

## CENTURIA INDUSTRIAL REIT

### NOTICE OF GENERAL MEETING OF SECURITYHOLDERS

Notice is hereby given that a general meeting of Securityholders (**General Meeting**) of the Centuria Industrial REIT ARSN 099 680 252 (**CIP**) will be held virtually on Thursday, 20 January 2022 at 10:30 am AEDT. This Notice of General Meeting is issued by Centuria Property Funds No. 2 Limited ACN 133 363 185 (**CPF2L**) in its capacity as responsible entity of CIP.

To minimise health risks created by the COVID-19 pandemic, CIP intends to hold the General Meeting virtually. Securityholders and their proxies or authorised representatives will be able to participate in the General Meeting online but will not be able to attend a physical meeting.

**To join the General Meeting, visit:**  
[web.lumiagm.com/382650808](http://web.lumiagm.com/382650808)

Information about the Resolution to be considered at the General Meeting is set out in the accompanying Explanatory Memorandum which forms part of this Notice of Meeting. Please see the "Voting Instructions" section of this Notice of General Meeting for instructions on how to vote.

Terms and abbreviations are defined in the Glossary at the end of this Notice of General Meeting and Explanatory Memorandum.

### ITEM OF BUSINESS

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**RESOLUTION:**      **Approval under Listing Rule 7.4 to refresh CIP's 15% placement capacity under ASX Listing Rule 7.1**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution of CIP:

*"That for the purposes of Listing Rule 7.4 and for all other purposes, Securityholders approve the issue of 78,947,369 Securities at an issue price of \$3.80 per Security pursuant to the fully-underwritten institutional placement announced by CIP to the ASX on 23 September 2021 to raise \$300 million as detailed in the Explanatory Memorandum accompanying this Notice of Meeting."*

#### **Voting Exclusion:**

Pursuant to section 253E of the Corporations Act, CPF2L (the responsible entity of CIP) and its associates are not entitled to vote the Securities held by them if they have an interest in the Resolution other than as a Securityholder. As far as CPF2L is aware, neither it nor any of its associates have an interest in the Resolution other than as a Securityholder.

CIP will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the placement referred to;
- (b) a counterparty to the agreement being approved; and
- (c) an associate of the persons named above.

However, CIP need not disregard a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the General Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **VOTING INSTRUCTIONS**

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### **Voting entitlement**

The Directors have determined that persons holding Securities in CIP at 7:00 pm on Tuesday, 18 January 2022 will, for the purposes of determining voting entitlements at the General Meeting, be taken to be the Securityholders of CIP.

### **How to vote**

Securityholders may vote by attending the General Meeting online, by proxy or by authorised representative. Please refer to the information below on how Securityholders can participate in the Meeting.

### **Proxies and authorised representatives**

A Securityholder who is entitled to attend and vote at the General Meeting has the right to appoint a proxy to attend and vote for them. Securityholders are strongly encouraged to complete a proxy form to appoint the Chair of the General Meeting (or other person) as their proxy and to provide specific instructions on how the Securityholder's vote is to be exercised on the Resolution. Your appointed proxy must follow your instructions. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the General Meeting. The proxy does not have to be a Securityholder of CIP.

Securityholders holding two or more Securities can appoint either one or two proxies. Where two proxies are appointed, the appointing Securityholder can specify the number of votes or the proportion of the Securityholder's votes they want each proxy to exercise. If no number or proportion is specified, each proxy may exercise half of the Securityholder's votes. Neither proxy may vote on a show of hands.

Corporate Securityholders must provide CIP with satisfactory evidence of the appointment of any corporate representative prior to the commencement of the General Meeting.

A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- (a) appoints an individual as its corporate representative to exercise its powers at the General Meeting; and
- (b) provides CIP with satisfactory evidence of the appointment of its corporate representative prior to commencement of the General Meeting.

