

# Centuria Office REIT (COF)

## ASX Announcement

# Centuria

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

### Confirmation of despatch of Retail Offer Booklet and letter to Ineligible Unitholders

**SYDNEY** (Monday, 13 September 2021) - Centuria Property Funds Limited as the responsible entity of Centuria Office REIT (**COF**) confirms that it has today despatched to Eligible Retail Unitholders the Retail Entitlement Offer Booklet and accompanying personalised Entitlement and Acceptance Forms in relation to the underwritten 1 for 6.4 accelerated non-renounceable entitlement offer announced to the ASX on Monday, 6 September 2021 (**Entitlement Offer**).

A letter to Ineligible Unitholders notifying them of the Entitlement Offer and their ineligibility to participate has also been despatched. Attached is a copy of the letter despatched.

If you have any questions in relation to any of the above matters, please contact the COF's Offer Information Line on 1800 182 257 (from within Australia) or +61 2 9290 9689 (from outside Australia) between 8.30am to 5.00pm (Sydney time), Monday to Friday during the Retail Entitlement Offer period (13 September 2021 to 22 September 2021).

– Ends –

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

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**Authorised for release** by Anna Kovarik, Company Secretary

#### About Centuria Office REIT

COF is Australia's largest ASX listed pure play office REIT and is included in the S&P/ASX300 Index. COF owns a portfolio of high quality assets situated in core office markets throughout Australia. COF is overseen by a hands on, active manager and provides investors with income and the opportunity for capital growth from a pure play portfolio of high-quality Australian office assets.

Centuria Property Funds Limited (CPFL) is the Responsible Entity for the ASX listed Centuria Office REIT (COF). CPFL, is a wholly owned subsidiary of Centuria Capital Group (CNI). CNI is an ASX-listed specialist investment manager with more than \$17 billion in total assets under management and offers a range of investment opportunities including listed and unlisted property funds as well as tax-effective investment bonds.

[www.centuria.com.au](http://www.centuria.com.au)

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[SAMPLE]

13 September 2021

Dear Unitholder

### Centuria Office REIT (ASX: COF) Entitlement Offer – Notification to Ineligible Retail Unitholders

On 6 September 2021, Centuria Property Funds Limited (**CPFL**) as responsible entity of the Centuria Office REIT (**COF**) announced a fully underwritten 1 for 6.4 accelerated non-renounceable entitlement offer of new COF units (**New Units**) at an offer price of \$2.50 per New Unit (**Issue Price**) to raise approximately \$201 million (**Entitlement Offer**).

This letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Units under the Entitlement Offer. This letter is not an offer to issue New Units to you, nor an invitation for you to apply for New Units. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

### DETAILS OF THE ENTITLEMENT OFFER

The Entitlement Offer is underwritten and comprises an institutional entitlement offer (**Institutional Entitlement Offer**) and an offer to Eligible Retail Unitholders (as defined below) (**Retail Entitlement Offer**).

The proceeds of the Entitlement Offer will be used:

- to partially fund the acquisition of a 100% freehold interest in the land and building at 101 Moray Street, South Melbourne, Victoria for a purchase price of \$205.1 million; and
- to partially fund the acquisition of the remaining 50% leasehold interest in the land and building at 203 Pacific Highway, St Leonards, NSW for a purchase price of \$68 million.

The Retail Entitlement Offer is being made to Eligible Retail Unitholders (as defined below) on the basis of 1 New Unit for every 6.4 existing units held at 5.00pm (Sydney time) on 8 September 2021 (**Record Date**), at the Issue Price per New Unit.

The Entitlement Offer is being made by COF in accordance with section 1012DAA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*), meaning that no product disclosure statement needs to be prepared with respect to the Entitlement Offer.

MA Moelis Australia Advisory Pty Ltd and Morgan Stanley Australia Securities Limited (together, the **Underwriters**) are acting as joint lead managers and underwriters to the Entitlement Offer.

Documents relating to the Retail Entitlement Offer were announced to the ASX on 13 September 2021 and are expected to be despatched to Eligible Retail Unitholders on 13 September 2021.

### Eligibility to participate in the Retail Entitlement Offer

CPFL has determined, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it would be unreasonable to make offers to unitholders in countries other than Australia and New Zealand in connection with the Retail Entitlement Offer having regard to:

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- (a) the relatively small number of unitholders in the other jurisdictions where the Retail Entitlement Offer would be made;
- (b) the number and value of units for which such unitholders would otherwise have been entitled; and
- (c) the costs of complying with the legal and regulatory requirements in each other jurisdiction where the Retail Entitlement Offer would be made.

An Eligible Retail Unitholder is a unitholder who:

- (a) was a registered holder of units as at 5.00pm (Sydney time) on the Record Date;
- (b) has a registered address in Australia or New Zealand;
- (c) 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 in COF for the account or benefit of such person in the United States);
- (d) is not an institutional unitholder eligible to participate under the Institutional Entitlement Offer (other than a nominee to the extent that the nominee holds units on behalf of an Eligible Retail Unitholder), and was not treated as an ineligible institutional unitholder under the Institutional Entitlement Offer; and
- (e) is eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Unfortunately, according to our records you do not satisfy the criteria for an Eligible Retail Unitholder, and therefore CPFL is unable to extend to you the opportunity to participate in the Retail Entitlement Offer. If our records are incorrect on this matter, please contact COF's Offer Information Line using the details below.

Determination of eligibility of investors for the purposes of the Retail Entitlement Offer is by reference to a number of matters, including the legal requirements and the discretion of CPFL and the Underwriters. CPFL, the Underwriters and their respective affiliates and related bodies corporate and each of their directors, officers, partners, employees, advisers and agents disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

### Treatment Of Ineligible Retail Unitholders

As the Entitlement Offer is non-renounceable, you will not receive any payment or value for entitlements in respect of any New Stapled Units that would have been offered to you if you were eligible.

### Further information

You do not need to respond to this letter. If you have questions in relation to any of the matters described above, please contact COF's Offer Information Line on 1800 182 257 (from within Australia) or +61 2 9290 9689 (from outside Australia) between 8.30am to 5.00pm (Sydney time), Monday to Friday during the Retail Entitlement Offer period (13 September 2021 to 22 September 2021).

On behalf of the Board of Centuria Property Funds Limited, we thank you for your continued support of COF.

Yours faithfully



### Anna Kovarik

Company Secretary of Centuria Property Funds Limited (as responsible entity of the Centuria Office REIT)

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### Important Notices

This letter does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any units in Centuria Office REIT (**COF**) and is not a prospectus, product disclosure document or offering document under Australian law or any other law. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of new units in COF (**New Units**). In particular, this letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Neither the entitlements nor the New Units that will be offered and sold in the Entitlement Offer have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, entitlements may not be issued to or exercised by, and the New Units may not be offered or sold to persons in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable U.S. state securities law. The entitlements and the New Units to be offered and sold in the Retail Entitlement Offer may only be offered and sold to persons that are not in the United States and are not acting for the account or benefit of persons in the United States, in each case, in "offshore transactions" (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the Securities Act.