

Equity Partnership in PMG

February 2021



In line with 360 Capital REIT's refined strategy of investing in real estate equity and operating businesses, TOT has acquired a 50% interest in PMG, a diversified commercial real estate funds management business, established in 1992, PMG manages five unlisted funds, three single-property syndicates, with 42 properties and NZ\$665.7m of Funds Under Management ("FUM")¹.

The total consideration is up to A\$16.5m (NZ\$17.5m), structured as:

- A cash payment of \$A\$12.5m (NZ\$13.3m) on completion;
 - An earn out amount of A\$4.0m (NZ\$4.2m) over two years, based on key milestones; and
 - An initial \$9.4m (NZ\$10m) Underwriting Facility provided at market rates.
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The equity partnership:

- Provides TOT with an investment in a growing funds management platform with a long track record;
 - Diversification through exposure to the New Zealand real estate market; and
 - The opportunity for TOT to underwrite and participate in future acquisitions.
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¹Includes assets under contract for the financial year ended 31 March 2021
Note: Based on 1.06 NZD for every 1.00 AUD

PMG Management Profiles



Denis McMahon
Chairman of the Board

In 1992 Denis formed PMG. In 1994, Denis syndicated his first property in Tauranga and has overseen over 40 investment offerings in the last 27 years.



Wayne Beilby
Independent Director

Wayne joined the Board in September 2017 as an Independent Director. Wayne holds a Doctorate in Business Administration from the Southern Cross University, an MBA from Deakin University in Melbourne and a graduate Diploma of Insurance from Deakin University, Melbourne.



Scott McKenzie
Chief Executive Officer & Director

Scott has significant business and leadership experience in the finance and property sectors in both New Zealand and the United Kingdom including ASB Bank in New Zealand, the Royal Bank of Scotland in London and the Bank of New Zealand. Scott has a Bachelor of Commerce in Valuation and Agribusiness Management, a Post Graduate Diploma in Management and is on the committees for the Property Council of New Zealand, Bay of Plenty Economic Development Board, Priority One.



Daniel Lem
Head of Investment Director

Daniel is a real estate professional with 25 years' experience in asset and project management, commercial leasing and structured property finance. Daniel joined in 2015, following the merger of his property management company with Property Managers Group (PMG's former name).