The Chair of the General Meeting is deemed to be appointed to act as proxy in respect of a signed proxy that is returned and which does not contain the name of a proxy. In addition, if you direct your proxy how to vote and your nominated proxy does not attend the online General Meeting, or attends but does not vote on a poll on the Resolution, the Chair will act in place of the nominated proxy and vote in accordance with any instructions.

A proxy form and a reply paid envelope are enclosed with this Notice of Meeting.

If you wish to appoint two proxies, please obtain an additional form from the Registry or make a photocopy of the enclosed proxy form. To be effective, a duly completed proxy form and, if the proxy form is signed by the Securityholder's attorney, the power of attorney or other authority under which the proxy form is signed or a certified copy of the power of attorney or relevant authority must be received at the Registry at least 48 hours before the start of the General Meeting (being no later than 10.30 am (AEDT) on Tuesday, 18 January 2022).

Proxies may be returned to the Registry as follows:

**Online:**

<https://www.votingonline.com.au/cipgmjan2022>

**By mail to:**

GPO Box 3993, Sydney NSW 2001  
(a reply paid envelope is enclosed)

**By facsimile to:**

+61 2 9290 9655

**In person to:**

Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

**By email to:**

[proxy@boardroomlimited.com.au](mailto:proxy@boardroomlimited.com.au)

*Note: original or certified copies of powers of attorney or other authorities under which a proxy form is signed will not be accepted by email, facsimile or online. These documents must be sent by mail to the Registry or delivered in person.*

**Undirected proxies**

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote by marking either "For", "Against" or "Abstain" against the Resolution on the proxy form. If you do not direct your proxy how to vote, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

If the Chair of the General Meeting is your proxy and the appointment directs the way the Chair is to vote, the Chair must vote on a poll and must vote as directed on the proxy form. However, if the Chair is your proxy and you do not direct the way the Chair is to vote, then by signing and returning the proxy form you will be expressly authorising the Chair to vote

as he sees fit. **The Chair intends to vote all available undirected proxies in favour of the Resolution.**

### **Voting during the General Meeting**

The General Meeting will be made accessible to Securityholders, their proxies and authorised representatives online and will include a facility for Securityholders, proxies and authorised representatives to vote and ask questions in relation to the business of the General Meeting.

Securityholders who wish to participate in the General Meeting online may do so:

- (a) From their computer, by entering the following URL into their browser: [web.lumiagm.com/382650808](http://web.lumiagm.com/382650808); or
- (b) From their mobile device by either entering the following URL in their browser: [web.lumiagm.com/382650808](http://web.lumiagm.com/382650808)

If you choose to participate in the General Meeting online, you can log into the General Meeting by entering:

- (a) Your username, which is your Voter Access Code (**VAC**) located on your proxy form or Notice of Meeting email.
- (b) Your password, which is the postcode registered to your holding if you are an Australian Securityholder. Overseas Securityholders should refer to the Online Unitholders' Meeting Guide 2021 for their password details.
- (c) If you have been nominated as a third party proxy, please contact the Registry on 1800 182 257 or +61 9290 9689.

Attending the General Meeting online enables Securityholders, proxies and authorised representatives to ask questions and cast direct votes at the appropriate times whilst the General Meeting is in progress.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the General Meeting. Online voting will be open between the commencement of the General Meeting at 10.30 am (AEDT) on Thursday, 20 January 2022 and the time at which the Chair announces the closure of voting.

The Online Unitholders' Meeting Guide 2021 enclosed with this Notice of Meeting provides further information on participating in the online General Meeting and voting.

### **Submitting questions**

Securityholders are encouraged to submit questions in advance of the General Meeting to CIP. Questions must be submitted by emailing the Company Secretary at [anna.kovarik@centuria.com.au](mailto:anna.kovarik@centuria.com.au) prior to the date of the General Meeting.

Securityholders will also have the opportunity to submit questions (in writing and orally) during the General Meeting in respect to the formal item of business, however it would be preferable for them to be submitted to CIP in advance of the General Meeting. In order to ask a question during the General Meeting, please follow the instructions in the Online Unitholders' Meeting Guide 2021 enclosed with this Notice of Meeting and from the Chair during the General Meeting.

