliates and related bodies corporate will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Units they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by CIP or the Registry or otherwise, or who otherwise trade or purport to trade New Units in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters, you should first consult with your stockbroker, accountant or other professional advisers.

Chairman's Letter

Centuria Industrial REIT – Retail Entitlement Offer

Dear Unitholder,

On behalf of the Directors of Centuria Property Funds No.2 Limited (CPF2L), I am pleased to invite you to participate in CIP's recently announced underwritten 1 for 3.7 accelerated non-renounceable pro-rata entitlement offer (Entitlement Offer) of new CIP Units (New Units) at an issue price of \$3.15 per New Unit (Issue Price).

Entitlement Offer

On 5 August 2020 CIP announced its intention to raise approximately \$340.8 million by way of an accelerated non-renounceable pro-rata entitlement offer to Eligible Institutional Unitholders (Institutional Entitlement Offer) and Eligible Retail Unitholders (Retail Entitlement Offer). The Board is pleased to provide Eligible Unitholders with an opportunity to increase their investment in CIP and to support the ongoing execution of its growth strategy.

The Institutional Entitlement Offer received strong support and has raised approximately \$240 million.

The Entitlement Offer is fully underwritten by UBS AG, Australia Branch and J.P. Morgan Securities Australia Limited (Underwriters), subject to the terms of the Underwriting Agreement (see section 5.6 for more details).

Use of proceeds

The proceeds of the Entitlement Offer will be used to partially fund the acquisitions of a 100% freehold interest in the land and building of each of the following assets:

- (a) the Telstra data centre at 1816 - 1832 Dandenong Road, Clayton VIC (Telstra Data Centre) for a purchase price of \$416.7 million (plus costs);
- (b) 144 Hartley Road, Smeaton Grange NSW for a purchase price of \$16.4 million (plus costs); and
- (c) 51-73 Lambeck Drive, Tullamarine VIC for a purchase price of \$14.0 million (plus costs),

(together, the Transactions).

The balance of the purchase prices and costs will be funded by debt.

Retail Entitlement Offer

The Board is pleased to provide Eligible Retail Unitholders with an opportunity to participate in the Retail Entitlement Offer and to support the ongoing execution of CIP's growth strategy.

The Retail Entitlement Offer will raise approximately \$100.8 million. Eligible Retail Unitholders can subscribe for 1 New Unit for every 3.7 Units held as at the Record Date at an Issue Price of \$3.15 per New Unit. The Issue Price represents a discount of 4.8% to the last closing price of Units of \$3.31 on 10 August 2020.

The New Units issued under the Entitlement Offer will rank equally with existing Units on issue and will be entitled to participate in all future distributions of CIP.

The number of New Units for which you are entitled to subscribe under the Retail Entitlement Offer (Entitlement) is set out in your personalised Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched to Eligible Retail Unitholders on Tuesday, 11 August 2020. Eligible Retail Unitholders who take up their full Entitlement may also apply for Additional New Units in excess of their Entitlement up to 50% of their full Entitlement (to the extent available) at the Issue Price. In the event of oversubscriptions, the allocation of Additional New Units will be at the discretion of the Board and the Underwriters and subject to scale back on a pro-rata basis. There is no guarantee that you will be allocated any Additional New Units.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferrable. If you do not participate in the Retail Entitlement Offer, your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

If you decide to take this opportunity to increase your investment in CIP please ensure that, before 5.00 pm (Sydney time) on Thursday, 20 August 2020, you have paid your Application Monies preferably via BPAY® pursuant to the instructions that are set out in the personalised Entitlement and Acceptance Form that will accompany this Retail Offer Booklet when it is despatched to you, or otherwise that your completed Entitlement and Acceptance Form and your Application Monies are received in cleared funds by the Registry.

If you apply and pay your Application Monies before 5.00 pm (Sydney Time) on Monday, 17 August 2020 (Early Retail Acceptance Due Date) via BPAY®, your New Units will be

issued to you on Wednesday, 19 August 2020, which is the same date that New Units will be issued under the Institutional Entitlement Offer.

The Retail Entitlement Offer closes at 5.00 pm (Sydney time) on Thursday, 20 August 2020

The Board advises you to carefully read this Retail Offer Booklet in its entirety and to seek appropriate professional advice before making any investment decision. In particular, you should refer to the Key Risks section of the Investor Presentation included in Annexure B of this Retail Offer Booklet for a summary of general and specific risk factors that may affect CIP and the Entitlement Offer.

If you have any questions about the Entitlement Offer, please do not hesitate to contact CIP's Offer Information Line on 1800 182 257 (from within Australia) or +61 2 9290 9689 (from outside Australia) between 8:30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period.

If you do not wish to take up any of your Entitlement, you do not have to take any action.

On behalf of the Directors of CPF2L, we invite you to consider this investment and participate in the exciting next stage of CIP's growth.

Yours faithfully,



ROGER DOBSON

Chairman

Key Dates

Key Event

Announcement of the Acquisition and Entitlement Offer	Wednesday, 5 August 2020
Institutional Entitlement Offer results announced	Thursday, 6 August 2020
Record Date for eligibility in the Retail Entitlement Offer	Friday, 7 August 2020
Retail Entitlement Offer opens	Tuesday, 11 August 2020
Retail Offer Booklet and Entitlement and Acceptance Form despatched to Eligible Retail Unitholders and Letter to Ineligible Unitholders despatched	Tuesday, 11 August 2020
Early Retail Acceptance Due Date	Monday, 17 August 2020
Issue of New Units under the Institutional Entitlement Offer and Retail Entitlement Offer for applications received by the Early Retail Acceptance Due Date	Wednesday, 19 August 2020
Despatch of holding statements for New Units issued under the Institutional Entitlement Offer and Retail Entitlement Offer for applications received by the Early Retail Acceptance Due Date	Thursday, 20 August 2020
Retail Entitlement Offer closes	Thursday, 20 August 2020
Announce results of Retail Entitlement Offer	Monday, 24 August 2020
Settlement of the remaining New Units issued under the Retail Entitlement Offer	Tuesday, 25 August 2020
Issue of remaining New Units issued under the Retail Entitlement Offer	Wednesday, 26 August 2020
Remaining New Units issued under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis	Thursday, 27 August 2020
Despatch of holding statements for the remaining New Units issued under the Retail Entitlement Offer	Thursday, 27 August 2020

All dates and times are indicative only and subject to change. Unless otherwise specified, all times and dates refer to Sydney time. CPF2L reserves the right to amend any or all of these dates and times, with the consent of the Underwriters, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, CPF2L reserves the right to extend the Retail Closing Date and to accept late Applications under the Retail Entitlement Offer without prior notice. Any extension of the Retail Closing Date will have a consequential effect on the Issue Date for New Units under the Retail Entitlement Offer. Any changes to the timetable will be posted on CIP's website at www.CenturiaInvestor.com.au/CIPoffer.

Subject to the consent of the Underwriters, CPF2L also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to issue of the New Units under the Retail Entitlement Offer. In that event, the relevant Application Monies (without interest) will be returned in full to applicants.

The commencement of quotation of New Units is subject to the discretion of ASX.

Cooling off rights do not apply to an investment in New Units. You cannot withdraw your application once it has been accepted. Eligible Retail Unitholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens to ensure their application is received by the Registry in time.

What should you do?

1. Read this Retail Offer Booklet and the accompanying Entitlement and Acceptance Form

This Retail Offer Booklet and the personalised Entitlement and Acceptance Form that accompanies it contain important information about the Retail Entitlement Offer. You should read both documents carefully and in their entirety before deciding whether or not to participate in the Retail Entitlement Offer. The Retail Offer Booklet can also be viewed at www.CenturiaInvestor.com.au/CIPoffer.

This Retail Entitlement Offer is not being made under a product disclosure statement. This Retail Offer Booklet does not contain all of the information which would be required to be disclosed in a product disclosure statement. As a result, it is important for you to read and understand this Retail Offer Booklet in its entirety, along with the publicly available information on CIP and the Entitlement Offer (for example, the information available on CIP's website www.CenturiaInvestor.com.au/CIPoffer and on the ASX's website www.asx.com.au) prior to deciding whether to accept your Entitlement and apply for New Units.

If you are in doubt as to the course you should follow, you should seek appropriate professional advice before making an investment decision.

2. Consider the Retail Entitlement Offer in light of your particular investment objectives and circumstances

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

An investment in New Units is subject to both known and unknown risks, some of which are beyond the control of CIP. These risks include the possible loss of income and principal invested. CPF2L does not guarantee any return, any particular rate of return, the performance on the New Units offered under the Retail Entitlement Offer, the performance of CIP generally or the repayment of capital from CIP. In considering an investment in New Units, investors should have regard to (amongst other things) the Key Risks section in the Investor Presentation and the disclaimers outlined in this Retail Offer Booklet.

3. Decide what you want to do

If you are an Eligible Retail Unitholder, you have four options available to you in relation to the Retail Entitlement Offer:

1. take up all of your Entitlement (refer to Section 2.2);
2. take up all of your Entitlement and apply for Additional New Units in excess of your Entitlement (refer to Section 2.2);
3. take up part of your Entitlement (refer to Section 2.2); or
4. do nothing and allow your Entitlement to lapse (refer to Section 2.3).

Ineligible Unitholders

All Unitholders who do not satisfy the criteria to be Eligible Retail Unitholders or Eligible Institutional Unitholders, are Ineligible Unitholders. Ineligible Unitholders may not take up any of their Entitlements.

Eligible Unitholders

Eligible Retail Unitholders who take up their Entitlement in full may also apply for Additional New Units in excess of their Entitlement up to 50% of their full Entitlement (to the extent available). There is no guarantee that you will be allocated any Additional New Units. In the event of oversubscription, the allocation of Additional New Units will be at the discretion of the Board and the Underwriters and subject to scale back on a pro-rata basis.

Eligible Retail Unitholders who do not participate in the Retail Entitlement Offer, or participate for an amount less than their full Entitlement will have their percentage holding in CIP reduced. Eligible Retail Unitholders who participate in the Retail Entitlement Offer will see their percentage holding in CIP reduce, increase or remain the same depending on the proportion of their Entitlement they subscribe for and the Additional New Units applied for and allocated to them, at the discretion of the Board and the Underwriters.

The Entitlement Offer is non-renounceable, which means that the Entitlements cannot be traded or otherwise transferred on the ASX or any other exchange or privately. If you do not participate in the Entitlement Offer, you will not receive any value for your Entitlement.

4. Apply for New Units

To participate in the Retail Entitlement Offer, please complete and lodge a valid Entitlement and Acceptance Form and Application Monies for New Units, or make a payment by BPAY®, so that it is received by 5.00 pm (Sydney time) on Thursday, 20 August 2020 pursuant to the instructions set out on the Entitlement and Acceptance Form. See Section 2 - How to Apply - Eligible Unitholders for more information.

If you take no action your Entitlement under the Retail Entitlement Offer will lapse.

5. Questions

If you have any questions about the Retail Entitlement Offer, please do not hesitate to contact the CIP Offer Information Line on 1800 182 257 (from within Australia) or +61 2 9290 9689 (from outside Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period.

Section 1 - Overview of the Offer

1.1 Overview

CPF2L intends to raise approximately \$340.8 million through the Entitlement Offer, which is comprised of the Institutional Entitlement Offer and the Retail Entitlement Offer.

The Entitlement Offer is underwritten by the Underwriters, subject to the terms of the Underwriting Agreement (see section 5.6 for more details).

Under the Retail Entitlement Offer, CIP is offering Eligible Retail Unitholders the opportunity to subscribe for 1 New Unit for every 3.7 Units held on the Record Date. The Issue Price per New Unit is \$3.15, the same price as offered to Eligible Institutional Unitholders under the Institutional Entitlement Offer.

The Entitlement Offer is non-renounceable, which means that the Entitlements cannot be traded or otherwise transferred on the ASX or any other exchange or privately. If you do not participate in the Entitlement Offer, you will not receive any value for your Entitlement.

Please refer to the ASX Announcement and the Investor Presentation annexed to this Retail Offer Booklet for information on the reasons for the Retail Entitlement Offer, the use of the proceeds of the Retail Entitlement Offer, and for further information on CIP and its strategy.

1.2 Institutional Entitlement Offer

On Wednesday, 5 August 2020, the Institutional Entitlement Offer was conducted with Eligible Institutional Unitholders given the opportunity to take up all or part of their Entitlement under the Institutional Entitlement Offer at an Issue Price of \$3.15 per New Unit.

New Units equivalent to the number not taken up by Eligible Institutional Unitholders under the Institutional Entitlement Offer were offered to Eligible Institutional Unitholders who applied for New Units in excess of their Entitlement.

CPF2L has successfully conducted the Institutional Entitlement Offer to raise approximately \$240 million.

The New Units are expected to be issued under the Institutional Entitlement Offer on Wednesday, 19 August 2020.

1.3 Retail Entitlement Offer

Under the Retail Entitlement Offer, Eligible Retail Unitholders are being invited to subscribe for all or part of their Entitlement and are being sent this Retail Offer Booklet with a personalised Entitlement and Acceptance Form. Eligible Retail Unitholders who have requested to receive their communications via email will be sent a personal link to their Entitlement Form and the Retail Offer Booklet by email. CIP is also offering Eligible Retail Unitholders the opportunity to apply for Additional New Units in excess of their Entitlement of up to 50% of their full Entitlement. If the Retail Entitlement Offer is oversubscribed, the allocation of Additional New Units will be at the discretion of the Board and the Underwriters and subject to scale back on a pro-rata basis. The issue of Additional New Units (if any) will take place along with the issue of New Units offered under the Retail Entitlement Offer on Wednesday, 26 August 2020.

The Retail Entitlement Offer constitutes an offer only to Eligible Retail Unitholders, being Unitholders on the Record Date who have a registered address in Australia or New Zealand and are eligible under all applicable laws to receive an offer under the Retail Entitlement Offer. A person in the United States or acting for the account or benefit of a person in the United States (to the extent such person holds Units for the account or benefit of such person in the United States) is not entitled to participate in the Retail Entitlement Offer.

Determination of eligibility of investors for the purposes of the Entitlement Offer is by reference to a number of matters, including legal requirements and the discretion of the Board and the Underwriters. CPF2L, the Underwriters and their respective affiliates and related bodies corporate disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

The Retail Entitlement Offer closes at 5.00 pm (Sydney time) on Thursday, 20 August 2020, with New Units to be issued on Wednesday, 26 August 2020.

The Retail Entitlement Offer is underwritten by the Underwriters and seeks to raise approximately \$100 million. The Issue Price under the Retail Entitlement Offer is the same as the Issue Price under the Institutional Entitlement Offer.

1.4 Use of proceeds

The proceeds of the Entitlement Offer will be used to fund the Transactions. An overview of the sources and uses of proceeds in respect of the Transactions is set out below:

SOURCES OF PROCEEDS		\$m
Entitlement Offer proceeds		340.8
Incremental debt		151.1
Total sources		491.9
USES OF FUNDS		\$m
Acquisitions		447.1
Development costs ¹		12.0
Stamp Duty		26.9
Other transaction costs		5.9
Total uses		491.9

Note 1: Costs to be incurred incrementally over time.

1.5 Ranking of New Units

New Units will rank equally with existing Units on issue.

1.6 Reconciliation and fractional entitlements

In any entitlement offer, investors may believe that they own more or fewer existing Units on the Record Date than they ultimately do. This could potentially result in the requirement for reconciliation to ensure all Eligible Retail Unitholders have the opportunity to receive their full Entitlement. If this is required, it is possible that CPF2L may need to issue a small quantity of additional New Units to ensure all Eligible Institutional Unitholders and Eligible Retail Unitholders have the opportunity to receive their full Entitlement. The price at which these Units will be issued will be the same as the Issue Price. CPF2L also reserves the right to reduce the number of New Units allocated to Eligible Unitholders or persons claiming to be Eligible Unitholders, if their Entitlement claims prove to be overstated, or if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are indeed not Eligible Unitholders.

To the extent that the application of the offer ratio of 1 New Unit for every 3.7 existing Units held on the Record Date results in a fractional entitlement to New Units for a particular Unitholder, that Unitholder's Entitlement shall be rounded up to the next higher whole number of New Units.

1.7 Quotation and trading

CPF2L will apply to ASX for the official quotation of the New Units in accordance with ASX Listing Rule requirements. Subject to approval being granted, it is expected that normal trading of New Units:

- Issued under the Institutional Entitlement Offer and Retail Entitlement Offer for applications received by the Early Retail Acceptance Due Date will commence on Wednesday, 19 August 2020; and
- Issued under the Retail Entitlement Offer (including any Additional New Units) will commence on Thursday, 27 August 2020.

1.8 Holding statements

Holding statements are expected to be despatched to Eligible Unitholders:

- on Wednesday, 19 August 2020 in respect of New Units issued under the Institutional Entitlement Offer and Retail Entitlement Offer for applications received by the Early Retail Acceptance Due Date; and
- on Thursday, 27 August 2020 in respect of New Units issued under the Retail Entitlement Offer.

It is the responsibility of each applicant to confirm their holding before trading in New Units. Any applicant who sells New Units before receiving confirmation of their holding in the form of their holding statement will do so at their own risk. CPF2L, the Underwriters and their respective affiliates and related bodies corporate each disclaim all liability whether in negligence or otherwise (and to the maximum extent permitted by law) to persons who trade New Units before receiving their holding statements, whether on the basis of confirmation of the allocation provided by CPF2L, the Registry or the Underwriters or otherwise.

1.9 Withdrawal of the Entitlement Offer

Subject to the consent of the Underwriters, CPF2L reserves the right to withdraw the Entitlement Offer at any time, in which case CPF2L will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest.



Section 2 - How to Apply – Eligible Retail Unitholders

2.1 Choices available to Eligible Unitholders

Eligible Unitholders may do any one of the following:

1. take up all of your Entitlement (refer to Section 2.2);
2. take up all of your Entitlement and apply for Additional New Units in excess of your Entitlement (refer to Section 2.2);
3. take up part of their Entitlement (refer to Section 2.2); or
4. do nothing and allow their Entitlement to lapse (refer to Section 2.3).

CIP is also offering Eligible Retail Unitholders who take up all of their Entitlement the opportunity to apply for Additional New Units in excess of their Entitlement up to 50% of their full Entitlement (refer to Section 2.2).

The Retail Entitlement Offer is a pro rata offer to Eligible Retail Unitholders only.

2.2 Take up all or part of your Entitlement, or take up all of your Entitlement and apply for Additional New Units in excess of your Entitlement

If you wish to take up your Entitlement in full or in part, or in full and apply for Additional New Units in excess of your Entitlement, there are two different ways you can submit your Application and Application Monies.

2.2.1 Payment via BPAY®

For payment by BPAY®, please follow the instructions set out on the personalised Entitlement and Acceptance Form. Eligible Retail Unitholders who have requested to receive their communications via email will be sent a personal link to their Entitlement Form and the Retail Offer Booklet by email. You can only make payment by BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please ensure you use the specific Biller Code and your unique Customer Reference Number (CRN) found on your personalised Entitlement and Acceptance Form. Eligible Retail Unitholders who have requested to receive their communications via email will be sent a personal link to their Entitlement Form and the Retail Offer Booklet by email. If you have multiple holdings and receive more than one personalised Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those holdings, only use the CRN specific to that holding. If you do not use the correct CRN specific to that holding, your Application will not be recognised as valid and may be rejected.

You can be issued New Units the subject of your Entitlement at the same time as Eligible Institutional Unitholders under the Institutional Entitlement Offer being, Wednesday, 19 August 2020. To do this you must make payment of the Application Monies via BPAY® in time to ensure that cleared funds are received no later than 5.00 pm (Sydney time) on Monday, 17 August 2020. If your payment of the Application Monies is received in cleared funds after this time, but before the Retail Closing Date, New Units will be issued to you on Wednesday, 26 August 2020.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment of Application Monies.

To apply and pay via BPAY®, you should:

- read this Retail Offer Booklet and the Entitlement and

Acceptance Form in their entirety (also available online at www.CenturiaInvestor.com.au/CIPoffer) and seek appropriate professional advice if necessary;

- make your payment in respect of the full Application Monies via BPAY® for the number of New Units you wish to subscribe for (being the Issue Price of \$3.15 per New Unit multiplied by the number of New Units (including your Entitlement and any Additional New Units) you are applying for) so that it is received by no later than the Retail Closing Date, being 5.00 pm (Sydney time) on Thursday, 20 August 2020.

If you choose to pay via BPAY® you are not required to submit the Entitlement and Acceptance Form but are taken to make the statements on that form and representations outlined below in Section 2.4 (Implications of making an Application), including the Eligible Retail Unitholder declarations referred to in the Entitlement and Acceptance Form.

