Announcement Summary

Entity name

CENTURIA INDUSTRIAL REIT

Announcement Type

New announcement

Date of this announcement

2/9/2025

The Proposed issue is:
A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Notes exchangeable into fully paid ordinary CIP units due on 3 September 2030	16,250

Proposed +issue date

3/9/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

CENTURIA INDUSTRIAL REIT

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ARSN	099680252

1.3 ASX issuer code

CIP

1.4 The announcement is
New announcement

1.5 Date of this announcement

2/9/2025

1.6 The Proposed issue is:
A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
New class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?
Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?
No

ASX +security code	+Security description
New class-code to be confirmed	Notes exchangeable into fully paid ordinary CIP units due on 3 September 2030

+Security type

+Convertible debt securities

Number of +securities proposed to be issued

16,250

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 1.00000

Will all the +securities issued in this class rank equally in all respects from their issue date?
Yes

+Convertible debt securities details

These securities are:
Convertible

Type of security
Convertible note or bond

+Security currency
AUD - Australian Dollar

Face value
AUD 325,000,000.0000

Interest rate type
Fixed rate

Frequency of coupon/interest payments per year
Quarterly

First interest payment date
3/12/2025

Interest rate per annum
3.50000 %

Is the interest rate per annum estimated at this time?
No

s128F of the Income Tax Assessment Act status applicable to the +security
s128F exempt

Is the +security perpetual (ie. no maturity date)?
No

Maturity date
3/9/2030

Select other features applicable to the +security
Exchangeable

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?
Yes

If yes, what is the first trigger date
3/9/2028

Details of the type of +security that will be issued if the securities are converted, transformed or exchanged

CIP : ORDINARY UNITS FULLY PAID

Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)

16,250 notes which are exchangeable into a max. of 81,250,000 CIP units (based on initial exchange price of $4.00) subject to any adjustments in accordance with the terms and conditions of the notes.

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02984933-2A1617073&v=4a466cc3f899e00730cfbfcd5ab8940c41f474b6

Part 7C - Timetable

7C.1 Proposed +issue date

3/9/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

16,250 notes which are exchangeable into a max. of 81,250,000 CIP units (based on initial exchange price of $4.00) subject to any adjustments in accordance with the terms and conditions of the notes.

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
Yes

7E.1a Who is the lead manager/broker?

J.P. Morgan Securities plc, Jefferies (Australia) Pty Ltd and Morgan Stanley & Co. International Plc

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Base fee of AUD 4,875,000 and a Discretionary Fee of up to 0.3% of AUD 325,000,000. This is a one-off fee and includes all fees and commissions and underwriting services.

7E.2 Is the proposed issue to be underwritten?
Yes

7E.2a Who are the underwriter(s)?

J.P. Morgan Securities plc, Jefferies (Australia) Pty Ltd and Morgan Stanley & Co. International Plc

7E.2b What is the extent of the underwriting (ie the amount or proportion of the proposed issue that is underwritten)?

Fully underwritten

7E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?

Base fee of AUD 4,875,000 and a Discretionary Fee of up to 0.3% of AUD 325,000,000. This is a one-off fee and includes all fees and commissions and underwriting services.

7E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.

N/A

7E.3 Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Legal fees, accounting, tax and other external advisor fees, listing and administrative fees.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Net proceeds will be used to repurchase existing notes and the balance will be used to repay existing debt facilities and for general corporate purposes.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?
No

7F.2 Any other information the entity wishes to provide about the proposed issue