The Chair will attempt to respond to the questions during the General Meeting. Securityholders are limited to a maximum of two questions each (including any submitted in advance of the General Meeting). The Chair will request prior to a Securityholder asking a question that they

identify themselves (including the entity name of their Securityholding and the number of Securities they hold).

## **IMPORTANT NOTES**

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### **Quorum**

CIP's constitution provides that two Securityholders present personally or by proxy, representative or attorney will be a quorum for the General Meeting.

### **Voting by poll**

The vote on the Resolution will be conducted by way of a poll.

### **Required voting threshold**

On a poll each Securityholder has one vote for each \$1.00 of the value of the Units they hold.

The Resolution is an ordinary resolution and will be passed if more than 50% of the votes cast on the Resolution are in favour of it.

### **Technical difficulties**

The Chair has discretion as to whether and how the General Meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chair will have regard to the nature of the technical difficulty, the number of Securityholders impacted and the extent to which participation in the business of the General Meeting is affected.

### **Appointment of Chair**

The Chairman of CPF2L, Mr Roger Dobson, is to be the Chair of the General Meeting. Failing him, another person appointed by the Board will act as Chair of the General Meeting.

By order of the Board of Directors of Centuria Property Funds No. 2 Limited.



**Anna Kovarik**  
Company Secretary  
13 December 2021

## EXPLANATORY MEMORANDUM

### 1. Introduction

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This Explanatory Memorandum has been prepared to provide Securityholders with information to assess the merits of the Resolution to be put to them at the General Meeting to be held virtually at 10.30am on Thursday, 20 January 2022.

You should read the Explanatory Memorandum and the Notice of General Meeting carefully and in their entirety before making any decisions in relation to the Resolution.

### 2. Resolution - Ratification of prior issue of Placement Securities

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#### 2.1 Background

CIP announced to the ASX on 24 September 2021 that it had successfully completed a fully-underwritten institutional placement of Securities issued at an issue price of \$3.80 per Security raising \$300.00 million (**Placement**). The proceeds of the Placement were used to partially fund the acquisition of eight high-quality urban infill industrial freehold assets.

On 29 September 2021, CIP issued 78,947,369 Securities to institutional investors under the Placement. The Securities were issued under CIP's 15% placement capacity under Listing Rule 7.1 and therefore were not issued with Securityholder approval.

#### 2.2 Listing Rule 7.4

Listing Rule 7.1 provides that the number of Securities that can be issued or agreed to be issued by CIP in any 12 month period is limited to 15% of the Securities on issue in CIP at the commencement of that 12 month period, unless:

- an exemption in the Listing Rules applies; or
- CIP has obtained approval from its Securityholders.

Under Listing Rule 7.4, an issue of Securities without approval under Listing Rule 7.1 may be treated as having been made with Securityholder approval for the purpose of Listing Rule 7.1 if:

- the issue did not breach Listing Rule 7.1; and
- holders of ordinary Securities subsequently approve it.

The Resolution seeks Securityholder approval for the purposes of Listing Rule 7.4 to approve the issue of 78,947,369 Securities under the Placement. By ratifying the issue of the Securities under the Placement, CIP's capacity to issue, or agree to issue, Securities under Listing Rule 7.1 is refreshed providing CIP with the maximum flexibility as to how it manages its future capital requirements.

## 2.3 Information required under Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the Placement:

Item	Placement
Number of Securities issued for which approval is sought	78,947,369 Securities
Issue price of the Securities	\$3.80 per Security
Date of issue of the Securities	29 September 2021
Terms of the Securities	The Securities were issued on the same terms as existing Securities on issue.
Names of the persons to whom CIP issued the Securities or the basis on which those persons were identified or selected	The Securities were issued pursuant to the Placement to existing and new institutional investors. The Placement was fully-underwritten by J.P. Morgan Securities Australia Limited and Morgan Stanley Australia Securities Limited. None of the investors were related parties to CPF2L.
Use of funds	To partially fund the acquisition of eight high-quality urban infill industrial freehold assets.