If you take up all or part of your Entitlement (or all of your Entitlement and apply for Additional New Units) and your payment of the Application Monies is received in cleared funds by the Retail Closing Date, being 5.00 pm (Sydney time) on Thursday, 20 August 2020, New Units (and Additional New Units) are expected to be issued to you on the Issue Date, being Wednesday, 26 August 2020. Your payment of the Application Monies will not be accepted after the Retail Closing Date, being 5.00 pm (Sydney time) on Thursday, 20 August 2020, and no New Units (or Additional New Units) will be issued to you in respect of such late Application.

If the amount of Application Monies is insufficient to pay in full for the number of New Units you applied for, you will be taken to have applied for such whole number of New Units which is covered in full by your Application Monies. Alternatively, your application will be rejected.

If you apply for Additional New Units in excess of your Entitlement and you are not allocated all or some of the Additional New Units applied for, the relevant Application Monies will be refunded to you after the Issue Date in accordance with the Corporations Act, without interest being payable. The issue of Additional New Units will be at the discretion of the Board and the Underwriters and may be subject to scale back on a pro-rata basis.

2.2.2 Submit your completed Entitlement and Acceptance Form together with cheque, bank draft or money order for all Application Monies

To apply and pay by cheque, bank draft or money order, you should:

- read this Retail Offer Booklet and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary;
- complete the personalised Entitlement and Acceptance Form accompanying this Retail Offer Booklet in accordance with the instructions set out on that form, and indicate the number of New Units you wish to subscribe for; and
- return the completed Entitlement and Acceptance Form to the Registry (address details below) together with a cheque, bank draft or money order which must be:
 - in respect of the full Application Monies (being \$3.15 multiplied by the number of New Units (including your Entitlement and any Additional New Units) you wish to subscribe for);
 - in Australian currency drawn on an Australian bank; and

- made payable to 'CIP Retail Entitlement Offer' and crossed 'Not Negotiable'.

You should ensure that sufficient funds are held in relevant account(s) to cover the full Application Monies as your cheque will be processed on the day of receipt.

Cash payments will not be accepted. Receipts for payment will not be issued.

If you wish to be issued New Units the subject of your Entitlement at the same time as Eligible Institutional Unitholders under the Institutional Entitlement Offer, being Wednesday, 19 August 2020, you must make payment of the Application Monies via BPAY® (refer to section 2.2.1 above).

If you apply and pay by cheque, bank draft or money order, your Entitlement and Acceptance Form and your Application Monies in cleared funds must be received by the Registry by no later than 5.00 pm (Sydney time) on Thursday, 20 August 2020 and New Units (and Additional New Units) will be issued to you on the Issue Date being Wednesday, 26 August 2020. Entitlement and Acceptance Forms (and payments for Application Monies) will not be accepted after the Retail Closing Date, being 5.00 pm (Sydney time) on Thursday, 20 August 2020 and no New Units (or Additional New Units) will be issued to you in respect of such late Application.

If the amount of Application Monies is insufficient to pay in full for the number of New Units you applied for, you will be taken to have applied for such whole number of New Units which is covered in full by your Application Monies. Alternatively, your application will be rejected.

If you apply for Additional New Units in excess of your Entitlement and you are not allocated all or some of the Additional New Units applied for, the relevant Application Monies will be refunded to you after the Issue Date in accordance with the Corporations Act, without interest being payable. The issue of Additional New Units will be at the discretion of the Board and the Underwriters and may be subject to scale back on a pro-rata basis.

You need to ensure that your completed Entitlement and Acceptance Form and cheque, bank draft or money order in respect of the full Application Monies reaches the Registry in sufficient time so that they are received by no later than 5.00 pm (Sydney time) on the Retail Closing Date being Thursday, 20 August 2020 at the following address:

Postal Address

MAIL TO

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

or

HAND DELIVER TO

Centuria Property Funds No.2 Limited
Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000

Entitlement and Acceptance Forms (and payments for any Application Monies) will not be accepted at CPF2L's registered or corporate offices.

For the convenience of Eligible Retail Unitholders, an Australian reply paid envelope addressed to the Registry has been enclosed with this Retail Offer Booklet.

Note that if you have more than one holding of Units, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Monies must be completed for each separate Entitlement you hold.

2.2.3 Refund of Application Monies

Any Application Monies received for more than your final allocation of New Units and Additional New Units will be refunded as soon as practicable after issue. No interest will be paid to applicants on any Application Monies received or refunded.

2.3 Take no action and allow all of your Entitlement to lapse

If you are an Eligible Retail Unitholder and you do nothing, the Entitlements in respect of your Units will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Unitholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

You should also note that, if you do not take up all or part of your Entitlement, then your percentage holding in CIP will be diluted to the extent that New Units are issued to other Unitholders.

2.4 Implications of making an Application

Returning a completed Entitlement and Acceptance Form or paying any Application Monies for New Units via BPAY® will be taken to constitute a representation by the Eligible Retail Unitholder that they:

- have received a copy of this Retail Offer Booklet accompanying the Entitlement and Acceptance Form, and have read them in their entirety;
- make the Eligible Retail Unitholder declarations referred to in the Entitlement and Acceptance Form and on page 20 of this Retail Offer Booklet; and
- acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment is made in relation to any Application Monies, the Application may not be varied or withdrawn except as required by law.

2.5 Enquiries

This Retail Offer Booklet and the Entitlement and Acceptance Form that accompanies it contain important information. You should read both documents in their entirety before deciding whether or not to participate in the Retail Entitlement Offer. If you:

- have questions in relation to the existing Units upon which your Entitlement has been calculated;
- have questions on how to complete the Entitlement and Acceptance Form or take up your Entitlement; or
- have lost your Entitlement and Acceptance Form and would like a replacement form,

please call CIP's Offer Information Line on 1800 182 257 (from within Australia) or +61 2 9290 9689 (from outside Australia) between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period. If you have further questions you should contact your professional adviser between 8.30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period.

If you have further questions you should contact your professional adviser.

Section 3 - Australian Taxation

3.1 General

The section 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 Retail Entitlement Offer for certain Eligible Retail Unitholders.

The comments in this section deal only with the Australian taxation implications of the Retail Entitlement Offer if you:

- are a resident for Australian income tax purposes; and
- hold your Units on capital account.

The comments do not apply to you if you:

- are not a resident for Australian income tax purposes;
- hold your Units as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of trading in securities);
- are subject to the 'TOFA provisions' in Division 230 of the Income Tax Assessment Act 1997 in relation to the Units; or
- acquired the Units in respect of which the Entitlement Offer is issued under any employee share scheme or where the New Units are acquired pursuant to any employee share scheme..

The taxation implications of the Retail Entitlement 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.

CPF2L and its officers, employees, taxation or other advisers do not accept any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

This taxation summary is necessarily general in nature. It is strongly recommended that each Eligible Retail Unitholder seeks their own independent professional tax advice applicable to their particular circumstances.

This taxation summary does not constitute financial product advice as defined in the Corporations Act. This summary is confined to taxation issues and is only one of the matters you need to consider when making a decision about your investments. You should consider taking advice from a licensed adviser, before making a decision about your investments.

3.2 Issue of Entitlements

The issue of the Entitlements should not, of itself, result in any amount being included in your assessable income.

3.3 Exercise of Entitlements

Eligible Retail Unitholders who exercise their Entitlements will acquire New Units. No assessable income or capital gain should arise for you on the exercise (i.e. taking up) of your Entitlements.

If you take up all or part of your Entitlements, you will acquire New Units.

The total cost base (and reduced cost base) of the New Units should equal the Issue Price for the New Units plus certain non-deductible incidental costs incurred in acquiring the New Units. The cost base (and reduced cost base) should be allocated across each New Unit on a reasonable basis.

The New Units will be taken to be acquired on the day that the Entitlement in respect of the New Unit is exercised.

3.4 Acquiring Additional New Units

No assessable income or capital gain should arise for you from acquiring Additional New Units.

The total cost base (and reduced cost base) for the Additional New Units acquired under the Retail Entitlement Offer should be determined in the same manner as for New Units acquired on exercise of your Entitlements.

The Additional New Units will be taken to have been acquired for CGT purposes on the day the Additional New Units are issued to you.

3.5 Distributions on New Units

Future distributions made in respect of New Units and Additional New Units will be subject to the same income taxation treatment as distributions made on existing Units held in the same circumstances.

3.6 Disposal of New Units and Additional New Units

On disposal of a New Unit or Additional New Unit (referred to in this section as a Unit), you will make a capital gain if the capital proceeds on disposal exceed the total cost base of the Unit. You will make a capital loss if the capital proceeds are less than the total reduced cost base of the Unit.

Individuals, complying superannuation entities or trustees that have held Units for at least 12 months (not including the dates of acquisition and disposal of the Units) should be entitled to discount the amount of any capital gain resulting from the disposal of the Units (after the application of any current year or carry forward capital losses).

The CGT discount applicable is currently one-half for individuals and trustees and one-third for complying superannuation entities. The CGT discount is not available for companies that are not eligible life insurance companies or acting as trustee of a trust. Trustees should seek specific tax advice regarding the tax consequences arising to beneficiaries because of the CGT discount.

If a capital loss arises on disposal of the Units, 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.

3.7 Entitlements not taken up

As described in Section 2.3 above, any Entitlement not taken up under the Retail Entitlement Offer will lapse and the Eligible Retail Unitholder will not receive any consideration for those Entitlements. In these circumstances and on the basis the Entitlements will have no market value at this time, there should not be any adverse income tax implications for the Eligible Retail Unitholder.

3.8 Tax file number

If an Eligible Retail Unitholder has quoted their Australian business number (ABN), tax file number (TFN) or an exemption from quoting their tax file number in respect of an existing Unit, this quotation or exemption will also apply in respect of any New Units or Additional New Units acquired by that Eligible Retail Unitholder.

Tax may be required to be deducted by CPF2L from any distributions at the highest marginal tax rate if an ABN or TFN has not been not quoted, or an appropriate ABN or TFN exemption has not been provided.

3.9 Other Australian taxes

No Australian GST or stamp duty will be payable by Eligible Retail Unitholders in respect of the issue or exercise of the Entitlements or the acquisition of New Units or Additional New Units pursuant to the Retail Entitlement Offer. Unitholders in respect of the issue or exercise of the Entitlements or the acquisition of New Units or Additional New Units pursuant to the Retail Entitlement Offer.

Section 4 - Australian Taxation

4.1 Introduction

This section provides a general summary of the New Zealand (NZ) income tax and goods and services tax (GST) implications of the Retail Entitlement Offer for Eligible Retail Unitholders.

The comments in this section deal with the NZ tax implications of the Retail Entitlement Offer if you are resident in NZ for income tax purposes.

The comments in this section are based on NZ tax legislation, together with administrative guidance and judicial interpretations of relevant legislation as at the date of this document.

The tax implications of the Retail Entitlement Offer will vary depending upon your circumstances. NZ tax implications arising from holding interests in non-NZ tax resident entities and deriving non-NZ sourced income can be complex and based on your individual facts and circumstances. It is strongly recommended that each Eligible Retail Unitholder seeks their own independent professional tax advice before concluding on the particular taxation treatment that will apply.

CPF2L and its officers, employees, taxation or other advisers do not accept any liability or responsibility in respect of any statement concerning tax consequences, or in respect of the tax consequences.

4.2 General comments on taxation of non-NZ sourced income

There are a number of specific NZ tax rules that can apply to determine the timing, measurement and taxation of foreign sourced (non-NZ) income derived by NZ tax residents. Investors will be taxed on their Units under one of two regimes: the ordinary tax regime or the Foreign Investment Fund (FIF) regime.

A. Tax Treatment Under the Ordinary Tax Regime

An investor will be taxed under the ordinary tax rules if the investor is a NZ resident natural person or a trustee of an eligible trust and does not hold offshore investments (FIF interests) of more than NZ\$50,000, unless the investor elects otherwise. FIF interests includes offshore equities and/ or units in a foreign unit trust, but excludes, amongst other things, shares in most Australian resident companies listed on the ASX.

Any distributions received over the life of the investments should be treated as taxable income for the investor. Taxes withheld (if any) could be available as tax credits, subject to conditions. The tax treatment of gains arising on disposal or redemption of the units shall depend on whether such investments have been held on capital or revenue account. Broadly, a unit held on revenue account shall be subject to taxes at applicable income tax rates from the sale or redemption of Units (losses could be offset against other items of income). Where the investments are held on capital account, any gains on disposal or redemption of Units will not be taxable. Such classification is fact-specific and may vary on a case-to-case basis. We recommend investors retain appropriate documentation which may support capital or revenue classification.

B. Tax Treatment Under the FIF Regime

Other investors will be taxed under the FIF regime (FIF Investors). NZ tax laws provide for various methods to compute FIF income, the most commonly used in case of investments in overseas funds/ foreign companies where the

market value of the investments are readily available, have been summarised below:

- Fair Dividend rate (FDR) method: Under these rules, the FIF income is equal to 5% of the market value of the Units at the beginning of the income year. Any profits from selling or redeeming the Units and any dividends or redemption proceeds received are ignored, subject to the following:
- If a FIF Investor bought and later sold Units in the same income year, then the FIF Investor has additional taxable income equal to the lesser of:
- The actual gain from the Units both bought and sold during the income year (including any distributions paid on them) (quick sale gain method). For this purpose, the last Unit acquired is deemed to be the first sold; or
- 5% of the difference between the greatest number of Units the FIF Investor held at any time during the income year and the number of Units the FIF Investor held at the beginning or end of the year (whichever produces the smaller difference), multiplied by the average cost of all Units acquired during the income year (peak holding method).
- Comparative value (CV) method: If a FIF Investor is a natural person or a family trust and its actual realised and unrealised return from its total portfolio of offshore equity investments is lower than the amount calculated under the FDR method described above, then the investor can elect to be taxed on its actual realised and unrealised returns (including dividends).

FIF Investors are allowed to calculate their FIF income using either of the above methods which produces a lower income.

Application of these rules is facts and circumstances specific. The FIF regime described above is subject to various exceptions, consistency requirements and it is possible in some circumstances that FIF Investors can change the method chosen to compute FIF income. Investors should seek specific tax advice if they believe the FIF regime may apply to them. Accordingly, the comments that follow describe the expected incremental NZ tax impact of the Retail Entitlement Offer.

4.3 Issue of Entitlements

The issue of the Entitlements should not, of itself, result in any amount being included in your taxable income.

4.4 Exercise of Entitlements

Eligible Retail Unitholders who exercise their Entitlements will acquire New Units. The New Units will be taken to be acquired on the day that the Entitlement in respect of the New Unit is exercised.

No taxable income should arise for you on the exercise (i.e. taking up) of your Entitlements.

The acquisition of New Units could impact the specific rules or exemptions that apply to existing Units (such as the NZ\$50,000 de minimis exemption under the FIF rules).

4.5 Acquiring Additional New Units

The Additional New Units will be taken to have been acquired for NZ income tax purposes on the day the Additional New Units are issued to you.

No taxable income should arise for you from acquiring Additional New Units.

The cost of the Additional New Units should equal the issue price for the Additional New Units.

The acquisition of New Units could impact the specific rules or exemptions that apply to existing Units (such as the NZ\$50,000 de minimis exemption under the FIF rules).

4.6 Distributions on New Units

Future distributions made in respect of New Units and Additional New Units should be subject to the same income tax treatment as distributions made on existing Units held in the same circumstances.

4.7 Disposal of New Units and Additional New Units

Based on current law, future disposals of New Units and Additional New Units should be subject to the same income tax treatment as disposals made on existing Units held in the same circumstances.

4.8 Disclosure to Commissioner of Inland Revenue

Disclosure to the Commissioner of Inland Revenue may be required under section 61 of the Tax Administration Act 1994 where the investment is subject to the NZ FIF rules.

4.9 Entitlements not taken up

Any Entitlement not taken up under the Retail Entitlement Offer will lapse and the Eligible Retail Unitholders will not receive any consideration for those Entitlements. In these circumstances, there should not be any NZ tax implications for the Eligible Retail Unitholders.

4.10 Other NZ taxes

No NZ GST or stamp duty will be payable by Eligible Retail Unitholders in respect of the issue or exercise of the Entitlements or the acquisition of New Units or Additional New Units pursuant to the Retail Entitlement Offer.



Section 5 - Important Information for Unitholders

5.1 Retail Offer Booklet availability

Those Eligible Retail Unitholders with a registered address in Australia or New Zealand will receive a copy of this Retail Offer Booklet and their personalised Entitlement and Acceptance Form in the mail. Please read the Retail Offer Booklet and the Entitlement and Acceptance Form together in their entirety.

It is important to note that you will only be entitled to accept the Entitlement Offer by completing your personalised Entitlement and Acceptance Form which accompanies this Retail Offer Booklet, or by making a payment of Application Monies via BPAY® using the information contained on your personalised Entitlement and Acceptance Form or accessed at www.CenturiaInvestor.com.au/CIPoffer (see Section 2.2 for further information). Please carefully read the instructions on the accompanying Entitlement and Acceptance Form.

5.2 Continuous disclosure requirements

Under the Corporations Act, CIP is considered a disclosing entity and is subject to ongoing reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, including the preparation of annual reports and half yearly reports.

Under the ASX Listing Rules, CIP has an obligation (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its Units. Such information is available to the public from the ASX at www.asx.com.au.

CPF2L is also required to lodge certain documents with ASIC. Such documents can be inspected and obtained from an ASIC office.

5.3 No authorisation beyond information contained within this Retail Offer Booklet

Any information or representation not contained in this Retail Offer Booklet may not be relied on as having been authorised by CPF2L in connection with the Entitlement Offer. No person is authorised to give any information or make any representation in connection with the Entitlement Offer, which is not contained in this Retail Offer Booklet.

5.4 No cooling-off rights

Cooling-off rights do not apply to a subscription for New Units under the Entitlement Offer. This means that you cannot withdraw your Application once it has been accepted.

5.5 Notice to nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Unitholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Units, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Unitholder.

Nominees and custodians who hold Units as nominees or custodians will have received, or will shortly receive, a letter from CIP in respect of the Entitlement Offer. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to, and they must not purport to accept the Retail Entitlement Offer in respect of:

- beneficiaries on whose behalf they hold Units who would not satisfy the criteria for an Eligible Retail Unitholder;
- Eligible Institutional Unitholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted

their Entitlement or not);

- Ineligible Unitholders who were ineligible to participate in the Institutional Entitlement Offer; or
- Unitholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees for other persons must not take up any Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States or elsewhere outside Australia or New Zealand except to beneficial Unitholders who are institutional or professional investors in certain foreign countries to the extent contemplated in the International Offering Jurisdictions section of the Investor Presentation included in Annexure B of this Retail Offer Booklet.

CIP is not required, and does not undertake to, determine whether or not any Unitholder or investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Units or Entitlements. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to consider the guidance in the preceding paragraph and assess whether indirect participation in the Entitlement Offer by the beneficiary complies with applicable foreign laws.

5.6 Underwriting arrangements and fees

UBS AG, Australia Branch and J.P. Morgan Securities Australia Limited will be acting as joint lead managers, joint bookrunners and joint underwriters of the Entitlement Offer. CPF2L has entered into the Underwriting Agreement with the Underwriters in respect of the Entitlement Offer.

CPF2L must pay the Underwriters an underwriting fee of 1.60% and management fee of 0.40% of the proceeds of the Entitlement Offer. CPF2L must also pay or reimburse the Underwriters for costs they have incurred in respect of the Entitlement Offer, including legal fees (up to an agreed cap), reasonable out of pocket expenses (including travel expenses, bookbuild expenses and stamp duty or similar taxes payable in respect of the Underwriting Agreement). Subject to certain exceptions, CPF2L has agreed to indemnify the Underwriters, their affiliates and related bodies corporate (as that expression is defined in the Corporations Act), and their respective directors, officers, employees, partners, agents, advisers, contractors and representatives (each an Indemnified Party) from and against all losses suffered or incurred by an Indemnified Party, directly or indirectly in connection with the Entitlement Offer or the Underwriting Agreement.

