

6 September 2021

ASX Market Announcements
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

**Centuria Office REIT (ASX Code: COF): Accelerated non-renounceable entitlement offer
Notice under section 1012DAA(2)(f) of the Corporations Act 2001 (Cth)**

This notice is given by Centuria Property Funds Limited ACN 086 553 639 (**CPFL**) as responsible entity of the Centuria Office REIT (**COF**), under section 1012DAA(2)(f) of the Corporations Act 2001 (*Cth*) (**Corporations Act**), as modified by Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Legislative Instrument**).

COF has today announced an accelerated non-renounceable entitlement offer to raise approximately \$201 million (before costs) (**Entitlement Offer**).

The Entitlement Offer is underwritten by MA Moelis Australia Advisory Pty Ltd ABN 72 142 008 446 (**Moelis**) and Morgan Stanley Australia Securities Limited ABN 55 078 652 276 (**Morgan Stanley**) (together, the **Underwriters**), subject to the terms of the underwriting agreement entered into with them.

The Entitlement Offer comprises the issue of 1 new unit in COF (**New Unit**) for every 6.4 units in COF held by eligible existing COF unitholders at 5.00pm (Sydney time) on Wednesday, 8 September 2021 (**Eligible Unitholders**). Each New Unit will be issued at an issue price of \$2.50.

With respect to the Entitlement Offer, COF advises that:

- (a) the New Units will be issued without a product disclosure statement under Part 7.9 of the Corporations Act;
- (b) this notice is being given under section 1012DAA(2)(f) of the Corporations Act, as modified by the Legislative Instrument;
- (c) as a disclosing entity, COF is subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, COF has complied with:
 - (1) the provisions of Chapter 2M of the Corporations Act as they apply to COF; and
 - (2) section 674 of the Corporations Act as it applies to COF;
- (e) as at the date of this notice, there is no excluded information of the type referred to in sections 1012DAA(8) or 1012DAA(9) of the Corporations Act; and
- (f) in respect to section 1012DAA(7)(f) of the Corporations Act, the potential effect of the issue of the New Units pursuant to the Entitlement Offer on the control of COF and the consequences of that effect will depend on a number of factors, including the extent to which Eligible Unitholders take up the New Units under the Entitlement Offer.

The New Units offered under the Entitlement Offer will represent 13.5% of the total number of Units in COF (post Entitlement Offer).

Centuria Capital Group (**CNI**) is the largest unitholder in COF with CNI and its associates holding voting power of 19.9%.

CNI has confirmed its intention to take up its entitlement under the Entitlement Offer in part and will subscribe for \$25.5 million of New Units. CNI will not sub-underwrite the Entitlement Offer. As such, the voting power of CNI and its associates will not increase as a result of the Entitlement Offer.

The interests of Eligible Unitholders who do not take up their entitlements under the Entitlement Offer will be diluted. COF's Unitholders who are not Eligible Unitholders (being foreign Unitholders to whom an Entitlement Offer will not be made) are not entitled to participate in the Entitlement Offer and their percentage holding in COF will also be diluted.

Yours faithfully,



Anna Kovarik
Company Secretary