## 2.4 Directors' Recommendation

The Directors unanimously recommend that Securityholders vote **FOR** the Resolution.

The Chair of the General Meeting intends to vote all available undirected proxies **FOR** the Resolution.

## Glossary

In this Notice of General Meeting, the following words have the meanings shown:

<b>ASX</b>	ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	the board of Directors.
<b>Chair</b>	the person appointed by the Board to act as Chair of the General Meeting.
<b>CIP</b>	Centuria Industrial REIT ARSN 099 680 252 or CPF2L as responsible entity for Centuria Industrial REIT, as the context requires.
<b>CPF2L</b>	Centuria Property Funds No. 2 Limited ACN 133 363 185 in its capacity as responsible entity of CIP.
<b>Director</b>	a director of CPF2L.
<b>Explanatory Memorandum</b>	this explanatory memorandum.
<b>General Meeting or Meeting</b>	the general meeting of Securityholders of CIP to be held on Thursday, 20 January 2022 at 10.30 am (AEDT).
<b>Listing Rules</b>	the listing rules of the ASX.
<b>Notice of General Meeting</b>	this notice of general meeting, including the Explanatory Memorandum.
<b>Placement</b>	means the institutional placement announced by CIP to the ASX on 23 September 2021, pursuant to which CIP issued 78,947,369 Securities at an issue price of \$3.80 per Security to raise \$300 million.
<b>Registry</b>	Boardroom Pty Limited ACN 003 209 836.
<b>Resolution</b>	the resolution set out in section 1 of the Notice of Meeting proposed to be considered and, if thought fit, passed at the General Meeting.
<b>Security</b>	a fully paid ordinary unit in CIP.
<b>Securityholder</b>	a holder of a Security.





# ONLINE UNITHOLDERS' MEETING GUIDE 2021

## Attending the general meeting virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

### To access the general meeting:

Visit [web.lumiagm.com/382650808](http://web.lumiagm.com/382650808) on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## Meeting ID: 382-650-808

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:30am, 20 January 2022

## Using the Lumi platform:

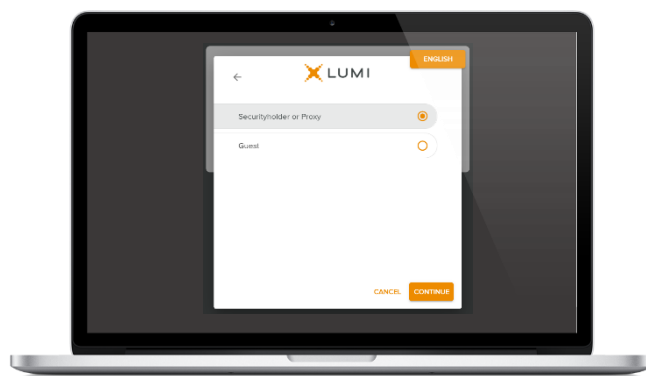
### ACCESS

The 1<sup>st</sup> page of the platform will ask in what capacity you are joining the meeting.

Unitholders or appointed proxies should select

**"Unitholder or Proxyholder"**

Guests should select **"Guest"**



### CREDENTIALS

#### Unitholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760

The screenshot shows the Lumi login interface for Unitholders/Proxys. It features the Lumi logo at the top. Below it, there are two input fields: "Voting Access Code (VAC)" and "Postcode or Country Code". A prominent orange "LOGIN" button is centered below these fields. At the bottom, there is a link that says "Having trouble logging in...?" followed by a downward arrow icon.

#### Guests

Please enter your name and email address to be admitted into the meeting.

*Please note, guests will not be able to ask questions or vote at the meeting.*

The screenshot shows the Lumi login interface for Guests. It features the Lumi logo at the top. Below it, there are three input fields: "First Name", "Last Name", and "Email". At the bottom right, there are two buttons: "CANCEL" and "CONTINUE".