As is customary with these types of arrangements, the Underwriting Agreement contains representations and warranties and indemnities in favour of the Underwriters. The Underwriters may, in certain circumstances, terminate their obligations under the Underwriting Agreement on the occurrence of certain termination events (in some circumstances, having regard to the materiality of the relevant event) including, but not limited to, where:

- in the reasonable opinion of the Underwriters, a material statement in this Retail Offer Booklet or other Entitlement Offer documents does not comply with the Corporations Act (including if a material statement is or becomes misleading or deceptive or is likely to mislead or deceive or a material statement is omitted);
- any other legal contravention occurs by CPF2L or a member of its corporate group in respect of the Corporations Act, CPF2L or CIP's constitution, the ASX Listing Rules or any other applicable laws;

- CPF2L is unable to, unwilling to, withdraws from, or indicates that it does not intend to, proceed with the Entitlement Offer;
- CPF2L fails to provide a certificate required under the Underwriting Agreement, or in the event a certificate is provided, a statement in the certificate is misleading, inaccurate or untrue or incorrect;
- CPF2L fails to issue a corrective statement under the Corporations Act when they are required to do so;
- CPF2L is obliged to give the ASX a notice in accordance with section 1012DAA of the Corporations Act;
- in the reasonable opinion of the Underwriters there are not, or there ceases to be reasonable grounds for any statement or estimate in this Retail Offer Booklet or other Entitlement Offer document which relates to a future matter;
- there are certain delays in, or changes made to, the timetable for the Entitlement Offer without the Underwriters' prior written consent;
- CPF2L ceases to be the responsible entity of CIP or hold any required authorisations as responsible entity of CIP, or CIP ceases to be a validly subsisting trust registered as a managed investments scheme;
- CPF2L, a member of its corporate group, or any respective directors or officers engage, or have engaged, in fraud;
- obligations under the acquisition agreement in respect of the Telstra Data Centre are not capable of being performed in accordance with their terms or if all or any part of the agreement is materially amended or varied without the consent of the Underwriters, the agreement is terminated, breached, ceases to have effect or becomes void;
- obligations under any other contract material to CPF2L or its corporate group are not capable of being performed in accordance with their terms or if all or any part of such contract is materially amended without the consent of the Underwriters, the contract is terminated, breached, ceases to have effect or becomes void;
- CIP or CPF2L breaches, or defaults under any provision, undertaking, covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party, which is not promptly waived by the relevant financier or financiers, and the effect of which has or is likely to have a material adverse effect;
- an event of default or event which gives a lender or financier the right to accelerate or require repayment of the debt or financing, or other similar material event occurs under or in respect to any such debt or financing arrangement or related documentation which is not promptly waived by the relevant financier or financiers, the effect of which has or is likely to have a material adverse effect;
- any financing or related arrangement referred to in the Investor Presentation is not or will not be refinanced, terminated, amended or entered in to (or a consent or waiver is or will not be given in relation to any such financing or related arrangement) in the manner or by the time described in the Investor Presentation;
- a condition precedent or condition to funds being available for draw down is not or will not be or is incapable of being satisfied by the time and in the manner required;
- CPF2L alters the issued capital of CIP, disposes or attempts to dispose of a substantial part of its business or property, without the prior written consent of the Underwriters, except as contemplated in the Investor Presentation;
- CPF2L varies its constitution or CIP's constitution without the prior written consent of the Underwriters;
- there is a change in the board of directors or senior management of CPF2L, or either John McBain or Jason Hulijich (Joint CEOs) are removed from office or replaced;
- ASIC or another government agency issues proceedings or notifies CPF2L in writing that it has commenced or intends to commence any investigation, proceedings or hearing in relation to the Entitlement Offer, which arises on a day that is not the day before or on a settlement date and is not withdrawn or disposed of to the Underwriters' satisfaction within one business day or by 2.00 pm on the next settlement date to occur, or any government agency commences any other public action against CPF2L; CIP ceases to be admitted to the official list of ASX or the Units cease trading or are suspended from official quotation or cease to be quoted on ASX (other than an agreed trading halt or voluntary suspension requested by CIP for the purposes of facilitating the Entitlement Offer);
- ASX makes any official statement to any person, or indicates to the Issuer or the Underwriters that it will not grant permission for the official quotation of the New Units issued under any component of the Entitlement Offer or, if permission is granted, such approval is subsequently withdrawn, qualified by non-customary conditions or withheld;
- an adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of CIP and CPF2L (insofar as the position in relation to CPF2L affects the overall position of CIP);
- a representation, warranty, undertaking or obligation contained in the Underwriting Agreement on the part of CPF2L is breached, becomes not true or correct or is not performed;
- disclosures made in the due diligence report or any other information supplied by or on behalf of CIP or CPF2L to the Underwriters in respect of the Entitlement Offer or CIP is found to be misleading or deceptive, or likely to mislead or deceive (including by omission);
- legal proceedings are commenced against CPF2L, any other member of its corporate group, or any relevant director in their capacity as director of CPF2L or the relevant member of the corporate group, or an enquiry or public action against any government agency commences against CPF2L or a member of its corporate group, or a director is charged with an indictable offence or disqualified from managing a corporation under the Corporations Act;
- a public announcement is made in relation to a proposal to introduce a new law, regulatory directive or policy;
- a force majeure event occurs which makes it illegal for the Underwriters to satisfy a material obligation under the Underwriting Agreement, or to market, promote or settle the Entitlement Offer;
- hostilities not presently existing commence (whether war has been declared or not) or a material escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, any member state of the European Union, Russia, South Korea, Indonesia, Malaysia, Thailand, Singapore or the Peoples' Republic of China, or a terrorist act is perpetrated on any of those countries;

- a national emergency is declared by Australia;
- there is a material escalation of a pandemic or an epidemic such as novel coronavirus, a recurrence of severe acute respiratory syndrome or an outbreak of swine or avian influenza;
- a general moratorium on commercial banking activities in Australia, the United States, any member of the European Union, Singapore, Hong Kong, Japan and the United Kingdom, is declared by the relevant central banking authority in any of those countries or there is a disruption in commercial banking or security settlement or clearance services in any of those countries; or
- trading in all securities quoted or listed on the ASX, the London Stock Exchange, Hong Kong Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for 1 day (or a substantial part of 1 day) on which that exchange is open for trading.

If an Underwriter terminates the Underwriting Agreement, that Underwriter will not be obliged to perform any of its obligations which remain to be performed under the Underwriting Agreement but the termination will not limit or prevent the exercise of any other rights or remedies which any of the parties may otherwise have under the Underwriting Agreement.

If one Underwriter terminates its obligations under the Underwriting Agreement (Terminating Underwriter), the other Underwriter (the Remaining Underwriter) may elect, but is not obliged, to take up all of the rights (including the right to be paid all amounts which, at the date of termination, are not yet payable to or accrued by the Terminating Underwriter) and perform the remaining obligations of the Terminating Underwriter under the Underwriting Agreement, or permit a new underwriter to perform the remaining obligations of the Terminating Underwriter under the Underwriting Agreement subject to the agreement between the Remaining Underwriter, CPF2L in its capacity as responsible entity of CIP and that new underwriter.

Neither the Underwriters nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives, agents or advisers (the Limited Parties) have authorised or caused the issue of this Retail Offer Booklet and they do not take responsibility for any statements made in this Retail Offer Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, each Limited Party excludes and disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Limited Parties make any representation or warranties as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties to you concerning this Entitlement Offer or any such information and you represent, warrant and agree that you have not relied on any statements made by the Underwriters or any of their respective related bodies corporate and affiliates or any of their respective directors, officers, partners, employees, representatives or agents in relation to the New Units or the Entitlement Offer generally.

The Underwriters and their respective affiliates and related bodies corporate may also hold interests in the Units of CIP or earn brokerage, fees or other benefits from CIP. The engagement of the Underwriters by CPF2L is not intended to create any agency, fiduciary or other relationship between the Underwriters and the Ineligible Unitholders or any other investor.

5.7 Control effect of the Entitlement Offer

The potential effect of the issue of New Units pursuant to the Entitlement Offer on control of CIP and the consequences of that effect will depend on a number of factors, including the current holdings of CIP Unitholders and the extent to which Eligible Unitholders take up New Units under the Entitlement Offer.

As at the date of this Retail Offer Booklet, the substantial holdings notified to CIP are as follows:

SUBSTANTIAL HOLDER	VOTING POWER
Centuria Capital Limited (ACN 095 454 336) and Centuria Funds Management Limited (ACN 607 153 588) as responsible entity of the Centuria Capital Fund (ARSN 613 856 358), a listed stapled entity (CNI)	17.28%
The Vanguard Group	7.20%
Pendal Group Limited	5.91%

The potential effect of the Entitlement Offer on control is summarised below:

- (1) If all Eligible Unitholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of CIP;
- (2) If 50% of Eligible Unitholders take up their entitlements under the Entitlement Offer only, then new investors¹ will be issued 54,091,214 million New Units under the shortfall of the Entitlement Offer (being 10.64 % of Units on issue in CIP following the Entitlement Offer) and the interests of those Eligible Unitholders who do not take-up their entitlements under the Entitlement Offer will be diluted accordingly;
- (3) If 25% of Eligible Unitholders take up their entitlements under the Entitlement Offer only, then new investors² will be issued 81,136,821 million New Units under the shortfall of the Entitlement Offer (being 15.96% of Units on issue in CIP following the Entitlement Offer) and the interests of those Eligible Unitholders who do not take-up their entitlements under the Entitlement Offer will be diluted accordingly; and
- (4) If no Eligible Unitholders take up their entitlements under the Entitlement Offer, then new investors³ will be issued 108,182,428 million New Units under the shortfall of the Entitlement Offer (being 21.28% of the Units on issue in CIP following the Entitlement Offer) and the interests of all Eligible Unitholders will be diluted accordingly.

The New Units offered under the Entitlement Offer will represent 21.28% of the total number of Units in CIP (post equity raising).

Ineligible Unitholders are not entitled to participate in the Entitlement Offer and their percentage holding in CIP will be diluted.

CNI has confirmed its intention to take up 12.5 million New Units under the Entitlement Offer. CNI will not sub-underwrite the Entitlement Offer. As such, CIP expects that voting power of 17.28% in CIP held by CNI and its associates will be diluted to 16.06%.

5.8 Consents

Statements included in this Retail Offer Booklet, or any statement on which a statement in this Retail Offer Booklet is based, are not made by the directors, officers, employees, partners, agents and advisers of CPF2L, but by CPF2L itself.

To the maximum extent permitted by law each of these parties expressly disclaims and takes no responsibility for any statements in or omissions from this Retail Offer Booklet other than references to its name.

5.9 Governing law

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the law applicable in New South Wales, Australia.

Each Unitholder who applies for New Units submits to the jurisdiction of the courts of New South Wales, Australia.

- ¹ Potentially including the Underwriters and certain sub-underwriters appointed in relation to the Entitlement Offer.
- ² Potentially including the Underwriters and certain sub-underwriters appointed in relation to the Entitlement Offer.
- ³ Potentially including the Underwriters and certain sub-underwriters appointed in relation to the Entitlement Offer.

Eligible retail unitholder declarations

In making your application for New Units as part of the Retail Entitlement Offer, you will be making the declarations to CPF2L that you:

- have read and understand the Retail Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet and the constitutions of CPF2L and CIP;
- acknowledge the statement of risks in the Key Risks section of the Investor Presentation included in Annexure B of this Retail Offer Booklet and that investments in CIP are subject to risks;
- authorise CPF2L to register you as the holder of New Units issued to you under this Retail Entitlement Offer;
- declare that all details on the Entitlement and Acceptance Form are complete, accurate and up to date;
- are over 18 years of age and that you have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- accept that there is no cooling-off period under the Retail Entitlement Offer and that once CPF2L receives either your personalised Entitlement and Acceptance Form, your payment of Application Monies via BPAY® or both, you may not withdraw or change your Application;
- agree to apply for and be issued with up to the number of New Units and Additional New Units (if any) shown on the Entitlement and Acceptance Form, or for which you have submitted payment of Application Monies via BPAY®, at the Issue Price of \$3.15 per Unit;
- authorise CPF2L, the Underwriters, the Registry and their respective related bodies corporate, affiliates, officers or agents, to do anything on your behalf necessary for the New Units to be issued to you, including to act on instructions of the Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- authorise CPF2L to correct any errors in your Entitlement and Acceptance Form or other forms provided by you;
- were the registered holder(s) at the Record Date of the Units indicated on your Entitlement and Acceptance Form;
- represent and warrant (for the benefit of CPF2L, the Underwriters and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are not an Ineligible Unitholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- acknowledge that the information contained in this Retail Offer Booklet and the Entitlement and Acceptance Form does not constitute investment advice, nor a recommendation that New Units are suitable for you given your individual investment objectives, financial situation or particular needs;
- understand that this Retail Offer Booklet is not a prospectus or product disclosure statement, does not contain all of the information that you may require in order to assess an investment in CIP and is given in the context of CIP's past and ongoing continuous disclosure obligations under the Corporations Act and the ASX Listing Rules;
- acknowledge that neither CPF2L, the Underwriters, nor any of their respective related bodies corporate and affiliates or any of their respective directors, officers, employees, agents, consultants nor advisers, guarantee the performance of the New Units offered under the Retail Entitlement Offer or the performance of CIP, nor do they guarantee the repayment of capital from CIP;
- acknowledge and agree that:
 - determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of CPF2L and/or the Underwriters;
 - each of CPF2L and the Underwriters, and each of their respective affiliates and related bodies corporate, and their respective directors, officers, employees, advisers, agents and intermediaries, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- represent and warrant that you are an Eligible Retail Unitholder and the law of any other jurisdiction does not prohibit you from being given the Retail Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application, and you are otherwise eligible to participate in the Retail Entitlement Offer;
- represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent you hold Units for the account or benefit of such person in the United States);
- understand and acknowledge that the New Units have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia. The New Units may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States;
- are subscribing for or purchasing the New Units in an "offshore transaction" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
- have not and will not send this Retail Offer Booklet or the Entitlement and Acceptance Form, or copies thereof, or any other material relating to the Retail Entitlement Offer to any person in the United States or any person acting for the account or benefit of a person in the United States, or any other country outside Australia and New Zealand;
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form (i) is resident in Australia or New Zealand or is an institutional or professional investor in another country to the extent contemplated in the International Offering Jurisdictions section of the Investor Presentation included in Annexure B of this Retail Offer Booklet and (ii) is not in the United States and is not acting for the account or benefit of a person in the United States;
- make all other representations and warranties set out in this Retail Offer Booklet; and
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and/or of your holding of Units on the Record Date.

Glossary

Defined Term	Meaning
Additional New Units	New Units in excess of a Unitholder's Entitlement.
Application	an application for New Units under the Retail Entitlement Offer.
Application Monies	monies received from an applicant in respect of their Application.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) and, where the context requires, the financial market that it operates (i.e., the Australian Securities Exchange).
ASX Announcement	the announcement released to ASX on Wednesday, 5 August 2020 in relation to the Entitlement Offer and annexed as Annexure A to this Retail Offer Booklet.
ASX Listing Rules	the listing rules of ASX.
Board	the board of directors of Centuria Property Funds No.2 Limited (ACN 133 363 185).
CIP	Centuria Industrial REIT (ARSN 099 680 252).
Corporations Act	Corporations Act 2001 (Cth).
CPF2L	Centuria Property Funds No.2 Limited (ACN 133 363 185).
Early Retail Acceptance Due Date	5.00 pm (Sydney Time) Monday, 17 August 2020.

Defined Term	Meaning
Eligible Institutional Unitholder	an Institutional Unitholder which has been invited to participate in the Institutional Entitlement Offer.
Eligible Retail Unitholder	<p>a Unitholder on the Record Date who:</p> <ul style="list-style-type: none"> • has a registered address in Australia or New Zealand; • is not in the United States and is not acting for the account or benefit of a person in the United States (to the extent such person holds Units for the account or benefit of such person in the United States); • was not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an Ineligible Unitholder under the Institutional Entitlement Offer; and • is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.
Eligible Unitholder	an Eligible Institutional Unitholder or an Eligible Retail Unitholder.
Entitlement	the entitlement to subscribe for 1 New Unit for every 3.7 Units held on the Record Date by Eligible Unitholders.
Entitlement Offer	the offer of New Units to Eligible Unitholders, as described in Section 1.
FIF	has the meaning given in section 4.2.
FIF interests	has the meaning given in section 4.2A.
FIF Investors	has the meaning given in section 4.2B.
Ineligible Unitholder	a Unitholder that is not an Eligible Unitholder.

Glossary

Defined Term	Meaning
Institutional Entitlement Offer	the offer of New Units to Eligible Institutional Unitholders and Institutional Investors, as described in Section 1.2.
Institutional Investor	a person: 1 in the case of a person with a registered address in Australia, who is an "exempt investor" as defined in ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84; or 2 if outside Australia, to whom offers for issues of Units may lawfully be made without the need for a lodged product disclosure statement, prospectus or other disclosure document or other lodgement, registration, filing with or approval by a governmental agency (other than one with which CPF2L is willing, in its absolute discretion, to comply).
Institutional Unitholder	a holder of Units on the Record Date who is an Institutional Investor.
Investor Presentation	the investor presentation dated 5 August 2020 in relation to the Entitlement Offer and annexed as Annexure B to this Retail Offer Booklet.
Issue Date	means Wednesday, 26 August 2020 in respect of the New Units to be issued under the Retail Entitlement Offer.
Issue Price	the issue price per New Unit, being 3.15 per New Unit.
New Units	Units offered under the Entitlement Offer.
Record Date	5.00 pm (Sydney time) on Friday, 7 August 2020.
Registry	Boardroom Pty Limited ABN (14 003 209 836).
Retail Closing Date	5.00 pm (Sydney time) on Thursday, 20 August 2020.
Retail Entitlement Offer	the offer of New Units to Eligible Retail Unitholders, as described in Section 1.3.

Defined Term	Meaning
Retail Offer Booklet	this booklet dated 11 August 2020, including the ASX Announcement and the Investor Presentation.
Retail Offer Period	the period from the date the Retail Entitlement Offer opens until the Retail Closing Date.
Settlement Date	the settlement date for the Retail Entitlement Offer, being 25 August 2020.
Underwriters	either or both of UBS AG, Australia Branch (ABN 47 088 129 613) and J.P. Morgan Securities Australia Limited (ABN 61 003 245 234).
Underwriting Agreement	the underwriting agreement between Centuria Property Funds No.2 Limited (ACN 133 363 185) and the Underwriters dated 5 August 2020, as described in section 5.6.
Unit	a fully paid ordinary unit in CIP.
Unitholder	the registered holder of a Unit.
U.S. Securities Act	the U.S. Securities Act of 1933, as amended.

Corporate Directory

Centuria Property Funds No.2 Limited Registered Office

Chifley Tower, Level 41/2 Chifley Square
Sydney NSW 2000

Centuria Industrial REIT Offer Information Line

1800 182 257 (toll free within Australia)
+61 2 9290 9689 (outside Australia)

*Open between 8.30 am and 5.00 pm (Sydney time)
Monday to Friday during the Retail Offer Period*

Underwriters

UBS AG, Australia Branch
Level 16, Chifley Tower
2 Chifley Square
Sydney NSW 2000

J.P. Morgan Securities Australia Limited

Level 18, 85 Castlereagh Street
Sydney NSW 2000

Legal Adviser

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

Registry

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000



Annexure A – ASX Announcement

Centuria Industrial REIT (CIP) ASX Announcement

Centuria

Not for release to US wire services or distribution in the United States

CIP FY20 Financial Results; Strategic Acquisitions and Equity Raising

SYDNEY (Wednesday 5 August 2020) - Centuria Property Funds No. 2 Limited (**CPF2L**), as Responsible Entity of Centuria Industrial REIT (**ASX: CIP**), has announced:

- Full Year financial results for the period ending 30 June 2020
- The acquisition of the Telstra Data Centre in Clayton VIC via a sale and leaseback to Telstra for \$416.7 million
- The acquisition of two additional high-quality industrial assets in NSW and VIC for \$30.4 million
- A fully underwritten Entitlement Offer of \$340.8 million at an issue price of \$3.15 per unit

FY20 FINANCIAL HIGHLIGHTS

- Statutory net profit of \$75.3 million
- Funds from operations (FFO) of \$63.5 million
- FFO per unit of 18.9 cents per unit (cpu), in line with FY20 guidance¹
- Distributions per unit (DPU) of 18.7 cpu, in line with FY20 guidance
- 12 month total unitholder return of 10.0%
- Inclusion in the S&P/ASX 200 Index
- Strengthened balance sheet, with 27.2% gearing
- Significant covenant headroom: ICR 5.2x (covenant 2.0x) and LVR 28.4% (covenant 55%)

FY20 PORTFOLIO HIGHLIGHTS

- Leases agreed for more than 122,000sqm, representing 12.9% of the portfolio GLA
- Occupancy increased to 97.8% driven by leasing success; strong WALE of 7.2 years
- 52% of portfolio income derived from tenants providing production, packaging and distribution of consumer staples and pharmaceuticals
- Value add initiatives include the doubling in size of the Townsville Regional Distribution Centre (now 10,416sqm), and repositioning and leasing of 46 Gosport Street, Hemmant QLD
- Total FY20 acquisitions of over \$300 million increasing total portfolio value to \$1.6 billion (as at 30 June 2020)

STRATEGIC ACQUISITIONS AND EQUITY RAISING

- CIP has entered into agreements to acquire three high quality industrial assets for \$447.1 million, the largest portfolio acquisition CIP has made, which includes:
 - \$416.7 million Telstra Data Centre, Clayton, VIC, secured on a 30 year WALE on sale and leaseback terms
 - \$16.4 million industrial facility in Smeaton Grange, NSW, with a 9.7 year WALE, fully let to Easy Signs
 - \$14.0 million distribution centre in Tullamarine, VIC, with a 2.7 year WALE, fully let to Hellman Worldwide
- Transactions to be partially funded by a fully underwritten Entitlement Offer of \$340.8 million at an issue price of \$3.15 per unit
- Post transaction:
 - AUM to increase to 53 assets with a total portfolio value of c.\$2.0 billion, up 27.9%
 - Portfolio WALE to increase to 10.2 years and occupancy to increase to 98.2%
 - Pro forma gearing of 28.5%², with staggered debt maturity profile and no debt expiration in 2021
 - Pro forma market capitalisation of \$1.7 billion³
 - 24% of portfolio income derived from tenant customers on triple net leases providing security of income

¹ With the uncertainty surrounding COVID-19 a provision has been allowed for rent relief and tenant defaults however the full impact and duration of the pandemic is unknown and cannot be forecast

² Pro forma as at 30 June 2020, adjusted for the impact of the acquisitions and Entitlement Offer

³ Calculation based on CIP's market capitalisation of \$1,325 million on 4 August 2020, adjusted for the entitlement offer of \$340.8 million
Centuria Property Funds No.2 Limited Level 41, Chifley Tower T: 02 8923 8923 E: sydney@centuria.com.au
ABN 38 133 363 185 | AFSL 340 304 2 Chifley Square, Sydney NSW 2000 F: 02 9460 2960 www.centuria.com.au

Centuria Industrial REIT (CIP) ASX Announcement

Centuria

- CIP is also in exclusive due diligence on three highly complementary industrial assets valued at \$45 million on which CIP is expected to exchange in 1H21

Jesse Curtis, CIP Fund Manager, said, "Throughout FY20, industrial assets have continued to demonstrate their resilience particularly against the backdrop of COVID-19. The rising trend of e-commerce, particularly for non-discretionary items, such as groceries and pharmaceuticals, is driving leasing demand along with manufacturing and packaging. CIP benefits from 52% of its tenancy base belonging to production, packaging and distribution of consumer staples and pharmaceutical sectors.

