

5 August 2020

ASX Market Announcements
ASX Limited
Level 4, Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

**Centuria Industrial REIT (ASX Code: CIP): Accelerated non-renounceable entitlement offer
Notice under section 1012DAA(2)(f) of the Corporations Act 2001 (Cth)**

This notice is given by Centuria Property Funds No. 2 Limited ACN 133 363 185 as responsible entity of the Centuria Industrial REIT (**CIP**), under section 1012DAA(2)(f) of the Corporations Act 2001 (Cth) (**Corporations Act**), as modified by Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Legislative Instrument**).

CIP has today announced an accelerated non-renounceable entitlement offer to raise approximately \$340.8 million (before costs) (**Entitlement Offer**).

The Entitlement Offer is underwritten by UBS AG, Australia Branch and J.P. Morgan Securities Australia Limited (**Underwriters**), subject to the terms of the underwriting agreement entered into with them.

The Entitlement Offer comprises the issue of 1 new unit in CIP (**New Unit**) for every 3.7 units in CIP held by eligible existing CIP unitholders at 7.00pm (Sydney time) on 7 August 2020 (**Eligible Unitholders**).

With respect to the Entitlement Offer, CIP advises that:

- (a) the New Units will be issued without a product disclosure statement under Part 7.9 of the Corporations Act;
- (b) this notice is being given under section 1012DAA(2)(f) of the Corporations Act, as modified by the Legislative Instrument;
- (c) as a disclosing entity, CIP is subject to regular reporting and disclosure obligations;
- (d) as at the date of this notice, CIP has complied with:
 - 1) the provisions of Chapter 2M of the Corporations Act as they apply to CIP; and
 - 2) section 674 of the Corporations Act as it applies to CIP;
- (e) as at the date of this notice, there is no excluded information of the type referred to in sections 1012DAA(8) or 1012DAA(9) of the Corporations Act; and
- (f) in respect to section 1012DAA(7)(f) of the Corporations Act, the potential effect of the issue of the Units pursuant to the Entitlement Offer on the control of CIP and the consequences of that effect will depend on a number of factors, including the extent to which Eligible Unitholders take up the New Units under the Entitlement Offer.

The potential effect on control is summarised below:

- (a) if all Eligible Unitholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of CIP;
- (b) if 50% of Eligible Unitholders take up their entitlements under the Entitlement Offer, then new investors¹ will receive approximately 54,091,214 New Units (being 10.64% of units on issue in CIP following the Entitlement Offer) and the interests of those Eligible Unitholders who do not take-up their entitlements under the Entitlement Offer will be diluted;
- (c) if 25% of Eligible Unitholders take up their entitlements under the Entitlement Offer, then new investors² will receive approximately 81,136,821 New Units (being 15.96% of units on issue in CIP following the Entitlement Offer) and the interests of those Eligible Unitholders who do not take-up their entitlements under the Entitlement Offer will be diluted; and
- (d) if no Eligible Unitholders take up their entitlements under the Entitlement Offer, then new investors³ will receive approximately 108,182,428 million New Units (being 21.28% of the units on issue in CIP following the Entitlement Offer and the interests of all Eligible Unitholders will be diluted.

The New Units offered under the Entitlement Offer will represent 21.28% of the total number of units on issue (post the Entitlement Offer).

CNI

CNI and its associates currently have voting power of 17.28% in CIP.

CNI intends to take up 12.5 million New Units under the Entitlement Offer. CNI will not sub-underwrite the Entitlement Offer. As such, CIP expects that voting power of 17.28% in CIP held by CNI and its associates will be diluted to 16.06% after completion of the Entitlement Offer.

The interests of Eligible Unitholders who do not take up their entitlements under the Entitlement Offer will be diluted. CIP's Unitholders who are not Eligible Unitholders (being foreign Unitholders to whom an Entitlement Offer will not be made) are not entitled to participate in the Entitlement Offer and their percentage holding in CIP will also be diluted.

Yours faithfully,



Anna Kovarik
Company Secretary

¹ Potentially including the Underwriters.

² Potentially including the Underwriters.

³ Potentially including the Underwriters.