Nigel Lowe
Chief Financial Officer & Director

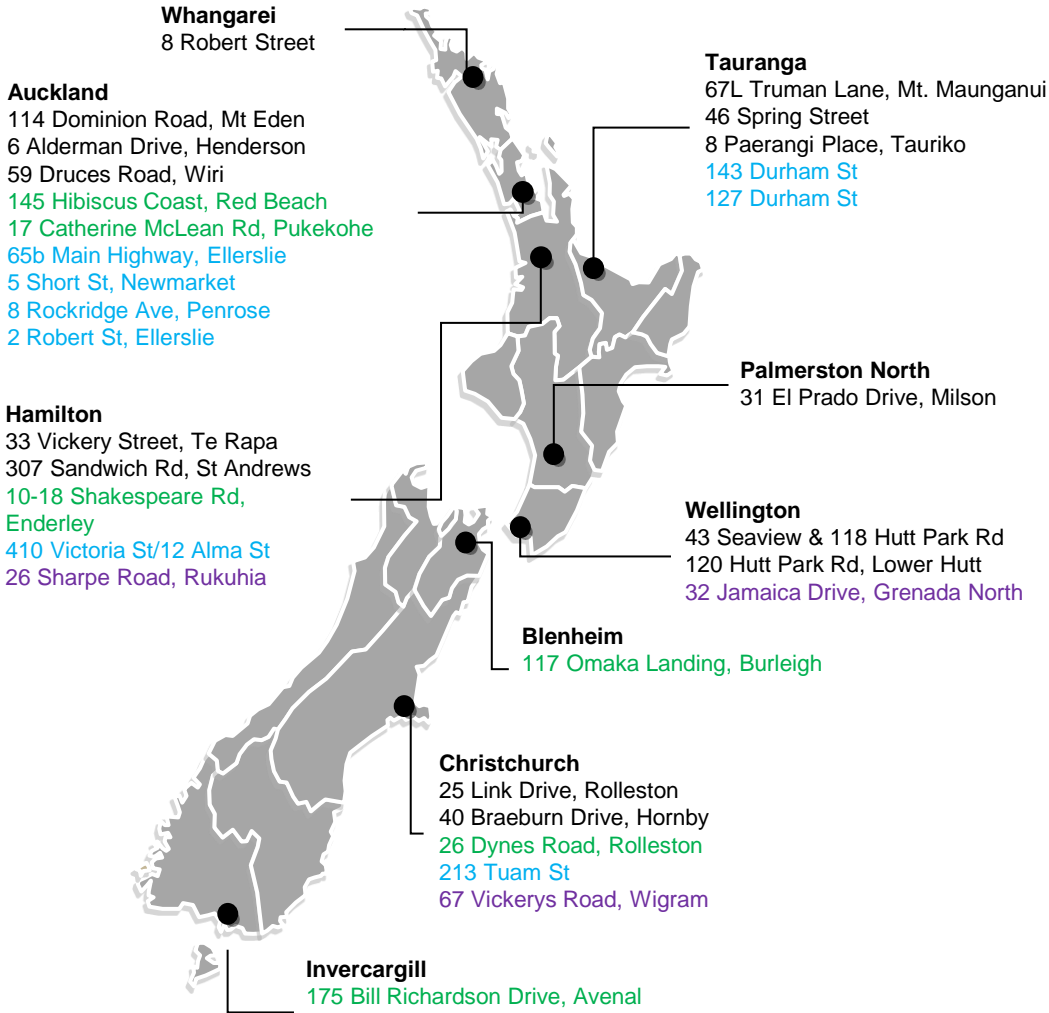
Nigel joined the PMG team in August 2016 after spending 13 years at accounting firm KPMG. At KPMG Nigel's role was to lead a team in the Private Enterprise division looking after a significant number of small to medium businesses with a focus on compliance and business transactions.



Steve Williams
Head of Transactions

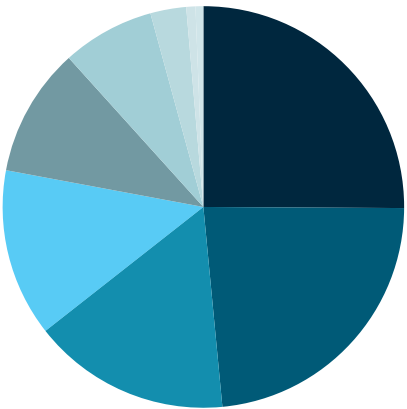
Steve Williams has been a property professional since graduating in 1989. In 1998, Steve was employed by New Zealand's largest listed property company, Kiwi Income Property Trust ("KIPT"), where he worked for eight years as Asset Manager and then National Commercial Leasing Manager.

Overview – PMG Funds



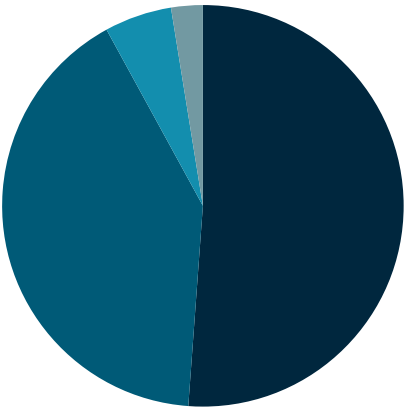
Map includes properties held as at 30 September 2020 in the Pacific Property Fund, PMG Direct Childcare Fund, PMG Direct Office Fund and PMG Generation Fund

Property value by region



- Auckland 25.1%
- Christchurch 23.4%
- Wellington 15.9%
- Hamilton 13.5%
- Tauranga 10.4%
- Palmerston North 7.4%
- Whangarei 2.9%
- Blenheim 0.7%
- Invercargill 0.6%

Property value by type



- Industrial 51.2%
- Office 40.9%
- Childcare 5.4%
- Retail 2.5%

Property valuation estimated at 30 September 2020 based on quarterly reports for each fund.