"FY20 has proved to be a significant year of growth for CIP with assets under management increasing more than 30% to \$1.6 billion. This growth was driven both organically, with valuations increasing by 1.3% or \$21m, and inorganically through the acquisition of seven, well-positioned, high-quality assets. Following this growth CIP has been included in the S&P / ASX 200 index.

"By applying an active approach to the management of CIP's portfolio, we have been able to deliver strong portfolio metrics and importantly meet our FY20 distribution guidance of 18.7cpu and deliver a 12-month total unitholder return of 10%."

FY20 Financial Results

Earnings		FY20	FY19
Statutory profit	\$ million	75.3	88.8
FFO	\$ million	63.5	50.0
FFO per unit	cpu	18.9	19.3
Distribution per unit	cpu	18.7	18.4
Return on equity	%	10.1	13.8

Balance sheet		30 June 2020	30 June 2019
Total Assets	\$ million	1,635.8	1,250.2
NTA per unit	\$	2.82	2.73
Gearing	%	27.2	37.4

Statutory profit of \$75.3 million was reported for FY20. FFO of \$63.5 million or 18.9cpu was delivered in line with revised FY20 guidance. Total distributions of 18.7cpu were paid in line with guidance and represented a 1.6% increase on FY19, supported by diversified income streams and leasing success across CIP's portfolio.

Total assets increased to \$1,635.8 million, underpinned by the acquisition of seven quality industrial assets for over \$300 million as well as like for like revaluation gains of \$48.5 million in FY20. Revaluation gains contributed towards the 3.3% increase in CIP's Net Tangible Assets (NTA) per unit to \$2.82 over FY20. Valuation uplift was driven by active leasing and strong market fundamentals. Thirty of the portfolio's assets were externally valued in June 2020, contributing towards strong valuation growth. The portfolio's Weighted Average Capitalisation Rate (WACR) firmed by 41bps over FY20 to 6.05%.

The increase in NTA, combined with distributions of 18.7cpu delivered a Return on Equity (ROE) of 10.1%.

During the period, CIP continued to strengthen its balance sheet, securing an additional \$130 million of long term debt facilities to support transactions. CIP continues to benefit from a staggered debt profile to diversified lenders, a weighted average debt maturity of 3.3 years and no debt maturities until FY22. Gearing reduced to 27.2% in FY20 through a combination of equity funded acquisitions and revaluations. CIP continues to operate with a robust balance sheet and significant covenant headroom with an interest coverage ratio of 5.2x (covenant 2.0x) and loan to value ratio of 28.4% (covenant 55%). CIP's balance sheet remains well positioned to capitalise on future growth initiatives.

Centuria Property Funds No.2 Limited
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Centuria Industrial REIT (CIP)

ASX Announcement

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Property Portfolio

Portfolio Snapshot		30 June 2020	30 June 2019
Number of assets		50	43
Book value	\$ million	1,602.4	1,221.3
WACR	%	6.05	6.46
Occupancy by income	%	97.8	95.9
WALE by income	years	7.2	4.3
Leases agreed GLA	sqm	122,008	113,932

CIP's property portfolio grew to 50 assets with a total book value of \$1,602.4 million, an increase of 31.2% over FY20.

Occupancy improved to 97.8%. CIP's high occupancy has been driven by strong leasing results with over 122,000sqm leased across 27 leasing deals. Importantly, CIP's WALE significantly increased to 7.2 years. The portfolio's staggered lease expiry profile remains well positioned with only 5.4% expiring prior to the end of FY21 and no more than 16% in any year over the next 3 years. Portfolio income streams remain well diversified with over 110 tenant customers and 52% of portfolio income derived from tenant customers directly linked to the production, packaging and distribution of consumer staples and pharmaceuticals.

CIP has continued to focus on select value-add initiatives across approximately 33,000sqm of the portfolio. Notably:

- 21 Jay Street, Bohle (Townsville) QLD – Development completion, expanding the Townsville Regional Distribution Centre by 5,690sqm (totalling 10,416sqm) and generating a yield on cost of 7.75%. Reset lease with Woolworths for a new 12-year term from completion of the development
- 46 Gosport Street, Hemmant (Brisbane) QLD – Refurbishment completion in March 2020. Terms agreed for 73% of asset with strong enquiry for the remaining space. Cap rate compression of 75bps reflecting improved asset
- 42 Hoepner Road, Bundamba (Ipswich) QLD – 2.4 hectare site acquired with a Development Application (DA) approval to build a c.10,200sqm modern warehouse that has an anticipated end value of \$17.5 million

FY20 Capital Transactions

During FY20, more than \$300 million of acquisitions were executed increasing portfolio WALE to over 7 years. The acquisitions align with CIP's strategy to acquire quality industrial assets located within infill markets closely located to major infrastructure that support long term reliable income.

Strategic Acquisitions and Equity Raising

CIP has entered into agreements to acquire three high quality assets valued at \$447.1 million. The acquisitions will be partially funded by c.\$340.8 million Entitlement Offer and \$151.1 million of debt drawn from existing debt facilities.

Properties	State	Purchase price (\$ million)	Initial yield	Cap rate	GLA (sqm)	WALE (years)	Occupancy
Telstra Data Centre Complex, Clayton	VIC	416.7	4.20%	4.25%	26,139	30.0	100%
144 Hartley Road, Smeaton Grange	NSW	16.4	5.58%	5.50%	8,710	9.7	100%
51-73 Lambeck Drive, Tullamarine	VIC	14.0	6.60%	5.75%	10,275	2.7	100%
Total / weighted average		447.1	4.33%	4.34%	45,124	27.7	100%

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Centuria Industrial REIT (CIP)

ASX Announcement

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The transaction is anchored by the \$416.7 million Telstra Data Centre, Clayton VIC, secured on a 30 year WALE with 100% occupancy on sale and leaseback terms. The asset plays a core role in Telstra's data centre strategy and provides significant capacity requirements as part of Telstra's infrastructure network. The inclusion of the Telstra Data Centre provides CIP investors with exposure to a highly resilient and defensive subsector of industrial property being data warehousing and digital real estate. The sector continues to be supported by strong industry thematic and increasing relevance in a digital world. Telstra will become CIP's largest tenant by income and aligns with the tenant profile strategy of blue-chip occupiers. Telstra is an ASX20 company with an A-/A2 credit rating.

CIP has also entered into an agreement to acquire a \$16.4 million, 8,710sqm modern industrial facility in Smeaton Grange, NSW and a \$14.0 million modern, high-clearance distribution centre incorporating a two-level corporate office in Tullamarine, VIC.

Post-transaction, 24% of CIP's portfolio will benefit from triple net leases, which removes any maintenance capex obligations and generates more value for unitholders. Additionally, 31% of tenants will be ASX-listed companies.

To partially fund the acquisitions CIP is undertaking a fully underwritten equity raising via a 1 for 3.7 accelerated non-renounceable pro rata entitlement offer to raise approximately \$340.8 million at an issue price of \$3.15 per unit. The issue price represents a:

- 4.8% discount to the last close price of \$3.31 per unit on 4 August 2020
- 3.4% discount to the 5 day VWAP of \$3.26 per unit on 4 August 2020
- 3.8% discount to TERP⁴ of \$3.28 per unit
- 5.5% FY21 FFO yield and 5.4% FY21 distribution yield⁵

Following the acquisitions and Entitlement Offer CIP's pro forma gearing is expected to be 28.5%, maintaining balance sheet strength and providing flexibility to pursue future growth opportunities. CIP's pro forma NTA per unit is expected to increase to \$2.83 per unit.

CIP is also in exclusive due diligence on three highly complementary industrial assets valued at \$45 million that are expected to exchange in 1H21. These additional assets are consistent with CIP's strategy and are expected to deliver income and capital growth to investors.

Additional Information

Additional information about the acquisitions and Entitlement Offer including certain key risks are contained in the investor presentation released to the ASX today.

SUMMARY & OUTLOOK

CIP commences FY21 in a strong position and is well positioned to continue executing its strategy of delivering long term secure income and capital growth to investors from a portfolio of high quality Australian industrial assets.

Including the impact of the acquisitions and Entitlement Offer announced today, CIP provides FY21 FFO guidance of 17.4 cents per unit and DPU guidance of 17.0 cents per unit with distributions paid in quarterly instalments.

Jesse Curtis, said, "CIP has begun FY21 in a strong position with the acquisition of three highly sought-after assets and continues the significant growth achieved in FY20. The transaction enables the portfolio to extend its WALE to 10.2 years, underpinned by 24% of income benefiting from triple net leases with minimal capital or maintenance expenditure leakage."

"Telstra will become CIP's largest tenant, representing 13% of the portfolio's income. As an iconic ASX20 Australian company, Telstra is exemplary of CIP's high-quality tenants. The data centre acquisition also enables CIP to expand into the industrial sub-sector of data centres, a continually growing sector particularly in light of increased demand that has resulted from COVID-19's impact and reliance on digital infrastructure."

⁴ Theoretical Ex-Rights Price

⁵ Based on FY21 FFO guidance of 17.4 cpm, FY21 distribution guidance of 17.0 cpm and an issue price of \$3.15 per unit
Centuria Property Funds No.2 Limited Level 41, Chifley Tower T: 02 8923 8923 E: sydney@centuria.com.au
ABN 38 133 363 185 | AFSL 340 304 2 Chifley Square, Sydney NSW 2000 F: 02 9460 2960 www.centuria.com.au

Centuria Industrial REIT (CIP)

ASX Announcement

Centuria

"Australian industrial property continues to draw strong interest providing a competitive environment to secure investment stock underpinned by resilient occupiers and strong industry trends in online retailing. CIP enters FY21 well positioned to benefit from these tailwinds with a materially increased WALE of 10.2 years, high occupancy of 98.2% and strong balance sheet laying the foundations to deliver reliable income streams and capital growth for our investors."

FY20 RESULTS PRESENTATION

CIP will present its results via webcast at 10.30am on Wednesday, 5 August 2020. Details relating to the webcast can be accessed on CIP's website.

Authorised for release by Anna Kovarik, Company Secretary.

– Ends –

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

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About Centuria Industrial REIT

CIP is Australia's largest domestic pure play industrial REIT and is included in the S&P/ASX 200 Index. CIP's portfolio of high-quality industrial assets is situated in key metropolitan locations throughout Australia and is underpinned by a quality and diverse tenant base. CIP is overseen by a hands on, active manager and provides investors with income and an opportunity for capital growth from a pure play portfolio of high quality Australian industrial assets.

Centuria Property Funds No. 2 Limited (CPF2L), is the Responsible Entity for the ASX-listed Centuria Industrial REIT (CIP). CPF2L, is a wholly owned subsidiary of Centuria Capital Group (CNI). CNI is an ASX-listed specialist investment manager with \$9.4 billion in total assets under management and strong offerings across listed real estate investment trusts, unlisted real estate funds and investment bonds.

www.centuria.com.au

Summary Information

The following disclaimer applies to this announcement and any information contained in it (the Information). The Information in this announcement is of general background and does not purport to be complete. It should be read in conjunction with CIP's other periodic and continuous disclosure announcements lodged with ASX Limited, which are available at www.asx.com.au. You are advised to read this disclaimer carefully before reading or making any other use of this announcement or any Information contained in this announcement. In accepting this announcement, you agree to be bound by the following terms and conditions including any modifications to them.

Forward Looking Statements

This announcement may include forward-looking statements. These forward-looking statements are based on CIP's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of CIP, which could cause actual results to differ materially from such statements. CIP makes no undertaking to subsequently update or revise the forward-looking statements made in this announcement, to reflect the circumstances or events after the date of this announcement.

Not for release to U.S. wire services or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

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Doc ID 756311723/v1

Annexure B – Investor Presentation





SECTION ONE

Introduction

ASX: CIP

Centuria

An ASX300-listed funds manager positioned for growth

Centuria

Market capitalisation² of **\$0.88bn**, included in the S&P/ASX300 Index

\$9.4bn CNI: Group AUM¹

\$8.6bn Real Estate AUM

\$0.8bn
Investment
Bonds AUM

\$4.3bn LISTED

\$4.3bn UNLISTED

Centuria
Office REIT
ASX:COF
\$2.1bn

Centuria
Industrial REIT
ASX:CIP
\$2.1bn

Asset Plus Ltd
NZX:APL
\$0.1bn

Unlisted
NZ single
asset funds
\$1.4bn

NZ Industrial
Fund
\$0.3bn
OPEN ENDED FUND

Centuria
Fixed Term
Office Funds
\$1.7bn

Centuria
CDPF
\$0.2bn
OPEN ENDED FUND

Centuria
Healthcare
Real Estate
\$0.7bn

AUGUSTA CAPITAL LIMITED, NZ

Centuria
Life

Centuria
Investment Bonds
Guardian
Friendly Society

Note: All figures above are in Australian dollars (currency exchange ratio of AU\$1.000:NZ\$1.0695). Numbers presented may not add up precisely to the totals provided due to rounding

1. Centuria AUM as at 30 June 2020, Augusta AUM as at 31 March 2020. AUM is calculated assuming Centuria's offer is successful and Centuria acquires 100% of Augusta, and completion of CIP acquisitions

2. Based on CNI closing price at 31 July 2020

CENTURIA INDUSTRIAL REIT | ASX: CIP 4

CIP is aligned with a highly experienced real estate funds manager

Centuria

Through the expertise under Centuria management, CIP has achieved critical scale to become Australia's largest pure-play industrial REIT with a \$1.6bn portfolio, whilst significantly de-risking the platform through active asset management, repositioning and strengthening the balance sheet

CAPITAL TRANSACTIONS PIPELINE

Acquisitions of **\$536m¹** and divestments of **\$60m¹**

ACTIVE ASSET MANAGEMENT

Occupancy² increased from 95% to **98%** and WALE² increased from 4 years to **7 years**

CAPITAL MANAGEMENT

Gearing³ reduced from 43% to **27%**

CENTURIA CAPITAL GROUP (ASX: CNI)

CENTURIA INDUSTRIAL REIT (ASX: CIP)

Exposure to Australia's largest domestic pure play industrial REIT

Included in the S&P/ASX 200 Index

Co-investment Alignment
CNI co-investment of 17.4%⁴ – CIP's largest unitholder

1. Before transaction costs

2. By income

3. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill

4. Includes ownership by associates of Centuria Capital Group

CENTURIA INDUSTRIAL REIT | ASX: CIP 5

Key metrics – Australia's largest domestic pure play industrial REIT

Centuria

PORTFOLIO



50

High quality assets

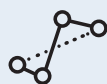


\$1.6bn
Portfolio value



97.8%

Portfolio occupancy¹



7.2yrs
Portfolio WALE¹
FY19 WALE of 4.3yrs

FINANCIAL



\$196m
Undrawn debt



10.0%
12 month total
unitholder return²
S&P/ASX300 A-REIT
accumulation index (-20.7%)
S&P/ASX200 A-REIT
accumulation index (-21.3%)



27.2%
Gearing³



28.4%
Loan to Valuation ratio
Covenant of 55%



5.2x
Interest cover ratio
Covenant of 2x

1. By income

2. Source: Mottis Australia. Based on movement in unit price from ASX closing on 1 July 2019 to ASX closing on 30 June 2020 plus distributions per unit paid during the respective period(s) assuming re-investment of distributions. Past performance is not a reliable indicator of future performance

3. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill

CENTURIA INDUSTRIAL REIT | ASX: CIP 6

FY20 Executing on strategy

Centuria

1	Portfolio construction	<ul style="list-style-type: none"> Growing portfolio scale with acquisition and settlement of 7 industrial assets for >\$300m¹ Balanced geographic diversification, 86% of portfolio weighted to eastern seaboard markets 52% of portfolio income derived from tenant customers directly linked to the production, packaging and distribution of consumer staples and pharmaceuticals
2	Active management	<ul style="list-style-type: none"> Quality portfolio income streams and tenant covenants, extending WALE to 7.2 years² Occupancy increased to 97.8%² through terms agreed over 122,008 sqm in FY20 (12.9% of portfolio)³ Unlocking ~47,000 sqm of value add initiatives through development, repositioning and leasing
3	Capital management	<ul style="list-style-type: none"> Reduced gearing to 27.2%⁴ Staggered and diverse debt profile with no debt maturing before FY22 Ample headroom to covenants with ICR of 5.2 times and LVR of 28.4%
4	FY20 earnings and distributions & increased investor relevance	<ul style="list-style-type: none"> FFO⁵ per unit of 18.9 cents per unit, in line with revised guidance⁶ Distribution per unit of 18.7 cents, in line with guidance⁶
5	FY21 earnings and distribution guidance	<ul style="list-style-type: none"> FFO⁵ per unit of 17.4 cents⁷ Distribution per unit of 17.0 cents⁷

1. Before transaction costs

2. By income

3. By area, includes heads of agreement (HOA)

4. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill

5. FFO is the Trust's underlying and recurring earnings from its operations. This is calculated as the

statutory net profit adjusted for certain non-cash and other items

6. FY20 revised FFO per unit guidance of 18.9 – 19.3 cents per unit and distribution guidance of 18.7

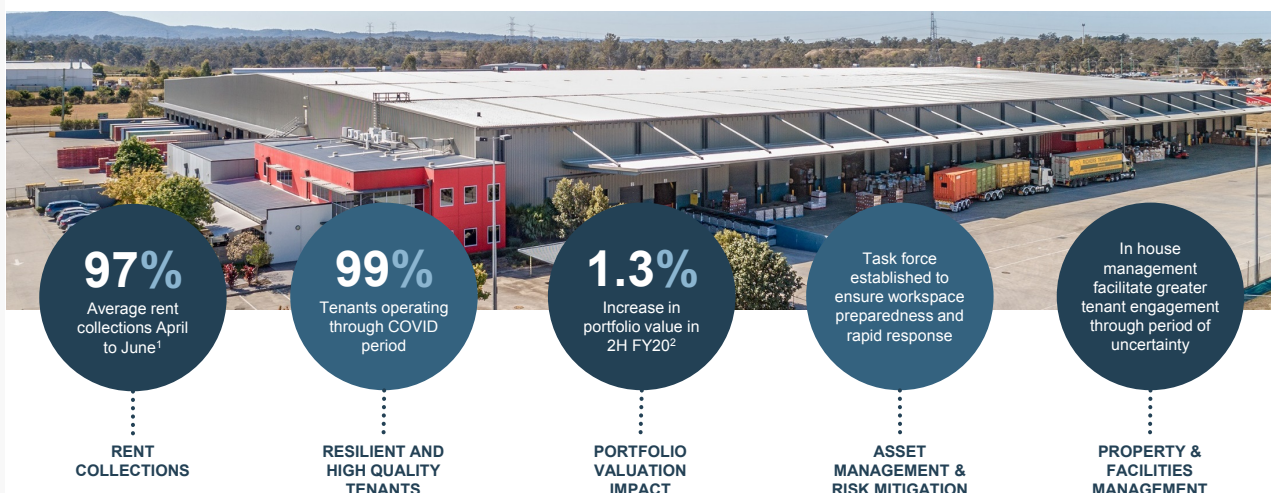
cents per unit. Past performance is not a reliable indicator of future performance