## NAVIGATION

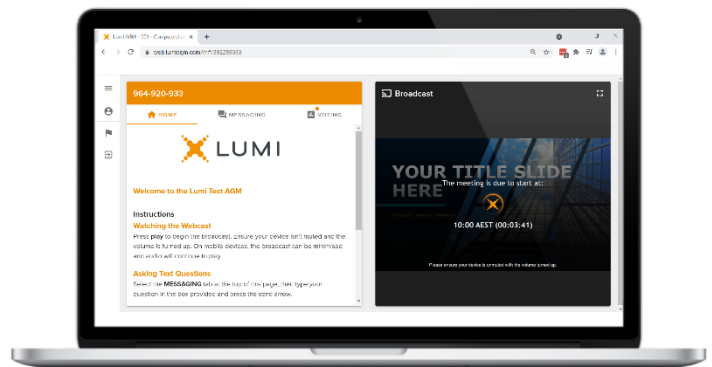
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



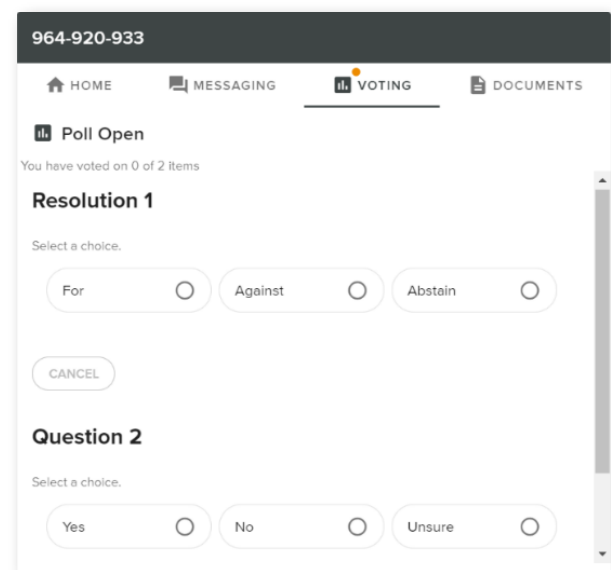
To reduce the webcast to its original size, select the X at the top of the broadcast window.

## VOTING

The Chair will open voting on the resolution at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open the resolution and the voting options.