1. Pacific Property Fund

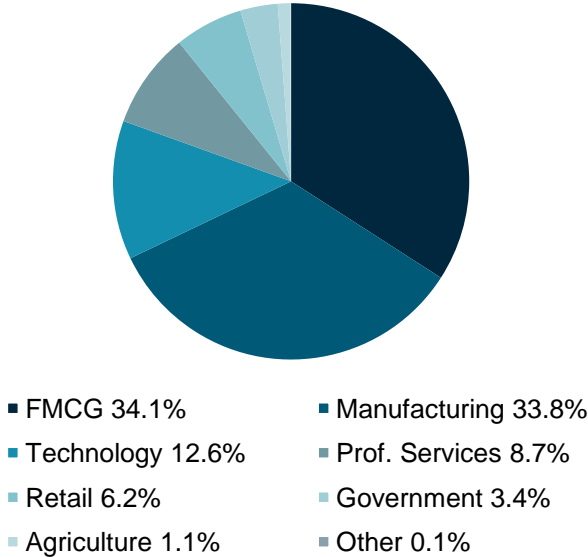
Overview - Pacific Property Fund

Executive Summary¹

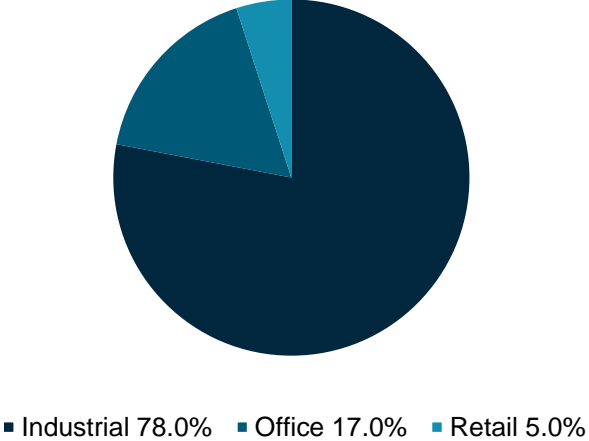
Established	2014	Fund term	In perpetuity
Strategy	To target, well located generic industrial, office and retail properties in major metropolitan cities in New Zealand which offer a sustainable return.		
Goal	To grow a diversified portfolio of quality industrial, office and retail properties over time, alongside delivering sustainable cash distribution returns and growth in value.		
Property Value	NZ\$247.9 million		
Occupancy	98%		
LVR	39%		
Properties	14		
Tenants	50		
WALE	5.9 years		

Fund Metrics ²	30-Sep-20	30-Sep-19	30-Sep-18
Number of Assets	14	15	10
Property Value (NZ\$m)	247.9	253.6	127.0
NLA (sqm)	139,022	128,221	54,702
Occupancy (%)	98	97	98
WALE (years)	5.90	6.25	7.15
Distribution per security ³	7.35	7.25	7.20
Price per security	1.08	1.05	1.04

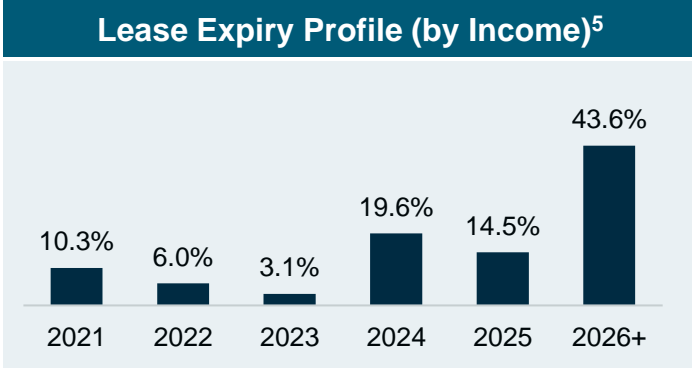
Rental Income by Industry¹



Value by Type¹



Fee Structure ⁴	
Funds Management	0.50% of total carrying value of properties
Property Management	1.50% of gross rental collected from properties
Brokerage	2.00% of equity raised
Performance	Nil



Financial results overview (amounts in NZD)