7. Includes impact of the Acquisitions and Entitlement Offer

CENTURIA INDUSTRIAL REIT | ASX: CIP 7

Portfolio resilience demonstrated through COVID-19

Centuria



1. As COVID-19 impacts and the National Code of Conduct on Commercial Leases remain active, it is possible that further rent relief claims could be received for the April 2020 to June 2020 period

2. On a like for like basis. Reflects gross increase, does not include capital expenditure incurred

CENTURIA INDUSTRIAL REIT | ASX: CIP 8



LOT 14 SUDLOW ROAD, BIBRA LAKE, WA

SECTION TWO

Financial Results

ASX: CIP

Centuria

Profit and loss statement

Centuria

REVENUE		FY20	FY19	VARIANCE
Gross Property Income	(\$m)	116.1	93.6	22.5
Other Income	(\$m)	-	0.6	(0.6)
Interest income	(\$m)	0.1	0.2	(0.1)
Total revenue	(\$m)	116.2	94.4	21.8
EXPENSES				
Direct property expenses	(\$m)	(23.4)	(18.1)	(5.3)
Rental waiver provisions	(\$m)	(1.0)	-	(1.0)
Responsible entity fees	(\$m)	(8.7)	(6.8)	(1.9)
Finance costs	(\$m)	(17.0)	(17.6)	0.6
Management and other administrative expenses	(\$m)	(2.5)	(1.9)	(0.6)
Total expenses	(\$m)	(52.7)	(44.4)	(8.2)
Funds from operations¹	(\$m)	63.5	50.0	13.6
Weighted average units on issue	m	335.6	258.7	76.9
Funds from operations per unit	cpu	18.9	19.3	(0.4)
Distribution	\$m	65.3	48.4	16.9
Distribution per unit	cpu	18.7	18.4	0.3
Distribution yield ²	%	5.9	6.0	(0.1)
Return on equity ³	%	10.1	13.8	(3.7)
Payout ratio	%	99	95	4

Reflects acquisitions through FY20

3.2% like-for-like income growth

\$1m in provisions for COVID-19 related rental relief

Savings from reduction in interest rates and ongoing capital management initiatives

Delivered FFO per unit in line with revised FY20 guidance⁴

Increase in distribution supported by diversified income streams and leasing success



8 PENELOPE CRESCENT, ARNDELL PARK, NSW

1. FFO is CIP's underlying and recurring earnings from its operations. This is calculated as the statutory net profit adjusted for certain non-cash and other items
2. Annualised yield based on CIP unit closing price of \$3.17 on 30 June 2020 and \$3.06 on 30 June 2019
3. Return on equity calculated as (closing NTA minus opening NTA plus distributions) divided by opening NTA
4. FY20 revised FFO per unit guidance of 18.9 – 19.3 cents per unit

Strengthened balance sheet provides opportunity for growth

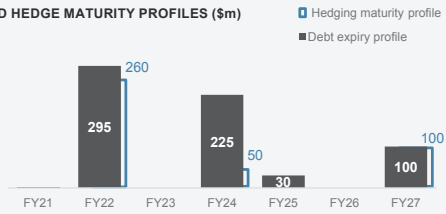
Centuria

KEY DEBT METRICS		FY20	FY19
Facility Limit	\$m	650	520
Drawn amount	\$m	454	470
Weighted average debt expiry	Year	3.3	3.6
Proportion hedged	%	90.2	76.6
Weighted average hedge maturity	Year	3.3	3.1
Cost of debt p.a. ¹	%	3.4	3.9
Interest cover ratio	Times	5.2	4.2
Gearing ²	%	27.2	37.4

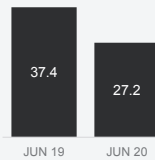
- Significant headroom to covenants
- Diversified lender pool
- No debt maturities in FY21
- Gearing reduced by from 37.4% to 27.2% in FY20

1. Weighted average cost of debt for FY19 & FY20 including swap rate, facility establishment fees and all-in margins (base & line fees)
2. Gearing is defined as total borrowings less cash divided by total assets less cash and goodwill

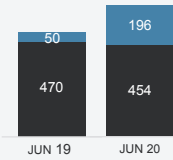
DEBT AND HEDGE MATURITY PROFILES (\$m)



GEARING¹ PROFILE (%)



DEBT HEADROOM (\$m)



3.3yrs

WEIGHTED AVERAGE DEBT MATURITY

\$130m

ADDITIONAL LONG TERM FACILITIES SECURED IN FY20

27.2%

GEARING

5.2times

INTEREST COVER RATIO
Covenant of 2.0x

28.4%

LOAN TO VALUATION RATIO
Covenant of 55%

CENTURIA INDUSTRIAL REIT | ASX: CIP 11



SECTION THREE

Portfolio Metrics

ASX: CIP

Centuria

Australia's largest domestic pure play industrial REIT

Centuria

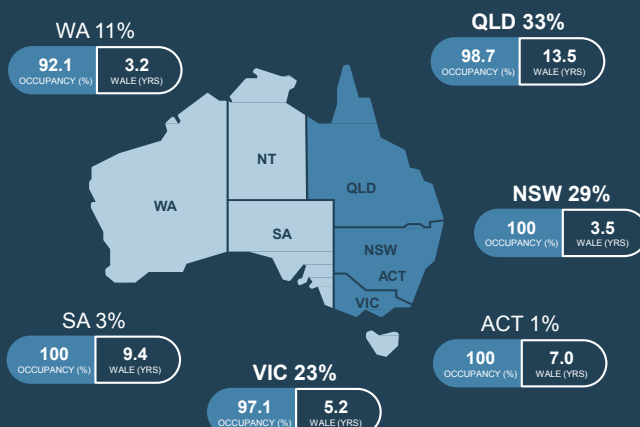
PORTFOLIO SNAPSHOT		FY20	FY19 ¹
Number of assets	#	50	43
Book value	\$m	1,602	1,221
WACR ²	%	6.05	6.46
GLA	sqm	945,611	821,823
Average asset size	sqm	19,298	19,112
Occupancy by income	%	97.8	95.9
WALE by income	yrs	7.2	4.3

\$300m+ of acquisitions of quality assets over FY20 growing scale and relevance of the portfolio

Increased occupancy of 97.8% driven by **leasing success**, strong WALE of 7.2 years

86% of portfolio weighted to **eastern seaboard markets**³

PORTFOLIO WEIGHTING³



1. Excludes 75-95 & 105 Corio Quay Road, North Geelong and 680 Boundary Road, Richlands which were exchanged, but not settled by 30 June 2019
 2. Weighted average capitalisation rate
 3. Weighted by book value

CENTURIA INDUSTRIAL REIT | ASX: CIP 13

Extending lease expiry profile

Centuria



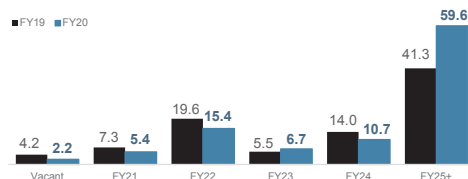
PORTFOLIO TRANSFORMATION - ACQUISITION OF ULTRA LONG WALE ARNOTT'S ASSETS



- Acquired with an ultra long 30 year WALE under a triple net lease structure, providing long-term cashflow certainty
- Tenant in defensive food manufacturing sector
- Assets considered mission critical for the tenant's operations

1. Includes heads of agreement (HOA)
 2. By income

WEIGHTED AVERAGE LEASE EXPIRY (% BY INCOME)



Leasing and transaction success has increased **certainty in income**, occupancy and WALE

Only 5.4% of the portfolio expiring in FY21, of which 2.0% expires in June 2021

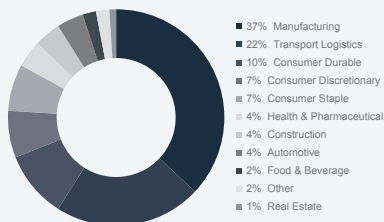
Focus on forward leasing and active asset management with **no more than 16% of the portfolio expiring in a single year**, over the next 3 years

CENTURIA INDUSTRIAL REIT | ASX: CIP 14

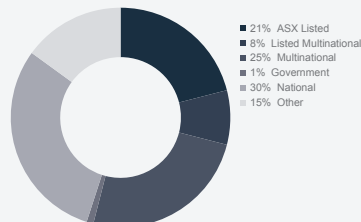
Resilient and defensive tenant composition

Centuria

TENANT INDUSTRY SECTOR DIVERSIFICATIONS¹



TENANT COMPOSITION (by income)



- **52% of portfolio income** derived from tenant customers directly linked to the production, packaging and distribution of consumer staples and pharmaceuticals
- **Quality income streams** with 85% of income from listed, multinational or national customers
- **Diversified income streams** across the portfolio from over 110 tenant customers

KEY TENANTS

Occupies **68,378 sqm** over 2 properties and contributes to **11.9%** of trust income



Occupies **64,612 sqm** over 2 properties and contributes to **6.8%** of trust income



Occupies **83,781 sqm** over 2 properties and contributes to **6.0%** of trust income



Occupies **55,771 sqm** over 3 properties and contributes to **5.6%** of trust income



Occupies **39,911 sqm** over 2 properties and contributes to **5.0%** of trust income



FISHER & PAYKEL

GARMIN.



grace: Always more.

Harvey Norman



1. By income
2. Includes heads of agreement (HOA)

CENTURIA INDUSTRIAL REIT | ASX: CIP 15

Valuation uplift driven by active leasing & strong market fundamentals

Centuria

PORTFOLIO VALUATION SUMMARY¹

STATE	FY20 VALUATION	FY19 VALUATION	VALUATION MOVEMENT	FY20 WACR ²	FY19 WACR ²	MOVEMENT WACR ²
NSW	470.7	460.1	10.7	5.80%	6.01%	(0.21%)
VIC	333.8	308.5	25.3	6.19%	6.43%	(0.24%)
QLD	253.8	244.1	9.7	6.28%	6.57%	(0.29%)
WA	172.8	173.8	(1.0)	7.06%	7.34%	(0.29%)
SA	8.8	7.8	1.0	7.25%	8.50%	(1.25%)
ACT	19.0	16.1	2.9	6.00%	6.75%	(0.75%)
Like for Like Portfolio / Weighted Average	1,258.8	1,210.3	48.5	6.18%	6.45%	(0.26%)
ACQUISITIONS	315.4	-	315.4	5.47%	0.00%	5.47%
DEVELOPMENT	28.3	11.0	17.3	6.75%	7.50%	(0.75%)
Total Portfolio / Weighted Average	1,602.4	1,221.3	381.2	6.05%	6.46%	(0.41%)

1. Past performance is not a reliable indicator of future performance
2. Weighted average capitalisation rate
3. Reflects gross increase, excluding capital expenditure incurred

Leasing success and market fundamentals drive like for like valuation gain of **\$48.5m³** in FY20



Driving **NTA per unit** increase of **3.3%**



WACR² reduced to **6.05%**

30
ASSETS

Externally valued in June 2020 supporting strong valuation growth

Cap rate compression driven by investor demand for industrial assets and structural tailwinds for the sector

CENTURIA INDUSTRIAL REIT | ASX: CIP 16

Executing value-add initiatives

Centuria

DEVELOPMENT



21 JAY STREET, TOWNSVILLE, QLD

- Development completed, expanding the facility by 5,690 sqm
- Generated yield on cost of 7.75%
- Reset lease with Woolworths for a new 12 year term from completion of the development

REFURBISHMENT



46 GOSPORT STREET, HEMMANT, QLD

- Refurbishment work completed in March 2020
- Terms agreed over 73% by income, with strong enquiry on balance of the space
- Cap rate compression of 75bps reflecting improved asset

DEVELOPMENT OPPORTUNITY



42 HOEPNER ROAD, BUNDAMBA, QLD

- 2.4 ha site purchased in June 2020, expanding CIP's holding within the precinct
- DA in place to build ~10,200 sqm modern warehouse facility
- Anticipated end value of \$17.5m

CENTURIA INDUSTRIAL REIT | ASX: CIP 17



TELSTRA DATA CENTRE COMPLEX, CLAYTON, VIC




SECTION FOUR

Acquisitions & Equity Raising

ASX: CIP

Centuria

Transaction overview

<div>  <div>Acquisitions</div> </div>	<ul style="list-style-type: none"> Centuria Property Funds No.2 Limited (CPF2L), as Responsible Entity of Centuria Industrial REIT (CIP), has entered into agreements to acquire three high quality assets (the Acquisitions) for \$447.1m (excluding costs) CIP has entered into an agreement to acquire the Telstra Data Centre Complex in Clayton, VIC via a sale and leaseback to Telstra for a total consideration of \$416.7 million (excluding costs)¹. The purchase price is supported by an independent valuation CIP has also entered into agreements to acquire two additional high quality industrial assets for \$30.4m (excluding costs) <table> <tr> <th>Properties</th><th>State</th><th>Purchase price</th><th>Initial yield</th><th>Cap rate</th><th>GLA (sqm)</th><th>WALE (yrs)²</th><th>Occupancy²</th></tr> <tr> <td>Telstra Data Centre Complex, Clayton</td><td>VIC</td><td>\$416.7m</td><td>4.20%</td><td>4.25%</td><td>26,139</td><td>30.0</td><td>100%</td></tr> <tr> <td>144 Hartley Road, Smeaton Grange</td><td>NSW</td><td>\$16.4m</td><td>5.58%</td><td>5.50%</td><td>8,710</td><td>9.7</td><td>100%</td></tr> <tr> <td>51-73 Lambeck Drive, Tullamarine</td><td>VIC</td><td>\$14.0m</td><td>6.60%</td><td>5.75%</td><td>10,275</td><td>2.7</td><td>100%</td></tr> <tr> <td>Total / weighted average</td><td></td><td>\$447.1m</td><td>4.33%</td><td>4.34%</td><td>45,124</td><td>27.7</td><td>100%</td></tr> </table> <ul style="list-style-type: none"> CIP is also in exclusive due diligence on an additional three highly complementary industrial assets valued at \$45m that are expected to exchange in 1H21. These additional assets are consistent with CIP's strategy and are expected to deliver income and capital growth to investors 	Properties	State	Purchase price	Initial yield	Cap rate	GLA (sqm)	WALE (yrs) ²	Occupancy ²	Telstra Data Centre Complex, Clayton	VIC	\$416.7m	4.20%	4.25%	26,139	30.0	100%	144 Hartley Road, Smeaton Grange	NSW	\$16.4m	5.58%	5.50%	8,710	9.7	100%	51-73 Lambeck Drive, Tullamarine	VIC	\$14.0m	6.60%	5.75%	10,275	2.7	100%	Total / weighted average		\$447.1m	4.33%	4.34%	45,124	27.7	100%
Properties	State	Purchase price	Initial yield	Cap rate	GLA (sqm)	WALE (yrs) ²	Occupancy ²																																		
Telstra Data Centre Complex, Clayton	VIC	\$416.7m	4.20%	4.25%	26,139	30.0	100%																																		
144 Hartley Road, Smeaton Grange	NSW	\$16.4m	5.58%	5.50%	8,710	9.7	100%																																		
51-73 Lambeck Drive, Tullamarine	VIC	\$14.0m	6.60%	5.75%	10,275	2.7	100%																																		
Total / weighted average		\$447.1m	4.33%	4.34%	45,124	27.7	100%																																		
<div>  <div>Equity raising</div> </div>	<ul style="list-style-type: none"> To partially fund the Acquisitions, CIP is undertaking a fully underwritten equity raising via a 1 for 3.7 accelerated non-renounceable pro rata entitlement offer (Entitlement Offer) to raise approximately \$340.8 million at an issue price of \$3.15 per unit The Entitlement Offer consists of an accelerated Institutional Entitlement Offer and a Retail Entitlement Offer Centuria Capital Group (ASX: CNI), CIP's largest unitholder, has committed to take up approximately 12.5 million units 																																								
<div>  <div>Financial impact</div> </div>	<ul style="list-style-type: none"> CIP's pro forma gearing on settlement of the Acquisitions is forecast to be 28.5%³, maintaining balance sheet strength and providing flexibility to capitalise on future growth opportunities Pro forma NTA per unit is forecast to increase by 1 cent per unit to \$2.83 per unit³ Including the impact of the Acquisitions and Entitlement Offer, CIP provides guidance of: <ul style="list-style-type: none"> FY21 FFO per unit of 17.4 cents FY21 distribution per unit (DPU) of 17.0 cents 																																								

1. Settlement is expected in August 2020

2. By income

3. Pro forma as at 30 June 2020, adjusted for the impact of the Acquisitions and Entitlement Offer. Refer to pro forma balance sheet on page 25 for further detail

CENTURIA INDUSTRIAL REIT | ASX: CIP 19

HIGHLIGHTS

Investment highlights

1 High quality acquisitions	<ul style="list-style-type: none"> The Telstra Data Centre Complex is being acquired via a sale and leaseback with a new 30 year triple net lease to Telstra Corporation, a top 20 ASX-listed entity and Australia's largest telecommunications company <ul style="list-style-type: none"> The asset plays a core role in Telstra's data centre strategy and houses a variety of important network functions for Telstra Two additional industrial property assets strategically located in core industrial markets in NSW and VIC within close proximity to major infrastructure The Acquisitions increase CIP's security of income with a blended WALE of 27.7 years and 100% occupancy
2 Transformative to CIP's portfolio	<ul style="list-style-type: none"> CIP's portfolio value increases to \$2.0bn CIP's portfolio exposure to NSW and VIC increases from 52% to 63%¹ Adds a quality data warehousing facility that provides exposure to a highly resilient and defensive sub-sector of industrial with strong industry themes and technology-backed tenants
3 Strengthens tenant quality and security of income	<ul style="list-style-type: none"> Telstra (A- / A2 credit rating) becomes CIP's largest tenant representing 13% of income Portfolio weighting to ASX listed companies increases from 21% to 31%² Portfolio WALE significantly increases from 7.2 years to 10.2 years² Triple-net leases, with the tenant responsible for all outgoings, repairs and maintenance and capital expenditure, increase CIP's income² from 13% to 24%
4 Australia's largest domestic pure play industrial REIT	<ul style="list-style-type: none"> Continues CIP's successful business model of acquiring strategically located industrial assets leased to high quality tenants Pro forma market capitalisation of \$1.7 billion³ Additional market cap growth provides material increase in ASX 200 weighting following its recent inclusion in this index, and moves CIP towards potential future inclusion in the EPRA Nareit

1. By portfolio value

2. By gross income

3. Calculation based on CIP's market capitalisation of \$1,325 million on 4 August 2020, adjusted for the Entitlement Offer of \$340.8 million

CENTURIA INDUSTRIAL REIT | ASX: CIP 20

ACQUISITIONS OVERVIEW

Telstra Data Centre, Clayton, VIC

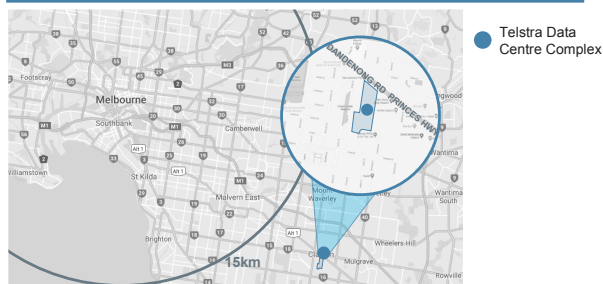
- The Telstra Data Centre will be acquired via a sale and leaseback to Telstra, an ASX20 company and Australia's largest telecommunications company with an A- / A2 credit rating¹
- The 3.2 hectare Telstra Data Centre incorporates 10 buildings, which includes Telstra's new generation 12.7 MW data centre facilities and administrative buildings
- The acquisition comprises a long-term income stream under a 30 year triple-net lease with annual rent review, at CPI², and 2 x 10 year options
- The Data Centre Complex is situated towards the north-western end of an established industrial pocket of Clayton and operates as at Tier 3 data centre with power feeds from multiple substations and associated power infrastructure
- An area of the property has been identified for potential future development, which provides CIP the opportunity to work with Telstra to explore a higher and better use for the surplus land, including the potential for a future data centre or commercial development

SNAPSHOT	
Title	Freehold
Ownership	100%
Purchase price	\$416.7m ³
Capitalisation rate	4.25%
Occupancy by income	100%
WALE by income	30.0 years
Site area	3.2 ha
GLA	26,139 sqm

- Settlement is expected in August 2020
- Subject to a floor of 0%, such that the rent cannot fall if CPI is negative
- Purchase price is supported by an independent valuation



