

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Centuria Capital Group (CNI), consisting of Centuria Capital Limited ABN 22 095 454 336 (**Company**) and Centuria Funds Management Limited ACN 607 153 588 (**Responsible Entity**) as responsible entity of the Centuria Capital Fund (ARSN 613 856 358 (**Trust**)).

ABN

Company - ABN 22 095 454 336  
Responsible Entity - ACN 607 153 588  
Trust - ARSN 613 856 358

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1	+Class of +securities issued or to be issued	Fully paid stapled securities in CNI, comprising one unit in the Trust and one share in the Company ( <b>Stapled Securities</b> ).
---	--	--

---

- |  |   |
|--|---|
| <p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p>   | <p>CNI proposes to issue approximately 77,194,733 new Stapled Securities pursuant to the terms of the pro-rata non-renounceable entitlement offer announced to ASX on 23 November 2016 (<b>Entitlement Offer</b>).</p> <p>The final number of Stapled Securities to be issued under the Entitlement Offer, and the split of those Stapled Securities between institutional and retail tranches of the Entitlement Offer, is still to be finalised, and will be subject to the determination of CNI and holding reconciliation and rounding (as applicable).</p> <p>CNI also proposes to issue approximately 22,595,385 new Stapled Securities pursuant to the institutional placement (<b>Placement</b>) announced to ASX on 23 November 2016.</p> <p>CNI also proposes to issue approximately 50,209,882 new Stapled Securities pursuant to the conditional institutional placement (<b>Conditional Placement</b>) announced to ASX on 23 November 2016.</p> |
| <p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> | <p>The new Stapled Securities will be on the same terms as existing Stapled Securities on issue.</p>  |

---

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes. The new Stapled Securities will rank equally with the existing Stapled Securities on issue.</p>
<p>5 Issue price or consideration</p>	<p>A\$1.00 per new Stapled Security.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds received from the Entitlement Offer, Placement and Conditional Placement will be used by CNI to fund CNI's acquisition of 360 Capital Investment Management Limited, the co-investment stakes in 360 Capital Industrial Fund (TIX) and 360 Capital Office Fund (TOF) and certain stakes in 4 unlisted funds, from 360 Capital Group (TGP), and associated transaction costs.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Not applicable.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>Not applicable.</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Not applicable.</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Not applicable.</p>

6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) Not applicable.

6f Number of +securities issued under an exception in rule 7.2 Not applicable.

6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation. Not applicable.

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements Not applicable.

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements Not applicable.

7 +Issue dates  
 Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  
 Cross reference: item 33 of Appendix 3B. The proposed issue date for the institutional and retail tranche of the Entitlement Offer and the Placement and the Conditional Placement is 6 January 2016.

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		227,194,733	Stapled Security.

Number	+Class
--------	--------

+ See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if applicable)	Nil.	Nil.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same distribution entitlements as existing Stapled Securities.	

## Part 2 - Pro rata issue

11	Is security holder approval required?	No	
12	Is the issue renounceable or non-renounceable?	Non-renounceable	
13	Ratio in which the <sup>+</sup> securities will be offered	1 new Stapled Security for every 1 existing Stapled Security held at the Record Date for the Entitlement Offer.	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Stapled Securities.	
15	<sup>+</sup> Record date to determine entitlements	7.00pm (Sydney time), 25 November 2016	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No	
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of securityholders' entitlements, they will be rounded up to the nearest whole number of new Stapled Securities.	
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	For the institutional tranche of the Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong, and Singapore.  For the retail tranche of the Entitlement Offer, all countries other than Australia and New Zealand.	

19	Closing date for receipt of acceptances or renunciations of	For the institutional tranche of the Entitlement Offer, 24 November 2016  For the retail tranche of the Entitlement Offer, 5.00pm (AEST) on 28 December 2016
20	Names of any underwriters	Moelis Australia Advisory Pty Ltd ACN 142 008 446 ( <b>Moelis</b> )
21	Amount of any underwriting fee or commission	CNI has agreed to pay 3.8% of the proceeds of the Entitlement Offer to Moelis.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or product disclosure statement is being prepared. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form will be sent to eligible CNI retail securityholders on or around 30 November 2016.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through	Not applicable.

---

+ See chapter 19 for defined terms.

- a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

---

+ See chapter 19 for defined terms.



**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

Not applicable.
-----------------

39 +Class of +securities for which quotation is sought 

Not applicable.
-----------------

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable.
-----------------

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable.
-----------------

42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	N/A

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: ..... Date: .....  
(Director/Company secretary)

Print name: .....

== == == == ==

---

+ See chapter 19 for defined terms.