## **Form 603**

### Corporations Act 2001 Section 671B

### Notice of initial substantial holder

To Company Name/Scheme Irongate Group (ASX: IAP), the stapled group comprised of Irongate Property Fund I

and Irongate Property Fund II

ACN/ARSN

ARSN 162 067 736 ARSN 644 081 309

#### 1. Details of substantial holder (1)

Name 360 Capital Holdings Pty Limited

ACN/ARSN (if applicable) ACN 648 913 348

The holder became a substantial holder on 2/4/2021

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid stapled securities comprising a unit in Irongate Property Fund I and a unit in Irongate Property Fund II	92,809,509	92,809,509	15.18%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
360 Capital Holdings Pty Limited	Holder of relevant interest	31,387,448 fully paid stapled securities
360 Capital IG Pty Ltd as trustee of 360 Capital IG Trust	Holder of relevant interest	61,422,061 fully paid stapled securities

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
360 Capital Holdings Pty Limited	360 Capital Holdings Pty Limited	360 Capital Holdings Pty Limited	31,387,448 fully paid stapled securities
360 Capital IG Pty Ltd as trustee of 360 Capital IG Trust	360 Capital IG Pty Ltd as trustee of 360 Capital IG Trust	360 Capital IG Pty Ltd as trustee of 360 Capital IG Trust	61,422,061 fully paid stapled securities

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non	
			cash	
See Annexure				

#### 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
360 Capital IG Pty Ltd (ACN 647 354 050) as trustee of 360 Capital IG Trust	360 Capital Holdings Pty Limited is (indirectly) a wholly owned subsidiary of 360 Capital Group (ASX:TGP). 360 Capital IG Trust is a wholly owned subsidiary of 360 Capital Active REIT (which stapled with 360 Capital Passive REIT forms 360 Capital REIT (ASX:TOT)). TGP owns 20% of TOT. 360 Capital IG Pty Ltd is (indirectly) a wholly owned subsidiary of TGP.

#### 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
360 Capital Holdings Pty Limited	Level 8, 56 Pitt Street, Sydney NSW 2000
360 Capital IG Pty Ltd as trustee of 360 Capital IG Trust	Level 8, 56 Pitt Street, Sydney NSW 2000

# Signature

print name	Kimberley Child	capacity	Company Secretary
sign here	Man A	date	8/4/2021

#### **DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is Annexure referred to in the Form 603 Notice of Initial Substantial Holder signed by me.

Signed by:

Kimberley Child Company Secretary Date 8 April 2021

# Irongate Group (ASX: IAP), the stapled group comprised of Irongate Property Fund I and Irongate Property Fund II

# Paragraph 5 - Consideration

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non cash	
360 Capital IG Pty Ltd as	29/1/2021	\$1.40 per		56,128,379 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		·
360 Capital IG Pty Ltd as	18/02/2021	\$1.23 per		44,989 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	19/02/2021	\$1.23 per		43,884 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	22/02/2021	\$1.23 per		6,831 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	23/02/2021	\$1.27 per		771,596 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	24/02/2021	\$1.28 per		364,647 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	26/02/2021	\$1.26 per		76,779 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	2/3/2021	\$1.26 per		55,921 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	24/3/2021	\$1.32 per		380,000 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	25/3/2021	\$1.32 per		61,541 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital IG Pty Ltd as	1/4/2021	\$1.37 per		3,060,670 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital Holdings Pty	1/4/2021	\$1.37 per		27,546,033 fully paid
Limited		stapled		stapled securities
		security		
360 Capital IG Pty Ltd as	7/4/2021	\$1.37 per		426,824 fully paid
trustee of 360 Capital IG		stapled		stapled securities
Trust		security		
360 Capital Holdings Pty	7/4/2021	\$1.38 per		3,841,415 fully paid
Limited		stapled		stapled securities
		security		