



ASX Release

14 February 2024

360 Capital REIT (ASX: TOT)

Non-renounceable pro rata Entitlement Offer Notification to Ineligible Securityholders

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On 14 February 2024, 360 Capital FM Limited ACN 090 664 396, AFSL 221474 as responsible entity (**Responsible Entity**) for the 360 Capital REIT, the stapled entity comprising 360 Capital Passive REIT ARSN 602 304 432 and 360 Capital Active REIT ARSN 602 303 613 (**Fund**) announced that it was undertaking a 0.8 for 1 non underwritten, non-renounceable entitlement offer to raise up to \$46.8 million (**Entitlement Offer**).

Details of the Entitlement Offer

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

Documents relating to the Entitlement Offer, including an offer booklet, have been lodged with the ASX and have been provided to Eligible Securityholders.

The Entitlement Offer is being made to Eligible Securityholders on the basis of 0.8 New Securities for every 1 existing Security held at 7.00pm (AEDT) on 19 February 2024 (Record Date).

Eligibility Criteria

A securityholder is an Eligible Securityholder and eligible to participate in the Entitlement Offer if the securityholder meets all of the following requirements:

- registered as holder of Securities (Securityholder) as at the Record Date, being 7.00pm (AEDT) on 19 February 2024 who has a registered address on the Securities register in Australia or New Zealand;
- not in the United States and is not acting for the account or benefit of a person in the United States (to the extent a Securityholder holds Securities for the account or benefit of such person in the United States, the Securityholder will not be eligible to participate on behalf of such person); and
- is eligible under all applicable securities law to receive an offer under the Entitlement Offer.

The Responsible Entity has determined, pursuant to section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(a), that it would be unreasonable to make offers to Securityholders in connection with the Entitlement Offer who are not Eligible Securityholders (**Ineligible Securityholders**). This is due to the legal and regulatory requirements and the potential costs to the Responsible Entity of complying with these requirements, compared with the relatively small number of Securityholders otherwise, the relatively small number of existing Securities they hold and the relatively low value of Securities to which those Securityholders would otherwise be entitled to subscribe for.



The Responsible Entity disclaims any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

In compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, the Responsible Entity wishes to advise that it will not be extending the Entitlement Offer to Ineligible Securityholders and these will not be able to subscribe for Securities under the Entitlement Offer. Ineligible Securityholders will not be sent the documents relating to the Entitlement Offer or be able to subscribe for Securities under the Entitlement Offer.

Non-renounceable offer

As the Entitlement Offer is non-renounceable, subject to the below, Ineligible Securityholders will not be entitled to receive any payment or value for entitlements in respect of any Securities that would have been offered to them if they were eligible. Entitlements are not tradeable on ASX or otherwise transferrable.

Potential sale process

The Responsible Entity currently intends to appoint a nominee for the purposes of section 615 of the Corporations Act to sell the Securities which would be otherwise issued to Securityholders registered as holder of Securities as at the Record Date that it has identified as not being Eligible Securityholders and distribute to them their respective proportion of any sale proceeds net of costs (including the issue price and any applicable withholding tax). For the avoidance of doubt, if the proceeds of sale are less than the reasonable costs that would be incurred by the Responsible Entity for distributing those proceeds, such proceeds may be retained by the Responsible Entity. Notwithstanding that the nominee may sell the Securities, Ineligible Securityholders may nevertheless receive no net proceeds if the issue price plus the costs of the sale are greater than the sale proceeds. Further, there is no guarantee that a nominee will ultimately be appointed, or that a sale process of the nature described above will be conducted and completed. Neither the Responsible Entity nor any nominee will be liable for a failure conduct such a sale process; in relation to it determination of who is an Ineligible Securityholder; to obtain any net proceeds; or to sell the new Securities at any particular price or at any particular time.

Questions

If you have any questions in relation to the above matters, please call the 360 Capital Information Line on 1300 082 130 (within Australia) or on +61 2 8016 2884 (from outside Australia) between the hours of 8.30am and 5.00pm Monday to Friday (AEDT) (excluding public holidays). For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

Authorised for release by, Board of 360 Capital FM Limited.

More information on TOT can be found on the ASX's website at www.asx.com.au using the Group's ASX code "TOT", on 360 Capital's website www.360capital.com.au, by calling the 360 Capital investor enquiry line on 1300 082 130 or by emailing investor.relations@360capital.com.au.



Alternatively, please contact either:

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About 360 Capital REIT (ASX: TOT)

The Fund has a demonstrated track record of consistent quarterly distributions, through a selective and disciplined investment philosophy, combined with access to real estate investment opportunities available to TOT through the 360 Capital Group, the manager of the Fund.