¹ As per 30 September 2020 quarterly report

² As per quarterly reports

³ Actual distribution, cents per security annualised

⁴ Summary of key fees per latest PDS

⁵ As per the latest PDS

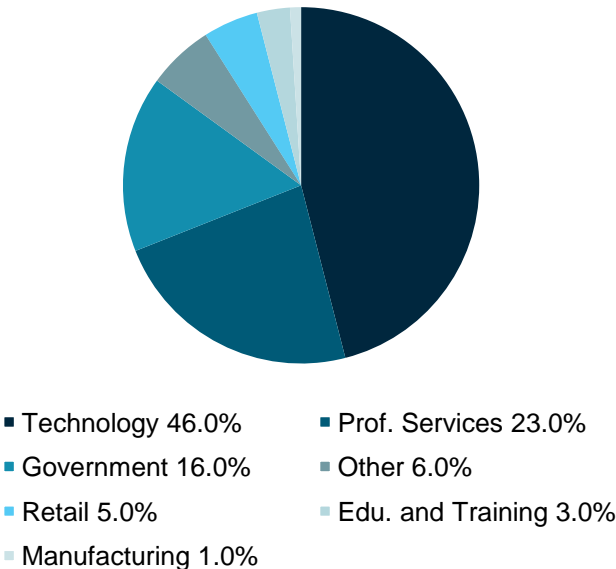
2. PMG Direct Office Fund



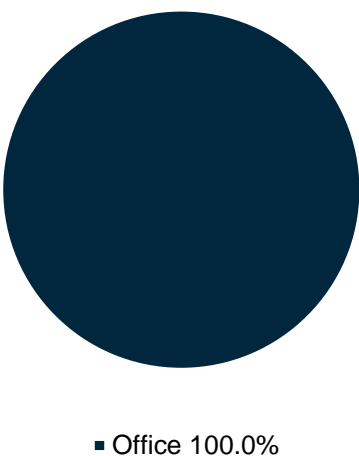
Overview - PMG Direct Office Fund

Executive Summary ¹			
Established	2016	Fund term	No fixed term
Strategy	To target office properties in main metropolitan areas across NZ which provide the opportunity to value add through proactive asset management.		
Goal	To grow a portfolio of quality office properties, deliver sustainable cash distribution returns and growth in value over time.		
Property Value	NZ\$148.7 million		
Occupancy	99%		
LVR	39%		
Properties	8		
Tenants	54		
WALE	5.6 years		

Rental Income by Industry¹

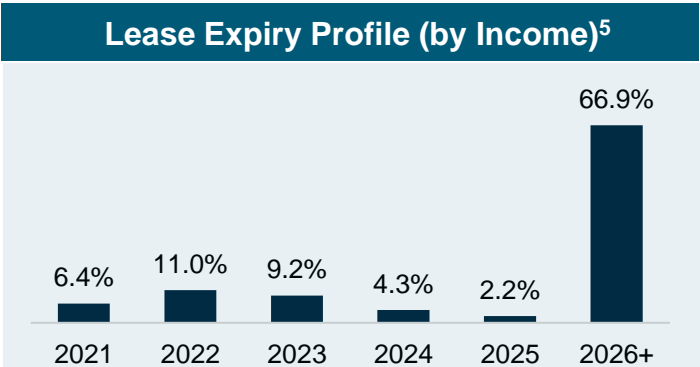


Value by Type¹



Fund Metrics ²	30-Sep-20	30-Sep-19	30-Sep-18
Number of Assets	8	7	6
Property Value (NZ\$m)	148.7	82.0	55.5
NLA (sqm)	28,613	19,702	16,072
Occupancy (%)	99	99	85
WALE (years)	5.60	3.50	2.91
Distribution per security ³	6.50	7.50	7.50
Price per security	1.18	1.12	1.10

Fee Structure ⁴	
Funds Management	0.50% of total carrying value of properties
Property Management	2.00% of gross rental collected from properties
Brokerage	2.00% of equity raised
Performance	20% over the 10-year government bond yield plus 6%



