



ASX Release

30 March 2022

REAL ASSETS PRIVATE EQUITY CREDIT

Transactions Update Irongate Group and 360REIT Acquisition of Assets

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360 Capital Group (ASX:TGP) (the **Group or TGP**) is pleased to provide an update on its announcement dated 31 January 2022 in relation to the proposed Irongate Group Transaction.

Irongate Group Transaction

On 28 January 2022, 360 Capital Group (ASX: TGP) (the **Group or TGP**), 360 Capital FM Limited as Responsible Entity of 360 Capital REIT (ASX:TOT) (**360REIT**) (**Collectively 360 Capital**) and Charter Hall Group (ASX: CHC) (**Charter Hall**) had entered into a Memorandum of Understanding (**MOU**) under which Charter Hall submitted an indicative and non-binding proposal (**Indicative Proposal**) to acquire all of the stapled securities in Irongate Group (ASX:IAP) (**Irongate**) including 360 Capital's 19.9% stake, by way of an agreed trust schemes, and to sell to 360 Capital certain assets of Irongate.

Following a period of due diligence, Charter Hall has announced that a Charter Hall managed partnership comprising Dutch pension fund PGGM and Charter Hall (the **Partnership**) has entered into a Scheme Implementation Agreement (**SIA**) with Irongate Group to acquire all IAP stapled securities via trust schemes of arrangement, subject to certain conditions (the **Transaction**).

Under the terms of the SIA, IAP securityholders will receive \$1.90 cash per IAP stapled security (**Scheme Consideration**) and be entitled to retain the distribution for the period ending 31 March 2022 of up to 4.67 cents per IAP stapled security¹.

The IAP Board has unanimously recommended that IAP securityholders vote in favour of the Transaction, subject to no superior proposal emerging and an independent expert concluding that the Transaction is fair and reasonable, and therefore in the best interest of, IAP securityholders.

The Transaction is conditional upon a number of matters set out in the SIA, including IAP securityholder approval of the trust schemes of arrangement and other customary conditions².

¹ The offer price of \$1.90 per IAP stapled security will be reduced by any subsequent distribution announced or paid in respect of IAP, excluding the distribution for the period ending 31 March 2022 of up to 4.67 cents per IAP stapled security.

² Customary conditions are set out in the SIA and include: receipt of customary ASIC relief and ASX, JSE and SARB approvals and exemptions, receipt of court approvals, FIRB and OIO approvals, an independent expert concluding the Transaction is fair and reasonable, and therefore in the best interests of, IAP securityholders and no Prescribed Occurrence, regulatory actions or legal restraints preventing the Transaction per the SIA.



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Impact of Irongate Group Transaction on TGP

Should the Transaction be approved by IAP securityholders, on implementation of the Transaction the Group will receive all-cash consideration of \$92.0 million for its 48.44 million IAP stapled securities, equating to a pre-tax realised profit of \$23.6 million.

Under the MOU, TGP had the option to acquire IAP's third party funds management platform and an interest in IAP's Wellington asset. The Group has decided not to proceed with these acquisitions, electing to pursue other opportunities outside of the IAP transaction.

360REIT Acquisitions

The Group is pleased to announce that 360 Capital FM Limited as Responsible Entity for 360REIT has agreed to the following acquisitions as part of the proposed Irongate Group Transaction.

Pursuant to the MOU, 360REIT will acquire three IAP properties (**360REIT Acquisitions**) for aggregate consideration of \$256.7 million shortly after implementation of the Transaction³. The three modern buildings to be acquired and their purchase price are:

- 38 Sydney Avenue, Forrest, ACT: 100% interest for \$81.7 million
- 34 Southgate Avenue, Cannon Hill, QLD: 100% interest for \$40.0 million
- 510 Church Street, Cremorne, VIC: 50% interest for \$135.0 million

360REIT has sufficient financial resources to complete the 360REIT Acquisitions and does not require undertaking any capital raising, with funding to come from existing cash resources, Scheme Consideration and a small debt facility for 360REIT.

360 Capital have been advised by Citigroup Global Markets Australia Pty Limited as financial adviser and Clayton Utz as legal adviser.

³ The MOU entered into on 28 January 2022 contained an agreement to on-sell four properties, as well as IAP's funds management business and all of the co-investment stakes in the managed funds, to 360 Capital. During due diligence it was agreed that the Partnership would retain 100 Willis Street, Wellington and Charter Hall would acquire IAP's funds management business on the same terms.

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360 Capital



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Authorised for release by Glenn Butterworth, Company Secretary 360 Capital Group.

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

About 360 Capital Group (ASX: TGP)

360 Capital Group is an ASX-listed, investment and funds management group, focused on strategic and active investment management of alternative assets. Led by a highly experienced team, the Group operates in Australian and global markets investing across real estate, private equity and credit strategies. We partner with our stakeholders to identify, invest and realise on opportunities.

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.