DATA CENTRE COMPLEX LOCATION



CENTURIA INDUSTRIAL REIT | ASX: CIP 21

ACQUISITIONS OVERVIEW

Additional two high quality industrial assets



144 HARTLEY ROAD,
SMEATON GRANGE, NSW

Purchase price	\$16.4m
Capitalisation rate	5.50%
Occupancy	100%
WALE	9.7 years
GLA	8,710 sqm
Key tenant	Easy Signs

- Modern warehouse and office facility located in Sydney, in sought after core industrial and logistics markets
- Strategically located close to the Hume Highway, M5 and M7 Motorways as well as benefiting from the future development of the Moorebank Intermodal Terminal and Western Sydney Airport
- Settlement is expected in October 2020



51-73 LAMBECK DRIVE,
TULLAMARINE, VIC

Purchase price	\$14.0m
Capitalisation rate	5.75%
Occupancy	100%
WALE	2.7 years
GLA	10,275 sqm
Key tenant	Hellman Worldwide

- Modern industrial facility incorporating a two-level office attached to a high clearance warehouse chamber. The facility is complemented by significant loading facilities and canopies
- Well-located within Melbourne's airport industrial precinct with easy access to major freeways giving the asset easy access in all directions linking with the CBD, Port of Melbourne, established residential and growth corridors, and regional and interstate locations
- Fully leased to Hellman Worldwide Logistics
- Settlement is expected in August 2020

CENTURIA INDUSTRIAL REIT | ASX: CIP 22

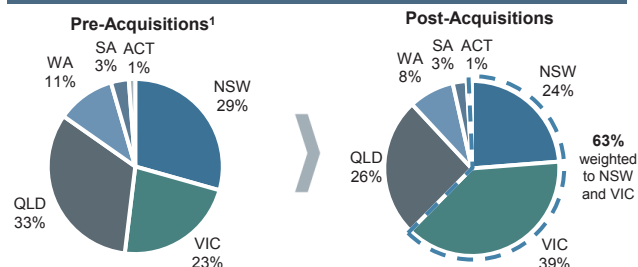
Portfolio metrics

PORTFOLIO	PRE-ACQUISITIONS ¹	POST-ACQUISITIONS
Number of properties	50	53
Portfolio valuation	\$1,602m	\$2,050m
GLA	945,611 sqm	990,735 sqm
Weighted average capitalisation rate	6.05%	5.68%
Occupancy ²	97.8%	98.2%
WALE ²	7.2 years	10.2 years

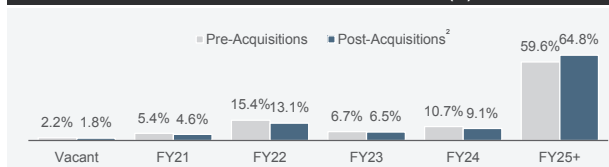
1. As at 30 June 2020

2. Pro forma occupancy and WALE calculated by income, as at 30 June 2020

GEOGRAPHIC DIVERSIFICATION

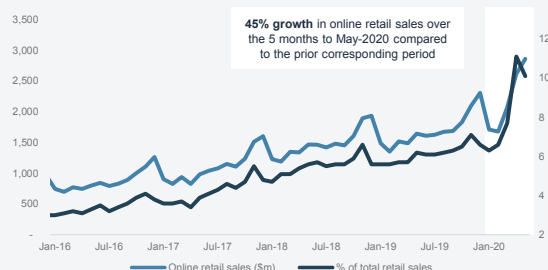


LEASE EXPIRY PROFILE BY INCOME (%)



CENTURIA INDUSTRIAL REIT | ASX: CIP 23

Structural tailwinds for the industrial sector

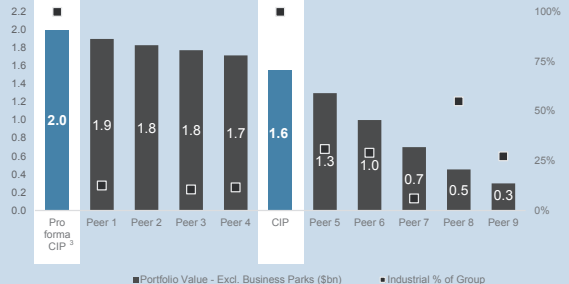
GROWTH IN ONLINE RETAIL TRADE¹

- Current environment accelerating the consumer shift to online retail
- Online penetration rate of total retail sales increased from 6.2% in May 2019 to 10.1% in May 2020
- Increased consumer demand for expedited delivery driving tenant need for infill warehousing in key metropolitan areas

1. Source: Australian Bureau of Statistics

2. Peer metrics as at 31 December 2019 based on company filings

3. Pro forma adjusted for the acquisition of Telstra Data Centre Complex, Clayton, VIC; 144 Hartley Road, Smeaton Grange, NSW; and 51 - 73 Lambeck Drive, Tullamarine, VIC

AUSTRALIAN LISTED PEERS²

- As the only pure play industrial REIT listed on the ASX, CIP is well-positioned to take advantage of the current increased demand for industrial space
- Included in the S&P/ASX 200 index

CENTURIA INDUSTRIAL REIT | ASX: CIP 24

Sources and uses of proceeds

SOURCES OF PROCEEDS	\$ MILLION
Entitlement Offer proceeds	340.8
Debt drawdown	151.1
Total sources	491.9

USES OF PROCEEDS	\$ MILLION
Acquisitions	447.1
Construction of Bundamba	12.0
Stamp duty	26.9
Other transaction costs	5.9
Total uses	491.9

- The Transaction consists of the acquisition of three properties for \$447.1 million
- The recently acquired 2.4 ha Bundamba site has development approval to build a c.10,200 sqm warehouse facility, with development costs of \$12 million and an anticipated c.\$17.5 million end value
- The Acquisitions and associated transaction costs will be funded by an approximate \$340.8 million Entitlement Offer and \$151.1 million of debt drawn from existing debt facilities
- CIP's pro forma gearing as at 30 June 2020 is expected to be 28.5% following the Acquisitions and Entitlement Offer, which remains below CIP's target gearing range of 30 – 40%

Pro forma balance sheet

\$ MILLION	30 JUNE 2020	ACQUISITIONS & ENTITLEMENT OFFER	PRO FORMA 30 JUNE 2020
Cash	17.1		17.1
Investment properties	1,602.4	447.1	2,049.5
Development expenditure	-	12.0 ¹	12.0
Goodwill	10.5		10.5
Other assets	5.8		5.8
Total assets	1,635.8	459.1	2,094.9
Interest bearing liabilities	452.4	151.1	603.5
Derivative financial instruments	6.0		6.0
Other liabilities	38.3		38.3
Total liabilities	496.7	151.1	647.9
Net assets	1,139.0	308.0	1,447.0
Less: Intangible assets	(10.5)		(10.5)
Net tangible assets	1,128.5	308.0	1,436.5
Units on issue	400.3	108.2	508.5
NTA / unit (\$)²	2.82		2.83
Gearing³	27.2%		28.5%





1. Relates to development costs for Bundamba

2. NTA per unit is calculated as net assets less goodwill divided by closing units on issue

3. Gearing is as total borrowings less cash divided by total assets less cash and goodwill

CENTURIA INDUSTRIAL REIT | ASX: CIP 25

Equity raising details

	Equity raising	<ul style="list-style-type: none"> A fully underwritten 1 for 3.7 Entitlement Offer of approximately 108.2 million units at an issue price of \$3.15 per new unit to raise approximately \$340.8 million <ul style="list-style-type: none"> Entitlement Offer will consist of an accelerated Institutional Entitlement Offer and a Retail Entitlement Offer Entitlement Offer will represent 27.0% of issued capital Centuria Capital Group (ASX: CNI), CIP's largest unitholder has committed to take up approximately 12.5 million units
	Pricing	<ul style="list-style-type: none"> Issue price of \$3.15 per unit, representing a: <ul style="list-style-type: none"> 4.8% discount to the last close price of \$3.31 per unit on 4 August 2020 3.4% discount to the 5 day VWAP of \$3.26 per unit on 4 August 2020 3.8% discount to TERP¹ of \$3.28 5.5% FY21 FFO² yield and 5.4% FY21 distribution yield³
	Ranking	<ul style="list-style-type: none"> Units issued under the Entitlement Offer will rank equally with existing CIP units from the date of issue, and will be entitled to the distribution for the quarter ending 30 September 2020
	Underwriting	<ul style="list-style-type: none"> The Entitlement Offer is fully underwritten by J.P. Morgan Securities Australia Limited and UBS AG, Australia Branch

1. Theoretical Ex-Rights Price

2. Funds From Operations

3. Based on FY21 FFO guidance of 17.4 cents per unit and FY21 distribution guidance of 17.0 cents per unit

Equity raising indicative timetable

KEY EVENT	DATE ¹
Trading halt and announcement of the Entitlement Offer	Wednesday, 5 August 2020
Institutional entitlement offer opens and closes	Wednesday, 5 August 2020
Trading resumes on an ex-Entitlement Offer basis	Thursday, 6 August 2020
Record date for the retail entitlement offer	7.00pm Friday, 7 August 2020
Retail entitlement offer opens	9.00am Tuesday, 11 August 2020
Early retail acceptance due date	5.00pm Monday, 17 August 2020
Settlement of the institutional entitlement offer and early retail entitlement offer	Tuesday, 18 August 2020
Issue and ASX quotation of New Units issued under the institutional entitlement offer and early retail entitlement offer	Wednesday, 19 August 2020
Retail entitlement offer closes	5.00pm Thursday, 20 August 2020
Final settlement of the retail entitlement offer	Tuesday, 25 August 2020
Issue of the remaining New Units issued under the retail entitlement offer	Wednesday, 26 August 2020
ASX quotation of the retail entitlement offer new units and despatch of holding statements	Thursday, 27 August 2020

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

CENTURIA INDUSTRIAL REIT | ASX: CIP 27



49 TEMPLE DRIVE, THOMASTOWN & 2 KEON PARADE, KEON PARK, VIC

SECTION FIVE

Strategy & Guidance

ASX: CIP

Centuria

CIP: Strategic vision and objectives

Centuria



VISION

To build **Australia's leading domestic pure play industrial REIT**

A CLEAR AND SIMPLE STRATEGY

Deliver income and capital growth to investors from a portfolio of high quality Australian industrial assets

CIP is

Australia's largest **domestic pure play industrial REIT**

Overseen by an active management team with deep real estate expertise

Prudently managing its balance sheet to position for further growth

Strongly supported by Centuria Group

KEY OBJECTIVES

Portfolio Construction

A portfolio of high quality Australian industrial assets diversified by geography, tenants and lease expiry

Active Management

Focus on 'fit for purpose' assets that align to the needs of our high quality customers ensure high retention and occupancy

Capital Management

A robust and diversified capital structure with appropriate gearing

Unlock opportunities to create further value

Reposition assets and execute value-add initiatives to maximise returns for unitholders

CENTURIA INDUSTRIAL REIT | ASX: CIP 29

FY21 guidance

Centuria



17.4c
FFO per unit¹

17.0c
DPU paid in quarterly instalments¹

5.4%
Distribution yield²

1. Includes impact of the Acquisitions and Entitlement Offer
2. Annualised distribution yield based on issue price of \$3.15

CENTURIA INDUSTRIAL REIT | ASX: CIP 30



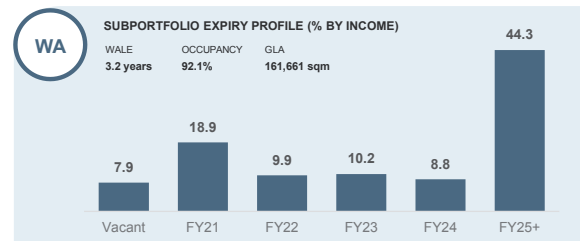
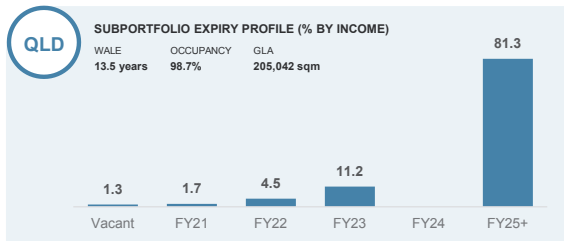
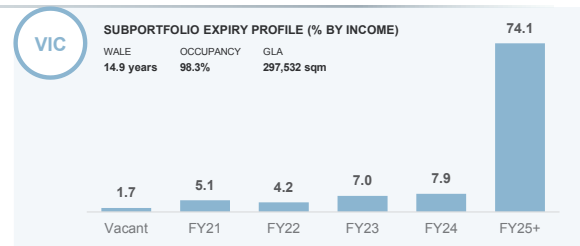
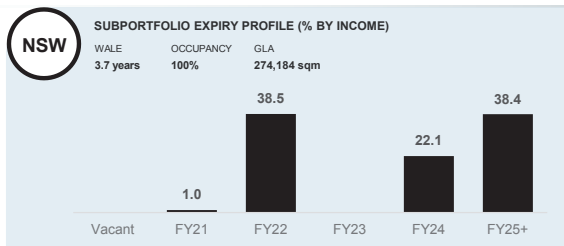
SECTION SIX

Appendices

- Appendix A – Leasing Expiry by State
- Appendix B – Market Research
- Appendix C – Income Statement
- Appendix D – Balance Sheet
- Appendix E – Key Vacancies and Upcoming Expiries
- Appendix F – FY20 Transactions
- Appendix G – Investment Portfolio
- Appendix H – Key Risks
- Appendix I – International Offer Restrictions
- Appendix J – Summary of Underwriting Agreement

Appendix A – Leasing Expiry by State^{1,2}

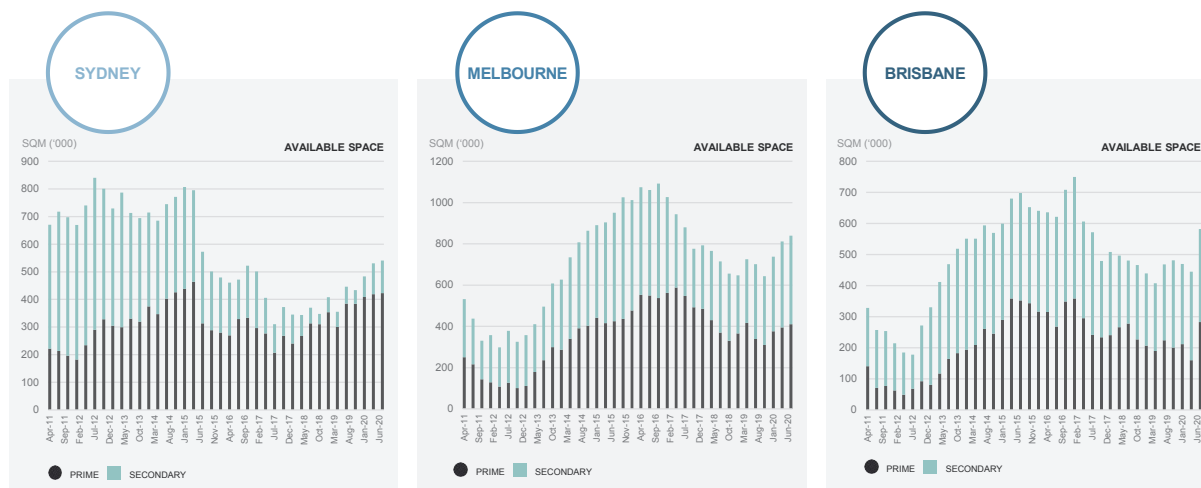
Centuria



1. ACT: WALE 7.0 years, occupancy 100%, GLA 8,689 sqm. Single asset
2. SA: WALE 9.4 years, occupancy 100% GLA 43,627 sqm; No expiry till FY25+

Appendix B – Market Research: Availability across all key markets

Centuria



1. Source: Knight Frank Research

CENTURIA INDUSTRIAL REIT | ASX: CIP 33

Appendix C – Income Statement

Centuria

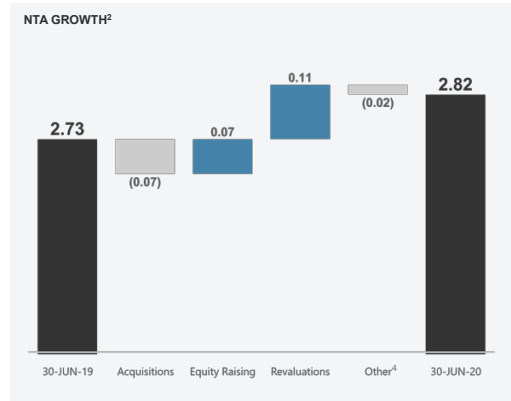
	FY20 (\$'000)	FY19 (\$'000)
REVENUE		
Gross property income	116,086	93,554
Other income	-	602
Interest income	70	195
Total revenue	116,156	94,351
EXPENSES		
Direct property expenses	(23,431)	(18,108)
Rental waiver provisions	(1,023)	-
Responsible entity fees	(8,749)	(6,812)
Finance costs	(16,987)	(17,567)
Management and other administrative expenses	(2,471)	(1,912)
Total expenses	(52,661)	(44,399)
Funds from operations	63,495	49,952
Straight lining of rental income and amortisation of leasing commissions and tenant incentives	(2,051)	(3,876)
Net gain on fair value of investment properties	18,129	53,808
Gain / (loss) on swap revaluation	(2,477)	(3,581)
Gain / (loss) on revaluation of investments	-	(3,107)
Other transaction related costs	(1,759)	(4,368)
Statutory net profit	75,337	88,828

CENTURIA INDUSTRIAL REIT | ASX: CIP 34

Appendix D – Balance Sheet and NTA Movement

Centuria

	FY20 (\$'000)	FY19 (\$'000)
Cash	17,078	9,348
Investment properties	1,602,400	1,221,250
Trade & other receivables	5,805	9,144
Goodwill	10,501	10,501
Total assets	1,635,784	1,250,243
Interest bearing liabilities ¹	452,401	468,431
Derivative financial instruments	6,019	3,541
Other liabilities	38,321	28,724
Total liabilities	496,741	500,696
Net assets	1,139,043	749,547
No. units on issues	400,275	270,847
Net tangible assets per unit ²	(\$) 2.82	2.73
Gearing ³	(%) 27.2	37.4



1. Drawn debt net of borrowing costs
2. NTA per unit is calculated as net assets less goodwill divided by number of units on issue
3. Gearing is defined as interest bearing liabilities less cash divided by total assets less cash
4. Other includes movement in cash, receivables, derivative financial instruments and other liabilities

CENTURIA INDUSTRIAL REIT | ASX: CIP 35

Appendix E – Key vacancies and Upcoming Expiries

Centuria

CURRENT KEY VACANCIES

PROPERTY	GLA (SQM)	% OF PORTFOLIO AREA	VACANT SINCE	STATUS
99 Quill Way, Henderson WA	16,419	1.7	28-Feb-18	Being marketed as suitable for users in oil and gas industry
1 International Drive, Westmeadows VIC	4,452	0.5		Vacancy over 12 tenancies
46 Gosport Street, Hemmant QLD	4,032	0.4		Strong interest post completion of refurbishment in March 2020
102-128 Bridge Road, Keysborough VIC	1,035	0.1		Vacancy over 3 tenancies. Strong interest
Total / Average	25,938	2.7		

UPCOMING EXPIRIES (FY21)

PROPERTY	GLA (SQM)	% OF PORTFOLIO AREA	EXPIRY PERIOD	STATUS
324 Frankston Dandenong Road, Dandenong VIC	10,839	1.1	2HFY21	Currently in negotiation
310 Spearwood Avenue, Bibra Lake WA	10,346	1.1	1HFY21	Currently in negotiation
92 Robinson Avenue, Belmont WA	7,019	0.7	2HFY21	Currently in negotiation
24 West Link Place, Richlands QLD	5,061	0.5	2HFY21	Currently in negotiation
75 Owen Street, Glendenning NSW	4,670	0.5	1HFY21	Strong interest from a number of parties
155 Lakes Road, Hazelmere WA	3,382	0.4	2HFY21	Currently in negotiation
102-128 Bridge Road, Keysborough VIC	4,062	0.4	Various	6 smaller tenancies with varied lease expiry profile
1 International Drive, Westmeadows VIC	5,919	0.6	Various	20 smaller tenancies with varied lease expiry profile
Total	51,298	5.4		

CENTURIA INDUSTRIAL REIT | ASX: CIP 36

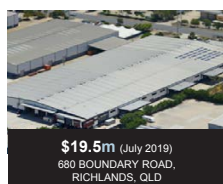
Appendix F – FY20 Transactions

Centuria

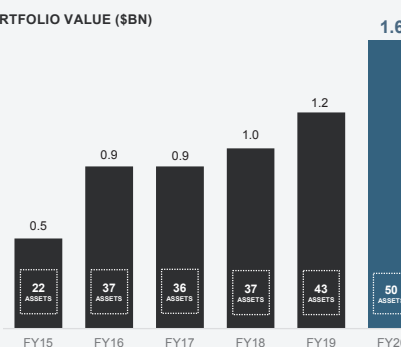
Acquisitions
strengthen portfolio
WALE by **2.9yrs**¹