Financial results overview (amounts in NZD)
¹ As per 30 September 2020 quarterly report
² As per quarterly reports
³ Actual distribution, cents per security annualised
⁴ Summary of key fees per latest PDS
⁵ As per the latest PDS

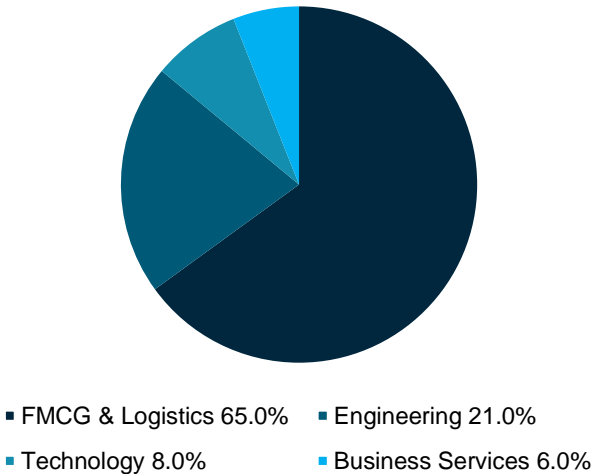
3. PMG Generation Fund

Overview - PMG Generation Fund

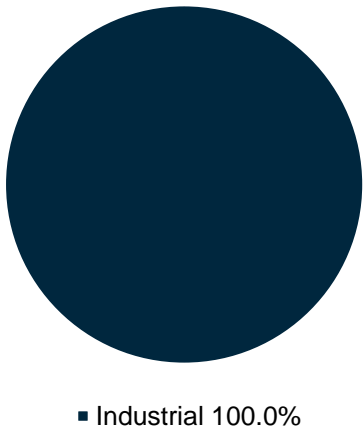
Executive Summary¹

Established	2020	Fund term	No fixed term
Strategy	Invest and grow a portfolio of strategically selected direct and indirect commercial property assets that provide tenant, geographic and asset class diversification.		
Goal	To provide ease of access to commercial property investment for more New Zealanders so they can enjoy the benefits of regular and reliable income over time via diversification of assets and investors.		
Property Value	NZ\$52.8 million		
Occupancy	100%		
LVR	41%		
Properties	3		
Tenants	5		
WALE	3.7 years		

Rental Income by Industry¹

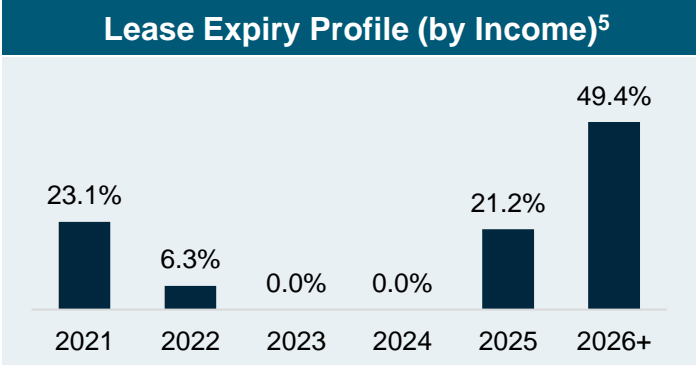


Value by Type¹



Fund Metrics ²	30-Sep-20	30-Sep-19	30-Sep-18
Number of Assets	3	-	-
Property Value (NZ\$m)	52.8	-	-
NLA (sqm)	30,282	-	-
Occupancy (%)	100	-	-
WALE (years)	3.7	-	-
Distribution per security ³	5.80	-	-
Price per security	1.00	-	-

Fee Structure ⁴	
Funds Management	0.50% of gross asset value
Property Management	1.50% of gross rents
Brokerage	2.00% of initial offer
Performance	15% of the 10-year government bond plus 6%



Financial results overview (amounts in NZD)