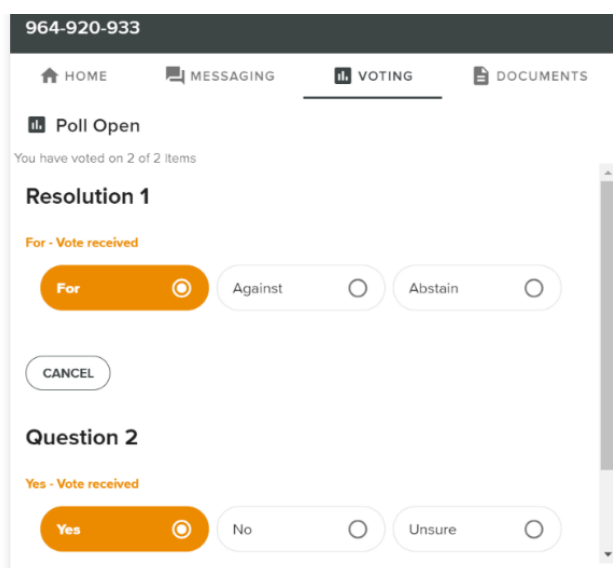


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



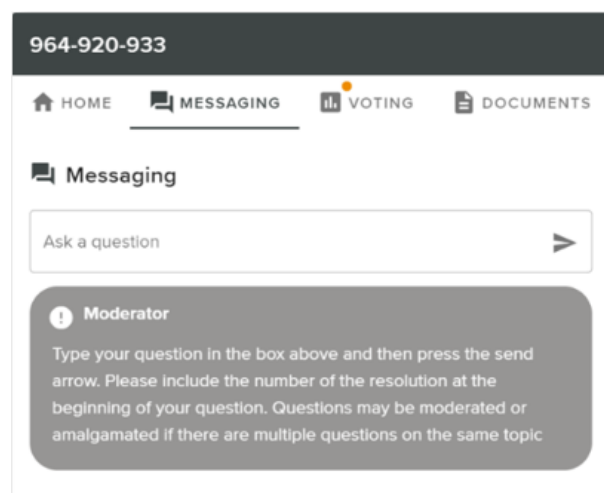
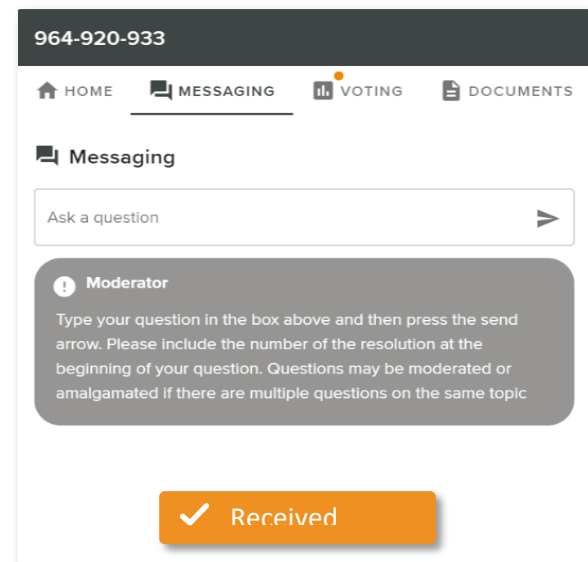
## QUESTIONS

Any unitholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.



Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



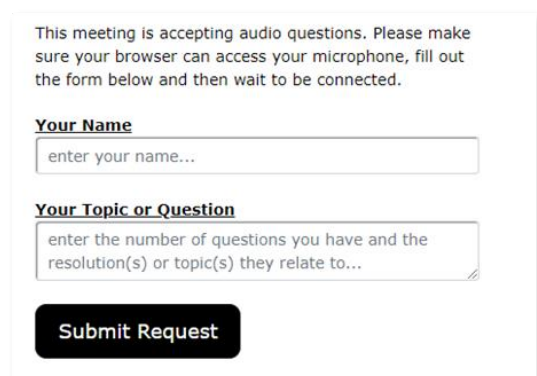
Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

### Asking Audio Questions

An audio questions line is available to members and appointed proxy holders.

To use this service, pause the broadcast before clicking on the link under “Asking Audio Questions”. A new page will open, as shown on the right. Please enter the requested details and click “Submit Request” to join the audio questions queue.

You will hear the meeting while you wait to ask your question.



Meeting ID: 382-650-808

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:30am, 20 January 2022

## Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b>	Aruba
<b>AFG</b>	Afghanistan
<b>AGO</b>	Angola
<b>AIA</b>	Anguilla
<b>ALA</b>	Aland Islands
<b>ALB</b>	Albania
<b>AND</b>	Andorra
<b>ANT</b>	Netherlands Antilles
<b>ARE</b>	United Arab Emirates
<b>ARG</b>	Argentina
<b>ARM</b>	Armenia
<b>ASM</b>	American Samoa
<b>ATA</b>	Antarctica
<b>ATF</b>	French Southern
<b>ATG</b>	Antigua & Barbuda
<b>AUS</b>	Australia
<b>AUT</b>	Austria
<b>AZE</b>	Azerbaijan
<b>BDI</b>	Burundi
<b>BEL</b>	Belgium
<b>BEN</b>	Benin
<b>BFA</b>	Burkina Faso
<b>BGD</b>	Bangladesh
<b>BGR</b>	Bulgaria
<b>BHR</b>	Bahrain
<b>BHS</b>	Bahamas
<b>BIH</b>	Bosnia & Herzegovina
<b>BLM</b>	St Barthelemy
<b>BLR</b>	Belarus
<b>BLZ</b>	Belize
<b>BMU</b>	Bermuda
<b>BOL</b>	Bolivia
<b>BRA</b>	Brazil
<b>BRB</b>	Barbados
<b>BRN</b>	Brunei Darussalam
<b>BTN</b>	Bhutan
<b>BUR</b>	Burma
<b>BVT</b>	Bouvet Island
<b>BWA</b>	Botswana
<b>CAF</b>	Central African Republic
<b>CAN</b>	Canada
<b>CCK</b>	Cocos (Keeling) Islands
<b>CHE</b>	Switzerland
<b>CHL</b>	Chile
<b>CHN</b>	China
<b>CIV</b>	Cote D'ivoire
<b>CMR</b>	Cameroon
<b>COD</b>	Democratic Republic of Congo
<b>COK</b>	Cook Islands
<b>COL</b>	Colombia
<b>COM</b>	Comoros
<b>CPV</b>	Cape Verde
<b>CRI</b>	Costa Rica
<b>CUB</b>	Cuba
<b>CYM</b>	Cayman Islands
<b>CYP</b>	Cyprus
<b>CXR</b>	Christmas Island
<b>CZE</b>	Czech Republic
<b>DEU</b>	Germany
<b>DJI</b>	Djibouti
<b>DMA</b>	Dominica
<b>DNK</b>	Denmark
<b>DOM</b>	Dominican Republic