Majority of acquisitions
transacted off market

84% of acquisitions secured
under triple net lease structures,
reducing future capex obligations



PORTFOLIO VALUE (\$BN)



1. By Income

CENTURIA INDUSTRIAL REIT | ASX: CIP 37

Appendix G – Investment Portfolio

Centuria

PROPERTY	BOOK VALUE (\$ MILLION)	\$/SQM	CAP RATE	GLA (SQM)	WALE (YRS) ¹	OCCUPANCY % ¹
2 Woolworths Way, Warriville	74.0	1,365	7.00%	54,196	1.1	100.0%
10 Williamson Road, Ingleburn	53.4	1,959	5.50%	27,260	3.1	100.0%
29 Glendenning Road, Glendenning	52.5	2,465	5.00%	21,298	8.4	100.0%
92-98 Cosgrove Road, Enfield	50.5	1,491	5.75%	33,863	3.9	100.0%
12 Williamson Road, Ingleburn	38.5	1,500	6.00%	25,666	3.2	100.0%
74-94 Newton Road, Wetherill Park	37.0	2,181	5.50%	16,962	1.5	100.0%
37-51 Scrivener St, Warwick Farm	36.8	1,332	6.50%	27,599	2.0	100.0%
457 Waterloo Road, Chullora	34.0	2,118	5.25%	16,051	4.8	100.0%
6 Macdonald Road, Ingleburn	25.1	2,028	5.50%	12,375	4.3	100.0%
8 Penelope Crescent, Arndell Park	21.8	1,905	5.50%	11,420	7.2	100.0%
30 Clay Place, Eastern Creek	19.5	3,244	5.25%	6,012	5.4	100.0%
52-74 Quarry Road, Erskine Park	18.0	2,221	5.50%	8,103	2.8	100.0%
75 Owen Street, Glendenning	9.7	2,077	5.50%	4,670	0.5	100.0%
207-219 Browns Road, Noble Park	45.3	1,046	6.25%	43,321	6.2	100.0%
1 International Drive, Westmeadows	43.5	1,683	6.75%	25,852	1.4	82.0%
102-128 Bridge Road, Keysborough	38.5	1,564	6.50%	24,619	3.3	96.4%
324-332 Frankston-Dandenong Road, Dandenong South	34.3	1,197	5.75%	28,618	4.5	100.0%
24-32 Stanley Drive, Somerton	31.7	1,300	6.25%	24,380	3.3	100.0%
2 Keon Parade, Keon Park	27.8	1,421	5.50%	19,527	11.1	100.0%
75-95 & 105 Corio Quay Road, North Geelong	27.5	1,263	6.00%	21,772	11.1	100.0%
69 Studley Court, Derrimut	27.0	1,880	5.75%	14,365	4.5	100.0%
500 Princes Highway, Noble Park	24.3	1,755	6.50%	13,821	5.7	100.0%
14-17 Dansu Court, Hallam	21.7	1,271	6.50%	17,070	2.3	100.0%
12-13 Dansu Court, Hallam	19.1	1,657	5.50%	11,526	8.2	100.0%
49 Temple Drive, Thomastown	15.6	1,281	6.25%	12,174	6.4	100.0%
9 Fellowes Court, Tullamarine	5.1	1,252	6.50%	4,072	2.5	100.0%

1. By Income

CENTURIA INDUSTRIAL REIT | ASX: CIP 38

Appendix G – Investment Portfolio (cont'd)

Centuria

PROPERTY		BOOK VALUE (\$ MILLION)	\$/SQM	CAP RATE	GLA (SQM)	WALE (YRS) ¹	OCCUPANCY % ¹
46 Robinson Road East, Virginia	QLD	211.8	4,729	5.00%	44,785	29.5	100.0%
22 Hawkins Crescent, Bundamba		47.4	2,501	6.25%	18,956	4.4	100.0%
1 Ashburn Road, Bundamba		41.3	1,549	6.25%	26,628	4.6	100.0%
33-37 & 43-45 Mica Street, Carole Park		33.6	1,805	6.26%	18,614	9.2	100.0%
136 Zillmere Road, Boondall		32.5	2,025	6.50%	16,048	11.0	100.0%
149 Kerry Road, Archerfield		30.8	2,236	5.75%	13,774	4.5	100.0%
69 Rivergate Place, Murarrie		28.5	2,474	6.00%	11,522	2.9	100.0%
21 Jay Street, Townsville		28.3	2,717	6.75%	10,416	11.9	100.0%
46 Gosport Street, Hemmant		23.0	1,791	7.00%	12,842	5.0	72.7%
680 Boundary Road, Richlands		19.8	1,563	6.75%	12,633	2.3	100.0%
616 Boundary Road, Richlands		16.7	1,213	6.50%	13,763	1.1	100.0%
24 West Link Place, Richlands		8.0	1,581	6.50%	5,061	1.0	100.0%
42 Hoepner Road, Bundamba		4.3	-	-	-	-	-
310 Spearwood Avenue, Bibra Lake		55.5	934	7.00%	59,451	4.4	100.0%
Lot 14 Sudlow Road, Bibra Lake		34.5	874	7.00%	39,485	5.1	100.0%
103 Stirling Cres & 155 Lakes Rd, Hazelmere	WA	23.6	2,382	6.75%	9,909	2.1	100.0%
23 Selkis Road, Bibra Lake		19.5	1,069	7.25%	18,235	2.0	100.0%
16-18 Baile Rd, Canning Vale		18.1	1,624	7.00%	11,143	3.2	100.0%
99 Quill Way, Henderson		11.3	688	7.75%	16,419	-	0.0%
92 Robinson Avenue, Belmont	SA	10.3	1,460	7.25%	7,019	1.0	100.0%
23-41 Galway Avenue, Marleston		24.5	1,038	7.25%	23,593	11.5	100.0%
32-54 Kaurua Avenue, Edinburgh Park		19.5	1,499	7.00%	13,007	9.2	100.0%
9-13 Caribou Drive, Direk		8.8	1,252	7.25%	7,027	4.5	100.0%
54 Sawmill Circuit, Hume	ACT	19.0	2,187	6.00%	8,689	7.0	100.0%
TOTAL (AS AT 30 JUNE 2020)		1,602.4	1,695	6.05%	945,611	7.2	97.8%
Telstra Data Centre Complex, Clayton	VIC	416.7	15,942	4.25%	26,139	30.0	100.0%
144 Hartley Road, Smeaton Grange	NSW	16.4	1,883	5.50%	8,710	9.7	100.0%
51-73 Lambeck Drive, Tullamarine	VIC	14.0	1,363	5.75%	10,275	2.7	100.0%
TOTAL (INCLUDING ACQUISITIONS)		2,049.5	2,069	5.68%	990,735	10.2	98.2%

1. By income

CENTURIA INDUSTRIAL REIT | ASX: CIP 39

Appendix H – Key Risks

Centuria

CIP property investments and management operations are by their nature exposed to specific market risks and those of a general nature. Each of these risks may have some kind of impact on the financial performance of CIP and consequently the value of investments in CIP. Investors should carefully consider the risks common in the industry and generally, not limited to those described below.

Impact of COVID-19 and Macroeconomic Risks

The COVID-19 pandemic has resulted in significant national and global market turbulence and has created substantial volatility in the prices of securities trading on the ASX, including the price of securities in CIP. The uncertainty associated with the pandemic means that the broader impacts of it and how long they will occur for are unknown. Among other things, this relates to the state and federal response to mitigate COVID-19, the closure of many businesses across the country, affiliated unemployment and tightening travel restrictions, all of which may have some impact on the performance of CIP, tenants of CIP, the Australian share market 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 CIP's business. A number of CIP's tenants directly or indirectly affected by government, regulatory or health authority actions, work stoppages, lockdowns, quarantines and travel restrictions associated with COVID-19, including government imposed shut-downs of manufacturing and distribution centres. This may negatively impact their ability to meet their rent obligations. While CIP expects it will have significant cash and headroom under the existing debt facilities to deal with the circumstances relating to COVID-19 as a result of the Entitlement Offer, there is a risk that if the duration of events surrounding COVID-19 are prolonged, CIP may need to take additional measures in order to respond appropriately.

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 CIP 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;
- Changes in aggregate investment and economic output; and
- Other changes in economic conditions which may affect the ability of CIP to attract or retain new tenants

Telstra Data Centre Lease risk

Under the lease entered into by Telstra and CIP, Telstra has the right to buy back the Telstra Data Centre:

1. If the landlord has sold the Telstra Data Centre to another party (including an Eligible Investor) or there has been a change in control of the landlord prior to the end of the relevant term, in which case the buyback is exercisable at the end of the then current lease term (including any further term); or
2. If CIP sells the property to an Ineligible Investor, or CIP ceases to be an Eligible Investor, in which case the buyback is exercisable immediately.

The definition of Eligible Investor is technical and set out in the lease. In particular, an Eligible Investor must be domiciled in Australia, New Zealand, USA, Canada and the UK (Unrestricted Countries). CIP will no longer be an Eligible Investor if entities outside of those jurisdictions (Foreign Interest Holders) hold more than certain percentage thresholds either directly or indirectly in the capital of CIP or Centuria Capital Group (CNI), which owns the responsible entity of CIP. The percentage thresholds depend upon the jurisdiction in which the Foreign Interest Holder is domiciled. For Foreign Interest Holders domiciled in Hong Kong, Japan, Republic of South Korea, Singapore, Norway, Switzerland or a member of the European Union, (Semi-restricted Countries) the thresholds for a holding by a single entity through ASX quoted securities are 20% (up to 25% if the holder has relied upon the 'creep rule') or a group of such investors holding more than 40%. In relation to securities that are not ASX quoted, the threshold is 20% in the aggregate. For Foreign Interest Holders that are not from Unrestricted Countries or Semi-restricted Countries (Restricted Countries) holding through ASX quoted securities the threshold for a holding by a single entity is 10%, or 20% for a group of such investors. In relation to securities that are not ASX quoted, the threshold for Foreign Interest Holders from Restricted Countries is 10% in the aggregate. For competitors of the tenant the threshold is 10%, and for a foreign government entity, not from an Unrestricted Country, the threshold is 10%. This means that upstream changes in interests held in CIP or CNI with respect to Foreign Interest Holders (which CIP may not control) could trigger the tenant's right to buy back the Telstra Data Centre in some circumstances.

If the tenant's right to buy back the Telstra Data Centre is triggered by certain breaches of the Eligible Investor requirements such as the aforementioned indirect holding restrictions, where the breach was inadvertent and outside of the landlord's reasonable control, the price to be paid under the call offer/buy back right will be 100% of the value of the Telstra Data Centre as determined by a valuer. If the landlord has dealt with the property in breach of the restrictions on sale or has breached the obligation to continue to be an Eligible Investor (and that breach was not inadvertent or outside of the tenant's reasonable control), the price to be paid under the call offer/buy back right will be 90% of the price as agreed or determined by a valuer.

CENTURIA INDUSTRIAL REIT | ASX: CIP 40

Appendix H – Key Risks (cont'd)

Centuria

Underwriting risk

CPF2L, as responsible entity of CIP has entered into an underwriting agreement with the Underwriters for the Entitlement Offer (Underwriting Agreement). The Underwriters' obligation to underwrite the Entitlement Offer is subject to customary terms and conditions, including termination rights for the Underwriters in specific circumstances.

If the Underwriters are entitled to, and do, terminate the Underwriting Agreement and CIP is not otherwise able to raise the full \$340.8 million equity, CIP will not be able to complete the proposed acquisitions, which may materially and adversely affect CIP's operating and financial position and market price for CIP securities. A summary of the termination rights for the Underwriters is set out on slide 47.

Tenants and rental income

The profitability of CIP is tied to the maintenance of tenancies and their success. This counterparty risk means that CIP must maintain strong relationships with its tenants despite the possibility of their inability to satisfy their contractual obligations in the current uncertain and unstable economic environment. If a tenant or group of tenants are unable to fulfil their obligations to CIP, the operating and financial performance of CIP will be significantly affected.

The severity of this risk is significantly enhanced by the recent COVID-19 pandemic and government regulations implemented to mitigate the spread of the virus. Recently announced state implemented moratorium regulations and, any further changes to legislation yet to be announced, may adversely affect CIP's ability to manage the performance of their tenants and may limit CIP's availability to recourse for any tenants in default during the term of the regulations.

In addition, the outbreak of COVID-19 and implemented government regulations are leading to reduced consumption in some industries as consumers face significant uncertainty. Coupled with market interventions limiting non-essential services will likely result in a significant reduction in foot traffic for many retail businesses, which will adversely impact the financial position of many tenants across the country. The associated accumulation of rental arrears may have flow on impacts for CIP. It may also affect CIP's ability to lease properties that become vacant on economically favourable terms.

The severity and length of this uncertainty may materially impact the performance and prospects of CIP for the foreseeable future.

Funding

Economic, political, capital and credit market conditions influence whether CIP will be able to raise funds on favourable terms, if at all, in order to proceed with future commercial activities. These conditions are in flux due to COVID-19. An inability to raise funds, or a limitation to poor terms of funding will have an adverse impact on CIP's ability to acquire or improve assets, or contribute towards debt refinancing.

Refinancing Requirements

CIP currently is exposed to risks stemming from the refinancing of existing debt instruments and facilities. As some of these facilities are set to mature in the coming years, in the current economic climate, CIP may struggle to refinance some or all of these as they mature. The terms available for those that are able to be refinanced may also be less favourable than currently available.

Capital expenditure risk

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

General economic conditions

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

CENTURIA INDUSTRIAL REIT | ASX: CIP 41

Appendix H – Key Risks (cont'd)

Centuria

Inflation

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

Litigation and disputes

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

Occupational health and safety

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

Market risks

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

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

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

Returns from investment

Returns from property investment assets largely depend on the rental income generated from the property and the expenses incurred in the operation of that property, including the management and maintenance of the property as well as the changes in the market value of the property. Factors that may reduce these returns include:

- the overall conditions in the national and local economy, such as changes to growth in gross domestic product, employment, inflation and interest rates;
- local real estate conditions, such as changes in the demand and supply for retail, office, industrial or hotel/tourism assets or rental space;
- the perception of prospective tenants regarding attractiveness and convenience of assets;
- the convenience and quality of properties;
- changes in tenancy laws;
- external factors including war, terrorist or force majeure events;
- unforeseen capital expenditure;
- supply of new properties and other investment assets; and
- investor demand/liquidity in investments.

Liquidity of property investments

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

CENTURIA INDUSTRIAL REIT | ASX: CIP 42

Appendix H – Key Risks (cont'd)

Centuria

Asset values

Asset values are affected by many factors including prevailing market conditions, risk appetite, volume of sales, the ability to procure tenants, contracted rental returns, operating, maintenance and refurbishment expenses and the funding environment. Asset value declines may increase gearing levels and their proximity to covenant limits.

Counterparty/Credit risk

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

Fixed nature of costs

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

Insurance

CIP purchases insurance, customarily carried by property owners and managers, which provides a degree of protection for its assets, liabilities and people. Such policies include material damage of assets, contract works, business interruption, general and professional liability and workers compensation. There are however certain risks that are uninsurable (e.g. nuclear, chemical or biological incidents) or risks where the insurance coverage is reduced (e.g. cyclone, earthquake). CIP also faces risk associated with the financial strength of its insurers to meet indemnity obligations when called upon, which could reduce earnings.

Force majeure risk

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

Regulatory issues and changes in law

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

Competition

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

Environmental

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

Other factors

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

CENTURIA INDUSTRIAL REIT | ASX: CIP 43

Appendix I – International Offer Restrictions

Centuria

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

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of Units only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such Units. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the Units or the offering of Units and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of Units or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the Units in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the Units outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the Units.

CIP as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon CIP or its directors or officers. All or a substantial portion of the assets of CIP and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against CIP or such persons in Canada or to enforce a judgment obtained in Canadian courts against CIP or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the Units purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against CIP if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against CIP. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the Units during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against CIP, provided that (a) CIP will not be liable if it proves that the purchaser purchased the Units with knowledge of the misrepresentation; (b) in an action for damages, CIP is not liable for all or any portion of the damages that CIP proves does not represent the depreciation in value of the Units as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the Units were offered.

CENTURIA INDUSTRIAL REIT | ASX: CIP 44

Appendix I – International Offer Restrictions (cont'd)

Centuria

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the Units should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the Units as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the Units (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Hong Kong

WARNING: This document has not been, and will not be, authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorize this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Units have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Units has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Units which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made under that ordinance.

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

New Zealand

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

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

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

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

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Appendix I – International Offer Restrictions (cont'd)

Centuria

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore ("MAS") and, accordingly, statutory liability under the Securities and Futures Act, Chapter 289 (the "SFA") in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. CIP is not a collective investment scheme authorised under Section 286 of the SFA or recognised by the MAS under Section 287 of the SFA and the Units are not allowed to be offered to the retail public.

This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Units may not be circulated or distributed, nor may the Units be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

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

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

Switzerland

The Units may not be distributed in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering material relating to the Units constitutes a prospectus or a similar notice (as such terms are understood under the Swiss Financial Services Act (FinSA)) or the listing rules of any stock exchange or regulated trading facility in Switzerland.

This document is personal to the recipient only and not for general circulation in Switzerland. Neither this document nor any other offering or marketing material relating to the Units or the offering may be publicly distributed or otherwise made publicly available in Switzerland. The Units will only be offered to investors who qualify as "professional clients" under art. 4 para. 3 of the FinSA.

Neither this document nor any other offering or marketing material relating to the offering or the Units have been or will be filed with or approved by any Swiss regulatory authority or authorized review body. In particular, this document will not be filed with, and the offer of Units will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA). The offering has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ("CISA"). Accordingly, the investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of Units.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Units have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Units may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

The Units will only be offered and sold in the United States to:

- "qualified institutional buyers" (as defined in Rule 144A under the US Securities Act); and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

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Appendix J – Summary of Underwriting Agreement

Centuria

Centuries Property Funds No.2 Limited (CPF2L) as responsible entity for the Centuria Industrial REIT (CIP) has entered into an underwriting agreement with J.P. Morgan Securities Australia Limited and UBS AG, Australia Branch as underwriters (together, the Underwriters), pursuant to which the Underwriters have agreed to act on an exclusive basis as bookrunners, lead managers and underwriters of the Entitlement Offer.

If certain conditions are not satisfied or certain events occur, the Underwriters may terminate the Underwriting Agreement. Termination of the Underwriting Agreement would have a material adverse impact on the total amount of proceeds that could be raised under the Entitlement Offer.

