



19 May 2015

The Manager  
Company Announcements  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

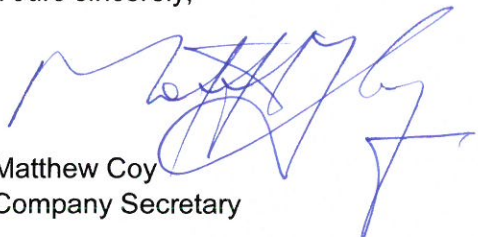
Dear Manager,

**Centuria Metropolitan REIT (CMA)**  
**Form 604: Notice of change of interests of substantial holder**

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Please find enclosed a Form 604: Notice of change of interests of substantial holder received from Centuria Capital Limited and its associates as set out in the Form.

Yours sincerely,

  
Matthew Coy  
Company Secretary

# Form 604

Corporations Act 2001

Section 671B

## Notice of change in interests of substantial holder

To Company Name/Scheme Centuria Metropolitan REIT No. 1 & Centuria Metropolitan REIT No. 2

ACN/ARSN 124 364 718 & 124 364 656

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

Name Centuria Capital Limited and each of the persons listed in Annexure A

ACN/ARSN (if applicable) 095 454 336

There was a change in the interests of the substantial holder on 15/05/2015

The previous notice was given to the company on 12/12/2014

The previous notice was dated 12/12/2014

### 2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary stapled securities	11,821,560	16.53%	19,371,643	20.19%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15/5/2015	Over Fifty Guardian Friendly Society Limited	Allotment of ordinary stapled securities under the institutional component of Centuria Metropolitan REIT's accelerated non-renounceable entitlement offer announced to ASX on 29 April 2015	\$9,678,165	4,608,650 ordinary stapled securities	4,608,650
15/5/2015	Centuria Life Limited	Allotment of ordinary stapled securities under the institutional component of Centuria Metropolitan REIT's accelerated non-renounceable entitlement offer announced to	\$3,980,928	1,895,680 ordinary stapled securities	1,895,680

		ASX on 29 April 2015			
15/5/2015	Centuria Capital Limited	Allotment of ordinary stapled securities under the institutional component of Centuria Metropolitan REIT's accelerated non-renounceable entitlement offer announced to ASX on 29 April 2015	\$2,133,081.30	1,015,753 ordinary stapled securities	1,015,753
15/5/2015	Centuria Capital Limited (relevant interest as the holding company of Centuria Life Limited)	Allotment of ordinary stapled securities under the institutional component of Centuria Metropolitan REIT's accelerated non-renounceable entitlement offer announced to ASX on 29 April 2015	\$3,980,928	1,895,680 ordinary stapled securities	1,895,680
15/5/2015	Kerco Pty Ltd	Allotment of ordinary stapled securities under the early retail component of Centuria Metropolitan REIT's accelerated non-renounceable entitlement offer announced to ASX on 29 April 2015	\$63,000	30,000 ordinary stapled securities	30,000
15/5/2015	Peter John Done (holder of relevant interest in stapled securities held by Kerco Pty Ltd)	Allotment of ordinary stapled securities under the early retail component of Centuria Metropolitan REIT's accelerated non-renounceable entitlement offer announced to ASX on 29 April 2015	\$63,000	30,000 ordinary stapled securities	30,000

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure A					

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**6. Addresses**

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

Name	Address
See Annexure A	

**Signature**

print name Matthew John Coy capacity Secretary

sign here  date 19/ 5/ 15

**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 6 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 section 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (8) 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".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



## Annexure A

Centuria Capital Limited ACN 095 454 336

This is Annexure "A" of 4 pages referred to in Form 604 - Notice of change of interests of substantial holder

Signed by:

  
Matthew John Coy

Date: 19 May 2015

### 1 Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder	Nature of relevant interest	Class and number of securities	Person's Votes
OVER FIFTY GUARDIAN FRIENDLY SOCIETY LIMITED	CITICORP NOMINEES PTY LIMITED	CITICORP NOMINEES PTY LIMITED	Person having power to exercise, or control the exercise, of a right to vote attached to the securities and/or the power to dispose of, or control the exercise of a power to dispose of, the securities (s608(1)(b) and (c))	11,521,625 ordinary stapled securities	11,521,625
CENTURIA LIFE LIMITED	CITICORP NOMINEES PTY LIMITED	CITICORP NOMINEES PTY LIMITED	Person having power to exercise, or control the exercise, of a right to vote attached to the securities and/or the power to dispose of, or control the exercise of a power to dispose of, the securities (s608(1)(b) and (c))	4,739,200 ordinary stapled securities	4,739,200
CENTURIA CAPITAL LIMITED	CENTURIA CAPITAL LIMITED	CENTURIA CAPITAL LIMITED	Holder of stapled securities (s608(1)(a))	2,539,382 ordinary stapled securities	2,539,382
CENTURIA PROPERTY FUNDS LTD	CENTURIA PROPERTY FUNDS LTD	CENTURIA PROPERTY FUNDS LTD	Holder of stapled securities (s608(1)(a))	161,391 ordinary stapled securities	161,391
CENTURIA CAPITAL LIMITED	CITICORP NOMINEES PTY LIMITED & CENTURIA PROPERTY FUNDS LIMITED	CITICORP NOMINEES PTY LIMITED & CENTURIA PROPERTY FUNDS LIMITED	Relevant interest under s608(3) as the holding company of Centuria Life Limited and Centuria Property Funds Limited.	4,900,591 ordinary stapled securities	4,900,591
MR ROGER	MR ROGER	MR ROGER	Holder of stapled	125,000	125,000