<b>DZA</b>	Algeria
<b>ECU</b>	Ecuador
<b>EGY</b>	Egypt
<b>ERI</b>	Eritrea
<b>ESH</b>	Western Sahara
<b>ESP</b>	Spain
<b>EST</b>	Estonia
<b>ETH</b>	Ethiopia
<b>FIN</b>	Finland
<b>FJI</b>	Fiji
<b>FLK</b>	Falkland Islands (Malvinas)
<b>FRA</b>	France
<b>FRO</b>	Faroe Islands
<b>FSM</b>	Micronesia
<b>GAB</b>	Gabon
<b>GBR</b>	United Kingdom
<b>GEO</b>	Georgia
<b>GGY</b>	Guernsey
<b>GHA</b>	Ghana
<b>GIB</b>	Gibraltar
<b>GIN</b>	Guinea
<b>GLP</b>	Guadeloupe
<b>GMB</b>	Gambia
<b>GNB</b>	Guinea-Bissau
<b>GNQ</b>	Equatorial Guinea
<b>GRC</b>	Greece
<b>GRD</b>	Grenada
<b>GRL</b>	Greenland
<b>GTM</b>	Guatemala
<b>GUF</b>	French Guiana
<b>GUM</b>	Guam
<b>GUY</b>	Guyana
<b>HKG</b>	Hong Kong
<b>HMD</b>	Heard & Mcdonald Islands
<b>HND</b>	Honduras
<b>HRV</b>	Croatia
<b>HTI</b>	Haiti
<b>HUN</b>	Hungary
<b>IDN</b>	Indonesia
<b>IMN</b>	Isle Of Man
<b>IND</b>	India
<b>IOT</b>	British Indian Ocean Territory
<b>IRL</b>	Ireland
<b>IRN</b>	Iran Islamic Republic of
<b>IRQ</b>	Iraq
<b>ISM</b>	Isle of Man
<b>ISL</b>	Iceland
<b>ISR</b>	Israel
<b>ITA</b>	Italy
<b>JAM</b>	Jamaica
<b>JEY</b>	Jersey
<b>JOR</b>	Jordan
<b>JPN</b>	Japan
<b>KAZ</b>	Kazakhstan
<b>KEN</b>	Kenya
<b>KGZ</b>	Kyrgyzstan
<b>KHM</b>	Cambodia
<b>KIR</b>	Kiribati
<b>KNA</b>	St Kitts And Nevis
<b>KOR</b>	Korea Republic of
<b>KWT</b>	Kuwait
<b>LAO</b>	Laos
<b>LBN</b>	Lebanon