¹ As per 30 September 2020 quarterly report

² As per quarterly reports

³ Actual distribution, cents per security annualised

⁴ Summary of key fees per latest PDS

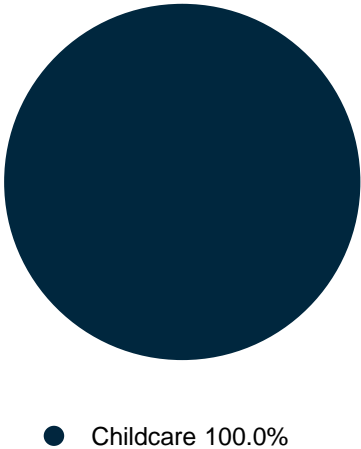
⁵ As per the latest PDS

4. PMG Direct Childcare Fund

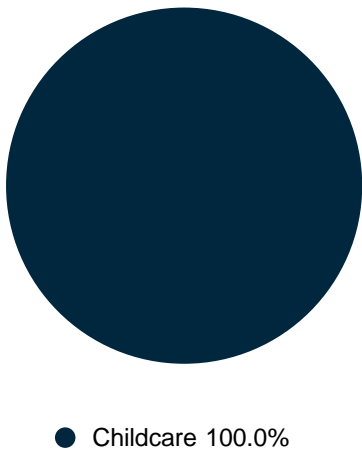
Overview - PMG Direct Childcare Fund

Executive Summary ¹			
Established	2017	Fund term	No fixed term
Strategy	Establish and grow a quality portfolio of new-build early childhood education properties in key strategic locations.		
Goal	To create long term sustainable value for our investors and the best start for the children in our communities, through the provision of quality, fit for purpose centres across NZ.		
Property Value ²	NZ\$45.7 million		
Occupancy ²	100%		
LVR ²	38%		
Properties ²	9		
Tenants ²	7		
WALE ²	14.2 years		

Rental Income by Industry¹

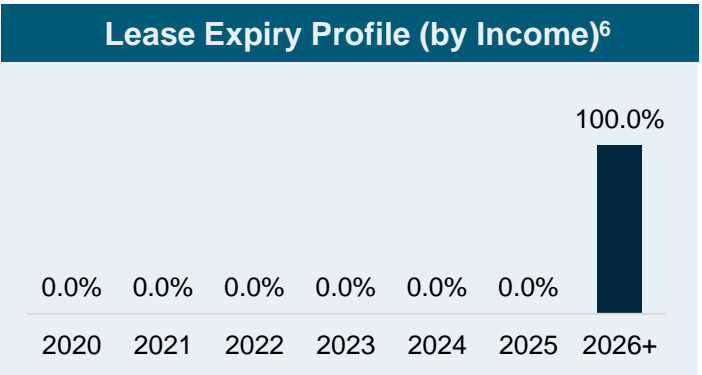


Value by Type¹



Fund Metrics ³	30-Sep-20	30-Sep-19	30-Sep-18
Number of Assets	6	6	5
Property Value (NZ\$m)	26.0	25.3	22.1
NLA (sqm)	3,247	3,286	2,834
Occupancy (%)	100	100	100
WALE (years)	14.90	14.36	n.d.
Distribution per security ⁴	6.50	6.50	n.d.
Price per security	1.05	1.01	n.d.

Fee Structure ⁵	
Funds Management	0.40% of carrying value of completed properties
Property Management	1.00% of gross rental income
Brokerage	Nil
Performance	20% of the 10-year government bond plus 6%



Financial results overview (amounts in NZD) ⁴ Actual distribution, cents per security annualised

¹ As per PDS dated 21 September 2020

⁵ Summary of key fees per latest PDS

² Expected as at 31 March 2021

⁶ As per the latest PDS

³ As per quarterly reports

5. Financial Summary



Sources and Applications

The total consideration is up to A\$16.5m (NZ\$17.5m), structured as:

- A cash payment of \$A\$12.5m (NZ\$13.3m) on completion;
- An earn out amount of A\$4.0m (NZ\$4.2m) over two years, based on key milestones; and
- An initial \$9.4m (NZ\$10m) Underwriting Facility provided at market rates.

Source of Funding	A\$m	Application of Funds	A\$m
Available Cash	A\$25.9	Unconditional component	A\$12.5m
		Earn-out Component	A\$4.0m
		Underwriting Facility	A\$9.4m
Total Funding	A\$25.9	Total Application of Funds	A\$25.9