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder	Nature of relevant interest	Class and number of securities	Person's Votes
WILLIAM DOBSON	WILLIAM DOBSON	WILLIAM DOBSON	securities (s608(1)(a))	ordinary stapled securities	
MATTHEW JOHN COY	MATTHEW JOHN COY AND COY SUPERANNUATION FUND	MATTHEW JOHN COY AND COY & ASSOCIATES CONSULTING SERVICES PTY LIMITED AS TRUSTEE OF COY SUPERANNUATION FUND	Holder of stapled securities and relevant interest in stapled securities held by Coy Superannuation Fund (s608(1)(a) and s608(3))	78,836 ordinary stapled securities	78,836
RESOLUTE FUNDS MANAGEMENT PTY LIMITED	RESOLUTE FUNDS MANAGEMENT PTY LIMITED	RESOLUTE FUNDS MANAGEMENT PTY LIMITED	Holder of stapled securities (s608(1)(a))	50,000 ordinary stapled securities	50,000
KERCO PTY LTD	KERCO PTY LTD	KERCO PTY LTD	Holder of stapled securities (s608(1)(a))	75,000 ordinary stapled securities	75,000
PETER JOHN DONE	KERCO PTY LTD	KERCO PTY LTD	Holder of relevant interest in stapled securities held by Kerco Pty Ltd (s608(3))	75,000 ordinary stapled securities	75,000
JVV INVESTMENT COMPANY PTY LIMITED	JVV INVESTMENT COMPANY PTY LIMITED	JVV INVESTMENT COMPANY PTY LIMITED	Holder of stapled securities (s608(1)(a))	30,000 ordinary stapled securities	30,000
VICTOR GEOROS	JVV INVESTMENT COMPANY PTY LIMITED	JVV INVESTMENT COMPANY PTY LIMITED	Holder of relevant interest in stapled securities held by JVV Investment Company Pty Ltd (s608(3))	30,000 ordinary stapled securities	30,000
MR NICHOLAS COLLISHAW	MR NICHOLAS COLLISHAW	MR NICHOLAS COLLISHAW	Holder of stapled securities (s608(1)(a))	25,000 ordinary stapled securities	25,000
VEXDAT PTY LTD	VEXDAT PTY LTD	VEXDAT PTY LTD	Holder of stapled securities (s608(1)(a))	17,902 ordinary stapled securities	17,902
DAVID BRUCE GOVEY	VEXDAT PTY LTD	VEXDAT PTY LTD	Holder of relevant interest in stapled securities held by Vexdat Pty Ltd (s608(3))	17,902 ordinary stapled securities	17,902
COY & ASSOCIATES CONSULTING SERVICES PTY LIMITED AS TRUSTEE OF COY SUPERANNUATION FUND	COY SUPERANNUATION FUND	COY & ASSOCIATES CONSULTING SERVICES PTY LIMITED AS TRUSTEE OF COY SUPERANNUATION FUND	Holder of stapled securities (s608(1)(a))	3,836 ordinary stapled securities	3,836
MR JACQUES DUVENAGE	MR JACQUES DUVENAGE	MR JACQUES DUVENAGE	Holder of stapled securities (s608(1)(a))	3,171 ordinary stapled securities	3,171
PARITAI PTY LTD	PARITAI PTY LTD	PARITAI PTY LTD	Holder of stapled securities	3,171 ordinary stapled	3,171

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder	Nature of relevant interest	Class and number of securities	Person's Votes
			(s608(1)(a))	securities	
MS DEBBY WONG	MS DEBBY WONG	MS DEBBY WONG	Holder of stapled securities (s608(1)(a))	1,962 ordinary stapled securities	1,962
MR JASON HULJICH	MR JASON HULJICH AND PARITAI PTY LTD	MR JASON HULJICH AND PARITAI PTY LTD	Holder of stapled securities and relevant interest in stapled securities held by Paritai Pty Ltd (s608(1)(a) and s608(3))	3,174 ordinary stapled securities	3,174

## 2 Addresses

Name	Address
OVER FIFTY GUARDIAN FRIENDLY SOCIETY LIMITED	LEVEL 4, 441 ST KILDA ROAD, MELBOURNE VIC 3004
CITICORP NOMINEES PTY LIMITED	GPO BOX 764G MELBOURNE VIC 3001
CENTURIA CAPITAL LIMITED	LEVEL 39, 100 MILLER STREET, NORTH SYDNEY NSW 2060
CENTURIA PROPERTY FUNDS LTD	LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
MR ROGER WILLIAM DOBSON	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
MATTHEW JOHN COY	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
RESOLUTE FUNDS MANAGEMENT PTY LIMITED	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
KERCO PTY LTD	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
PETER JOHN DONE	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
JVV INVESTMENT COMPANY PTY LIMITED	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
VICTOR GEOROS	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
MR NICHOLAS COLLISHAW	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
VEXDAT PTY LTD	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
DAVID BRUCE GOVEY	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
COY SUPERANNUATION FUND	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
MR JACQUES DUVENAGE	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
PARITAI PTY LTD	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060 C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
MS DEBBY WONG	C/- CENTURIA CAPITAL LIMITED LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060
MR JASON HULJICH	C/- CENTURIA CAPITAL LIMITED

Name	Address
	LEVEL 39.01, 100 MILLER ST, NORTH SYDNEY NSW 2060