<b>LBR</b>	Liberia
<b>LBY</b>	Libyan Arab Jamahiriya
<b>LCA</b>	St Lucia
<b>LIE</b>	Liechtenstein
<b>LKA</b>	Sri Lanka
<b>LSO</b>	Lesotho
<b>LTU</b>	Lithuania
<b>LUX</b>	Luxembourg
<b>LVA</b>	Latvia
<b>MAC</b>	Macao
<b>MAF</b>	St Martin
<b>MAR</b>	Morocco
<b>MCO</b>	Monaco
<b>MDA</b>	Republic Of Moldova
<b>MDG</b>	Madagascar
<b>MDV</b>	Maldives
<b>MEX</b>	Mexico
<b>MHL</b>	Marshall Islands
<b>MKD</b>	Macedonia Former Yugoslav Rep
<b>MLI</b>	Mali
<b>MLT</b>	Mauritania
<b>MMR</b>	Myanmar
<b>MNE</b>	Montenegro
<b>MNG</b>	Mongolia
<b>MNP</b>	Northern Mariana Islands
<b>MOZ</b>	Mozambique
<b>MRT</b>	Mauritania
<b>MSR</b>	Montserrat
<b>MTQ</b>	Martinique
<b>MUS</b>	Mauritius
<b>MWI</b>	Malawi
<b>MYS</b>	Malaysia
<b>MYT</b>	Mayotte
<b>NAM</b>	Namibia
<b>NCL</b>	New Caledonia
<b>NER</b>	Niger
<b>NFK</b>	Norfolk Island
<b>NGA</b>	Nigeria
<b>NIC</b>	Nicaragua
<b>NIU</b>	Niue
<b>NLD</b>	Netherlands
<b>NOR</b>	Norway Montenegro
<b>NPL</b>	Nepal
<b>NRU</b>	Nauru
<b>NZL</b>	New Zealand
<b>OMN</b>	Oman
<b>PAK</b>	Pakistan
<b>PAN</b>	Panama
<b>PCN</b>	Pitcairn Islands
<b>PER</b>	Peru
<b>PHL</b>	Philippines
<b>PLW</b>	Palau
<b>PNG</b>	Papua New Guinea
<b>POL</b>	Poland
<b>PRI</b>	Puerto Rico
<b>PRK</b>	Korea Dem Peoples Republic of
<b>PRT</b>	Portugal
<b>PRY</b>	Paraguay
<b>PSE</b>	Palestinian Territory Occupied
<b>PYF</b>	French Polynesia
<b>QAT</b>	Qatar
<b>REU</b>	Reunion

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>TCO</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	Timor-Leste
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	Zimbabwe

# Centuria

Centuria Industrial REIT (CIP)

## All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEDT) on Tuesday, 18 January 2022.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/cipgmjan2022>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a unitholder of Centuria Industrial REIT (**Fund**). Do not write the name of the issuer Fund or the registered unitholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Fund's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded and (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Fund's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** this form is to be signed by the unitholder.

**Joint Holding:** where the holding is in more than one name, all the unitholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEDT) on Tuesday, 18 January 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/cipgmjan2022>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

# Centuria Industrial REIT

ARSN 099 680 252

☐

## Your Address

This is your address as it appears on the Fund's unit register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Unitholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Centuria Industrial REIT (Fund)** and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered unitholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Fund to be held **virtually on Thursday, 20 January 2022 at 10:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of the resolution. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote for, against, or to abstain from voting on the resolution, you must provide a direction by marking the 'For', 'Against' or 'Abstain' box opposite the resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for the resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Resolution

"That for the purposes of Listing Rule 7.4 and for all other purposes, Securityholders approve the issue of 78,947,369 Securities at an issue price of \$3.80 per Security pursuant to the fully-underwritten institutional placement announced by CIP to the ASX on 23 September 2021 to raise \$300 million as detailed in the Explanatory Memorandum accompanying this Notice of Meeting."

For

☐

Against

☐

Abstain\*

☐

### STEP 3 SIGNATURE OF UNITHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Unitholder 1

Sole Director and Sole Company Secretary

Unitholder 2

Director

Unitholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021