The Underwriters may, in certain circumstances, terminate their obligations under the Underwriting Agreement on the occurrence of certain termination events (in some circumstances, having regard to the materiality of the relevant event) including, but not limited to, where:

- 1) CPF2L is in breach of the Underwriting Agreement or any of CPF2L's representations or warranties in the Underwriting Agreement is not true or correct or is not performed;
- 2) in the reasonable opinion of the Underwriter, a material statement contained in the offer materials or any material aspect of the Offer does not comply with the Corporations Act (including if a material statement in any of the offer materials is or becomes misleading or deceptive or is likely to mislead or deceive, or a material matter required to be included is omitted from the offer materials;
- 3) CPF2L does not provide a certificate under the Underwriting Agreement when required, or if a certificate is provided, any statement in that certificate is misleading, inaccurate, untrue or incorrect;
- 4) CPF2L ceases to hold all necessary authorisations it requires as responsible entity of CIP
- 5) CPF2L or any other Group Member, or any Group Member's directors or officers engage in any fraudulent conduct or activity whether or not in connection with the Entitlement Offer;
- 6) obligations under the acquisition agreement in respect of the Telstra Data Centre at 1816-1832 Dandenong Road, Clayton VIC or any contracts that are material to the business of the Group are not capable of being performed in accordance with their terms, or if all or any part of such contracts are amended or varied without the consent of the Underwriters, the agreement is terminated, is breached, ceases to have effect or becomes void, voidable, illegal, invalid or unenforceable (other than by reason only of a party waiving any of its rights) or capable of being terminated, rescinded or avoided or of limited force and effect, or its performance is or becomes illegal;
- 7) a Group Member breaches or defaults under any provision, undertaking, covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which is not promptly waived by the relevant financier/s, having a material adverse effect;
- 8) an event of default or event which gives a lender or financier the right to accelerate or require repayment of the debt or financing, or other similar material event occurs under or in respect to any such debt or financing arrangement or related documentation which is not promptly waived by the relevant financier or financiers, the effect of which has or is likely to have a material adverse effect;
- 9) any financing or related arrangement referred to in the offer documents is not or will not be refinanced, terminated, amended or entered in to (or a consent or waiver is or will not be given in relation to any such financing or related arrangement) in the manner or by the time described in the offer documents, or a condition precedent, or condition to funds being available for draw down, under any such arrangement is not or will not be, or is incapable of being, satisfied by the time and in the manner required;
- 10) CPF2L is prevented from conducting or completing the Entitlement Offer, or is unable or unwilling to do so;
- 11) the timetable is delayed by CIP for more than 1 Business Day before the institutional settlement date (or 2 Business Days after the institutional settlement date) without the prior written consent of the Underwriters;
- 12) CPF2L alters the capital structure of CIP or disposes or attempts to dispose of a substantial part of its business or property, or the constitutions of CPF2L or CIP are varied, without the prior consent of the Underwriters, except as contemplated in the investor presentation;
- 13) there are not, or there ceases to be, reasonable grounds for any statement or estimate by CPF2L in the offer materials;
- 14) there is a material adverse effect when compared to the position disclosed in the offer materials or otherwise disclosed by CPF2L to the ASX on or prior to the date of the Underwriting Agreement, or an obligation arises on CPF2L to issue a cleansing notice under section 1012DAA(12) of the Corporations Act in relation to a material adverse event;
- 15) responses to the due diligence management questionnaire or any other information supplied by or on behalf of CPF2L to the Underwriters in relation to the Group or the Entitlement Offer is, or becomes, false or misleading or deceptive (or is likely to do so);
- 16) a change to the board of directors of CPF2L or senior management (other than Mr McBain and Mr Huijich) occurs, or either John McBain (Joint CEO) or Jason Huijich (Joint CEO) is removed from office or replaced;
- 17) a force majeure event occurs which makes it illegal for the Underwriters to satisfy a material obligation under the Underwriting Agreement, or to market, promote or settle the Entitlement Offer;
- 18) CPF2L, CIP and each of the subsidiaries of CIP (Group Member, together, the Group) is or becomes insolvent;
- 19) legal proceedings are commenced against CPF2L, any other Group Member or any relevant director in their capacity as director of CPF2L or any other Group Member, or an enquiry or public action against any government agency commences against a Group Member, or a director is charged with an indictable offence or disqualified from managing a corporation under the Corporations Act;
- 20) any governmental agency commences any public action against CIP or CPF2L, or announces that it intends to take action; the ASX makes any official statement to any person, or indicates to CPF2L or the Underwriters that CIP's units will be suspended from quotation, CIP will be removed from the official list, or cease to be quoted on ASX (other than a trading halt or voluntary suspension requested by CPF2L and consented to by the Underwriters (such consent not to be unreasonably withheld or delayed) to facilitate the Offer);
- 21) an Underwriter becomes aware of a contravention by CPF2L of an applicable law;

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Appendix J – Summary of Underwriting Agreement (cont'd)

Centuria

- 22) there is introduced or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law or regulatory directive (either in Australia or in any jurisdiction to which the securities to be issued under the Entitlement Offer will be marketed), or the Reserve Bank of Australia, or any Commonwealth, State or Territory authority, including ASIC, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of this agreement);
- 23) ASIC Instrument 2016/64 is withdrawn or revoked; and
- 24) any of the following hostilities occurs:
 - a) hostilities not presently existing commence or a major escalation in existing hostilities occur involving any one or more of Australia, New Zealand, the United States of America, any member state of the European Union, Russia, South Korea, Indonesia, Malaysia, Thailand, Singapore or the Peoples' Republic of China;
 - b) a terrorist act is perpetrated on any of those countries;
 - c) a national emergency is declared by Australia; or
 - d) there is a material escalation of a pandemic or an epidemic such as novel coronavirus, a recurrence of severe acute respiratory syndrome or an outbreak of swine or avian influenza;
- 25) any of the following disruptions to financial markets occurs:
 - a) a general moratorium on commercial banking activities in Australia, the United States, the United Kingdom, Singapore, Hong Kong, Japan or any member or any member state of the European Union is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries;
 - b) trading in all securities quoted or listed on the ASX, the London Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for 1 day (or a substantial part of 1 day) on which that exchange is open for trading.

The ability of the Underwriters to terminate the Underwriting Agreement in respect of the events set out above, in some cases, is limited to circumstances where the Underwriters have reasonable grounds to believe that the event has or is likely to have a material adverse effect on the success, outcome or settlement of the Offer or has given or would be likely to give rise to a liability for the Underwriter under any applicable law. CIP also gives certain representations, warranties and undertakings to the Underwriters and an indemnity to the Underwriters and its representatives, subject to certain carve-outs.

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Disclaimer

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This presentation has been prepared by Centuria Property Funds No. 2 Limited (ABN 38 133 363 185, AFSL 340 304) ('CPF2L' or 'Responsible Entity') as responsible entity of the Centuria Industrial REIT (ARSN 099 680 252 ('CIP' or the 'Trust'), including in relation to a pro rata accelerated non renounceable entitlement offer of new securities in CIP ('New Securities') made to eligible institutional securityholders of CIP ('Institutional Entitlement Offer') and eligible retail securityholders of CIP ('Retail Entitlement Offer') to be made under section 1012DAA of the Corporations Act 2001 (Cth) ('Corporations Act'), as amended or modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/64 (the 'Offer').

All information and statistics in this presentation are current as at the date of this presentation unless otherwise specified. It 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 CIP. It should be read in conjunction with CIP's periodic and continuous disclosure announcements which are available at www.centuria.com.au and with the ASX announcements, which are available at www.asx.com.au. The recipient acknowledges that circumstances may change and that this presentation may become outdated as a result. This presentation and the information in it are subject to change without notice. CPF2L and CIP are not obliged to update this presentation.

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UBS AG, Australia Branch (ABN 47 088 129 613) and J P Morgan Securities Australia Limited (ABN 61 003 245 234) are the underwriters, lead managers and bookrunners to the Offer (together, the Underwriters) and have had no role in the preparation of CIP's financial results for the financial ended 30 June 2020. To the maximum extent permitted by law, CPF2L and its related bodies corporate and their respective officers, directors, employees, advisers, partners, affiliates and agents (together, the 'CPF2L Parties'), and the Underwriters, their respective related bodies corporate and their respective officers, directors, employees, advisers, partners, affiliates and agents (together, the 'Underwriting Group'), make no representation or warranty, express or implied, as to the accuracy, completeness, timeliness or reliability of the contents of this

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This presentation may contain forward-looking statements, guidance, forecasts, estimates, prospects, projections or statements in relation to future matters ('Forward Statements'). Forward Statements can generally be identified by the use of forward looking words such as 'anticipate', 'estimates', 'will', 'should', 'could', 'may', 'expects', 'plans', 'forecast', 'target' or similar expressions. Forward Statements including indications, guidance or outlook on future revenues, distributions or financial position and performance or return or growth in underlying investments are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. No independent third party has reviewed the reasonableness of any such statements or assumptions. None of the CPF2L Parties represent or warrant that such Forward Statements will be achieved or will prove to be correct or give any warranty, express or implied, as to the accuracy, completeness, likelihood of achievement or reasonableness of any Forward Statement contained in this presentation. Except as required by law or regulation, CPF2L assumes no obligation to release updates or revisions to Forward Statements to reflect any changes.

The recipient should note that this presentation may also contain pro forma financial information, and does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission. The financial information also includes non-GAAP measures within the meaning of Regulation G under the US Securities Exchange Act of 1934 and non-IFRS measures, which have been included because the Responsible Entity believes it provides users with additional relevant information. The non-IFRS/non-GAAP financial information does not have a standardised meaning prescribed by IFRS and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with IFRS. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial information and ratios included in this document. Funds From Operations ('FFO') is a financial measure which is not prescribed by Australian Accounting Standards ('AAS') and represents the profit under AAS adjusted for specific non-cash and significant items. The Directors consider that funds from operations reflect the core earnings of the Trust.

All dollar values are in Australian dollars (\$) or AS\$) unless stated otherwise.

An investment in CIP securities is subject to investment and other known and unknown risks, some of which are beyond the control of CPF2L. CPF2L does not guarantee any particular rate of return on the performance of CIP nor does it guarantee any particular tax treatment. Prospective investors should have regard to the risks outlined in Appendix H of this presentation when making their investment decision and should make their own enquiries and investigations regarding all information in this presentation, including the assumptions, uncertainties and contingencies which may affect future operations of CIP and the impact that different future outcomes may have on CIP. Cooling off rights do not apply to the acquisition of New Securities under the Offer.

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Disclaimer (cont'd)

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This presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States and may not be distributed or released in the United States or to any person acting for the account or benefit or a person in the United States. The New Units to be offered and sold under the Offer set out in this presentation have not been and will not be registered under the U.S. Securities Act of 1933, as amended ('Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States except in compliance with the registration requirements of the Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States (which CIP has no obligation to do or procure) or pursuant to an exemption from, or in a transaction exempt from or not subject to, such registration requirements and any other applicable securities laws.

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No party other than CPF2L has authorised or caused the issue, submission, dispatch or provision of this presentation, or takes any responsibility for, or makes or purports to make any statements, representations or undertakings in this presentation. No member of the Underwriting Group and none of the CPF2L Parties (other than CPF2L), have authorised permitted or caused the issue, submission, dispatch or provision of this presentation and none of them makes or purports to make any statement in this presentation and there is no statement in this presentation that is based on any statement by any of them. None of the CPF2L Parties take any responsibility for any information in this presentation or any action taken by you on the basis of such information. To the maximum extent permitted by law, the CPF2L Parties

- exclude and disclaim all liability, including for negligence, or for any expenses, losses, damages or costs incurred by you as a result of your participation in the Offer and the information in this presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise; and
- make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this presentation.

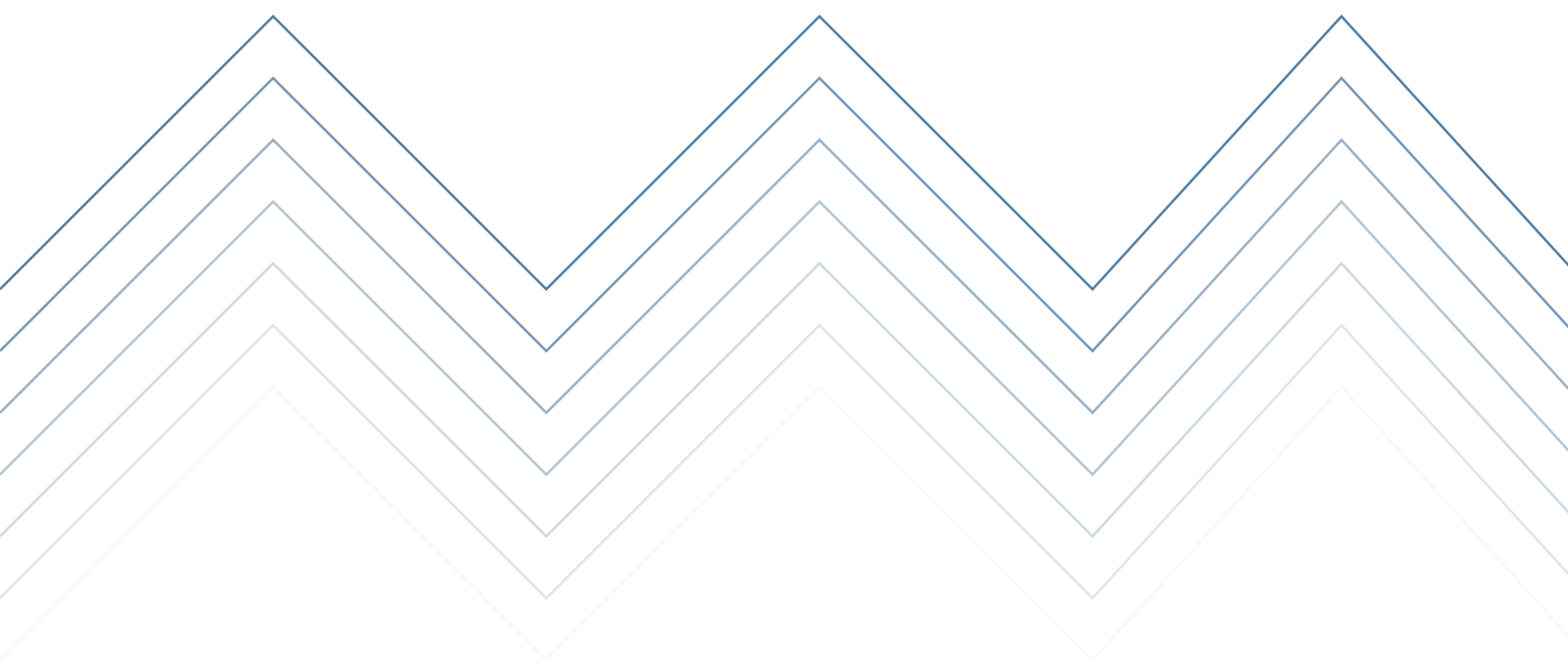
Further, no member of the Underwriting Group accepts any fiduciary obligations to or relationship with any investor or potential investor in connection with the offer of new units in CIP, the Offer or otherwise.

Determination of eligibility of investors for the purpose of the Offer is determined by reference to a number of matters, including legal requirements and the discretion of CPF2L and the Underwriters. Each member of the Underwriting Group and each of the CPF2L Parties disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

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The logo features the word "Centuria" in a white, sans-serif font, centered within a dark gray rectangular area. To the left of the text, there is a decorative pattern of thin, parallel diagonal lines that form a series of nested, downward-pointing chevrons.

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Centuria Industrial REIT

FURTHER INFORMATION

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centuria.com.au/cip

Centuria Property Funds No.2 Limited as responsible entity of Centuria Industrial REIT is undertaking a 1 for 3.7 accelerated non-renounceable entitlement offer of Units at an issue price of \$3.15 per New Unit.

The Retail Entitlement Offer closes at 5.00 pm (Sydney time), Thursday, 20 August 2020



Centuria Property Funds No. 2 Limited (ACN 133 363 185) as responsible entity of Centuria Industrial REIT (ARSN 099 680 252)

Not for release to US wire services or distribution in the United States

This document and the personalised Entitlement and Acceptance Form that accompanies it contains important information and requires your immediate attention. You should read both documents carefully and in their entirety. This document is not a prospectus or product disclosure statement under the Corporations Act and has not been lodged with the ASIC. If you have any queries please call your stockbroker, accountant or other professional adviser or the CIP Offer Information Line on 1800 182 257 (from within Australia) or +61 2 9290 9689 (from outside Australia) between 8:30 am and 5.00 pm (Sydney time), Monday to Friday during the Retail Offer Period (Tuesday, 11 August 2020 to Thursday, 20 August 2020), or visit our website at www.CenturiaInvestor.com.au/CIPoffer.

RETAIL ENTITLEMENT OFFER ACCEPTANCE FORM

Entitlement No.

Subregister

SRN/HIN.

Number of Units held at 7pm

(Sydney time) on Friday, 7 August 2020

**Offer Closes: 20 August 2020
at 5:00pm (Sydney time)**

OFFER OF NEW UNITS UNDER ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER AT AN ISSUE PRICE OF \$3.15 PER UNIT ON THE BASIS OF 1 NEW UNITS FOR EVERY 3.7 ORDINARY UNITS HELD, PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER

A Rights Acceptance

If you wish to accept your **FULL ENTITLEMENT** please complete and return this form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW** if payment is made by cheque. If payment is made by BPAY it is not necessary to return this form. Payment by BPAY or the return of this form by the close date with payment will constitute acceptance of the Offer. Your signature is only required when an alteration to your address is indicated by you over the page.

Entitlement to New Units on the basis of 1 New Units for every 3.7 Ordinary Units held	Price Per Unit	Amount Payable for Full Acceptance, at \$3.15 per New Unit
	\$3.15 per Unit =	

If you wish to accept **PART OF YOUR ENTITLEMENT ONLY** please complete this form showing in the box below the **NUMBER OF NEW UNITS BEING ACCEPTED** and the appropriate amount payable.

Number of New Units being accepted	Price Per Unit	Amount Payable
	\$3.15 per Unit =	\$

B Application for Additional Units if available – capped at a figure equal to 50% of your entitlement

If you wish to apply for additional shortfall units to your Entitlement above please insert the number of units in the box below and the appropriate amount payable. **You may apply for a maximum number of Additional Units equal to 50% of your entitlement.** These additional units will only be allotted if available.

Number of Shortfall Units Applied for	Price Per Unit	Amount Payable
	\$3.15 per Unit =	\$

C Payment

Payment may only be made by BPAY or cheque/bank draft/money order or as set out in the Retail Offer Booklet. Cash will not be accepted via the mail or at the Centuria Industrial REIT Unit Registry.

Payments cannot be made at any bank.

Payment Option 1 - BPAY



Biller Code: 27888

Ref:

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution.
- If paying by BPAY you do not need to return the Retail Entitlement Offer Acceptance Form.**
- If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of units you are applying for.

Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to “**CIP Retail Entitlement Offer**” and crossed “Not Negotiable.”
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

D Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

By submitting this Retail Entitlement Offer Acceptance Form or by using the BPAY facility to accept the Offer, I/We represent and warrant that I/we have read and understood the Retail Offer Book to which this Retail Entitlement Offer Acceptance Form relates and declare that this Application has been completed and lodged according to the instructions in the Retail Offer Booklet and on the reverse of the Retail Entitlement Offer Acceptance Form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Centuria Industrial REIT and agree to the terms and conditions of the Offer. I/We represent and warrant that I/we have not relied on any other information provided by the REIT other as set out in the Retail Offer Booklet when making my/our decision to invest.

The Offer to which this Retail Entitlement Offer Acceptance Form relates does not constitute an offer to any person who is not an Eligible Unitholder. This Retail Entitlement Offer Acceptance Form does not constitute an offer in the United States of America (or to, or for the account or benefit of, US Persons) or in any jurisdiction in which, or to any persons to whom it would not be lawful to make such an offer.

LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New Units for which you are applying by \$3.15 then fill in the acceptance details, where necessary, in the space provided on the front of this form. Complete your cheque/bank draft/money order details on the front of this form and send your cheque/bank draft/money order and completed form to:

Postal Address:

Boardroom Pty Limited GPO Box 3993
SYDNEY NSW 2001

Telephone No. 1800 182 257
Facsimile No. 02 9279 0664

or

Hand delivery address:

Centuria Industrial REIT
Level 12, 225 George Street
SYDNEY NSW 2001

If you do not deal with your Entitlement, it will lapse at 5.00 pm (Sydney time) on 20 August 2020.

PAYMENT – AUSTRALIAN RESIDENTS

Cheque or Bank Draft

All cheques or bank drafts (expressed in Australian currency) are to be made payable to “CIP Retail Entitlement Offer” and crossed “Not Negotiable”. The cheque, bank draft or money order and the payment slip set out in Part C “Payment Option 2” must be received before **5.00 pm (Sydney time) on 20 August 2020**. Neither Centuria Industrial REIT nor Centuria Property Funds No.2 Limited as responsible entity for Centuria Industrial REIT accepts any responsibility if you lodge the payment slip and the cheque, bank draft or money order at any other address or by any other means.

BPAY

If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before **5.00 pm (Sydney time) on 20 August 2020**.

Applications should be aware that their own financial institution may implement earlier cut-off times with regards to electronic payment, and should therefore take this into consideration when making payment(s). Neither Centuria Industrial REIT nor Centuria Property Funds No.2 Limited as responsible entity for Centuria Industrial REIT accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received before **5.00 pm (Sydney time) on 20 August 2020**. If payment is made by BPAY it is not necessary to return this form.

PAYMENT – OVERSEAS RESIDENTS

Overseas unitholders who are permitted to apply for units must obtain a bank draft in Australian currency payable on a bank in Australia, or where the unitholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

The Australian currency bank draft should be attached to your completed form and the document mailed to:

Boardroom Pty Limited GPO Box 3993
SYDNEY NSW 2001

OVERSEAS UNITHOLDERS ARE ADVISED TO ENSURE THEIR DOCUMENTS ARE POSTED TO AUSTRALIA BY AIRMAIL.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid. The cheque, bank draft or money order and the payment slip set out in Part C “Payment Option 2” must be received before **5.00 pm (Sydney time) on 20 August 2020**. Neither Centuria Industrial REIT nor Centuria Property Funds No.2 Limited as responsible entity for Centuria Industrial REIT accepts any responsibility if you lodge the payment slip and the cheque, bank draft or money order at any other address or by any other means.

INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Retail Offer Booklet.

CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		
Unitholder 1 (Individual) / Sole Director & Sole Company Secretary	Joint Unitholder 2 (Individual) / Director	Joint Unitholder 3 (Individual) / Director/Company Secretary (Delete one)

Privacy Statement:

Centuria Industrial REIT advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a unitholder (including your name, address and details of the units you hold) to be included in the public register of the entity in which you hold units. Information is collected to administer your unit holding and if some or all of the information is not collected then it might not be possible to administer your unit holding. Your personal information may be disclosed to the entity in which you hold units. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Entitlement and Acceptance Form. The privacy policy of our Unit Registry is available online (<https://www.boardroomlimited.com.au/corp/privacy-policy>).