

360 Capital Industrial Fund

14 August 2014

Notice of Meeting

360 Capital Investment Management Limited (360 Capital) in its capacity as responsible entity of the 360 Capital Industrial Fund (ASX code: TIX) (Fund) is pleased to advise the attached Notice of Meeting and Explanatory Memorandum was today mailed to Unitholders.

Continuing its disciplined capital management, and to enable the Fund to capitalise on suitable opportunities going forward, the Fund has asked Unitholders to approve two resolutions:

- Firstly, following on from the successful acquisition of the Woolworths and Greens assets, the Fund is seeking to refresh it's capacity to issue new units; and
- Secondly, to amend the Fund's constitution in order to provide greater flexibility in the manner which the Fund raises capital and to reduce unnecessary administrative requirements (for example, by simplifying the issue price mechanism it allows the DRP to be underwritten).

The Notice of Meeting reflects the Fund's stated capital management and investment strategies that have provided Unitholders with a total return of 27.6% per annum since listing in December 2012.

For more information, please contact:

Ben Butler
Fund Manager
360 Capital Industrial Fund
+61 2 8405 5672

Tim Spencer
Head of Investor Relations
360 Capital Group
+61 2 8405 8872

About 360 Capital Industrial Fund (ASX code TIX)

360 Capital Industrial Fund is an ASX-listed Fund focused on passive rent collecting from warehouse and logistics properties in Australia in the \$10.0 million plus range. The Fund has strong, defensive, income-focused investment fundamentals via a diversified \$462.1 million portfolio of eighteen quality assets, a weighted average lease expiry of 6.1 years, occupancy of 96.7%, appropriate gearing of 44.7%, distributions tax deferred at approximately 40% to 50% and a forecast FY15 distribution of 19.20cpu. The Fund is externally managed by 360 Capital Group, a leading ASX-listed real estate investor and fund manager that operates under a transparent fee structure and is the largest Unitholder in the Fund to ensure ongoing alignment of interests with Unitholders.

About 360 Capital Group (ASX code TGP)

360 Capital Group is an ASX-listed, property investment and funds management group concentrating on strategic investment and active investment management of property assets. The company actively invests in direct property assets, property securities and various corporate real estate acquisitions within Australian real estate markets on a private equity basis. 360 Capital Group's 21 full time staff have significant property, funds and investment management experience. 360 Capital Group manages nine investment vehicles holding assets valued at approximately \$1.0 billion on behalf of over 10,800 investors, has over \$100 million worth of co-investments across the 360 Capital Group platform and owns a direct asset valued at more than \$34 million.

360 Capital Industrial Fund

14 August 2014

Dear Unitholder,

Meeting of Unitholders 10.00am Monday 8 September 2014

On behalf of 360 Capital Investment Management Limited (360 Capital), the responsible entity of the 360 Capital Industrial Fund (Fund), I am pleased to enclose a Notice of Meeting and Explanatory Memorandum in relation to a meeting of Fund Unitholders called to consider the following two Resolutions:

- Resolution 1:** Ratify the issue of Units made pursuant to the July 2014 institutional placement
Resolution 2: Amend the Constitution of the Fund

The Fund has provided Unitholders with a total return of 27.6% per annum since listing in December 2012. This is a clear vindication of our disciplined strategy of investing in quality industrial properties characterised by strong defensive, income-focused investment fundamentals of high occupancy, quality tenants, long WALE and fixed rental increases.

**360 Capital believes the Resolutions are in Unitholders' best interest and recommends you
VOTE IN FAVOUR of the Resolutions**

Approval of the Resolutions is expected to have the following benefits for Unitholders:

- Ratifying the issue of Units made pursuant to the July 2014 institutional placement will refresh the Fund's capacity to place further equity for suitable investment opportunities and/or general capital management initiatives. Like the July 2014 placement which was used to acquire two quality industrial properties, future placements will only be undertaken if they are expected to be in the best interest of Unitholders.
- Approval of the proposed changes to the Fund's Constitution will bring it in line with current ASIC policy and market practice, provide flexibility in the manner in which the Fund may raise new capital in order to take advantage of attractive investment opportunities and remove unnecessary administrative requirements.

Please read the Notice of Meeting and Explanatory Memorandum carefully when considering your vote. If you are in any doubt regarding how to vote, you should seek your own professional financial advice without delay.

I urge you to vote either online, by filling out and mailing the enclosed Proxy Form or in person at the meeting.

Based on the high threshold of votes required, *not* voting will increase the likelihood that the Resolutions are not approved which may limit the future performance of your investment.

We look forward to welcoming you at the meeting. If you are unable to attend the meeting in person, please vote by filling out the enclosed Proxy Form and returning it:

- by mail or by hand no later than 5.00pm (AEST) on Friday 5 September 2014; or
- by fax no later than 10.00am (AEST) on Saturday 6 September 2014.

You can also vote online at www.votingonline.com.au/360egmaug2014 no later than 10.00am (AEST) on Saturday 6 September 2014

Should you have any questions in relation to the Meeting, please do not hesitate to call the 360 Capital investor enquiry line on 1800 182 257 or email investor.relations@360capital.com.au

Yours faithfully,



Ben Butler
Fund Manager
360 Capital Industrial Fund

Notice of Meeting and
Explanatory Memorandum

**360 CAPITAL
INDUSTRIAL
FUND**

ARSN 099 680 252

This is an important document and requires your immediate attention. You should read this document in its entirety before deciding how to vote. If you are in any doubt about what to do, you should consult your legal, investment, taxation and other professional adviser without delay.

**The Responsible Entity recommends
that you vote in FAVOUR of the
Resolutions**

Important Notices

What is this document?

This Notice of Meeting and Explanatory Memorandum is dated 14 August 2014 and is issued by 360 Capital Investment Management Limited ACN 133 363 185 AFSL 340 304 in its capacity as responsible entity of 360 Capital Industrial Fund ARSN 099 680 252 (Fund).

The purpose of this Notice of Meeting and Explanatory Memorandum is to provide information about the proposed refreshment of the Fund's capacity to issue new Units, the proposed amendments to the constitution of the Fund and to provide such other information considered material to the decision of Members in determining how to vote on the Resolutions. All information in this document forms part of the Notice of Meeting.

No investment advice

The information contained in this Notice of Meeting and Explanatory Memorandum does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. It is important that you read the Notice of Meeting and Explanatory Memorandum in its entirety before making any investment decision and any decision on how to vote on the Resolutions.

Defined terms

Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary in Section 5. All times expressed in this Notice of Meeting and Explanatory Memorandum refer to Australian Eastern Standard Time (AEST) and references to dollars, \$, cents or ¢ are to Australian dollars.

Any questions?

If you have any questions about your holding of Units or the Resolutions, please contact the 360 Capital Investor Services on 1800 182 257. If you are in any doubt on how to vote on the Resolutions or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

Meeting details and important dates

Last date and time for receipt of Proxy Forms	10.00am (AEST) Saturday* 6 September 2014
Date and time of Meeting	10.00am (AEST) Monday 8 September 2014
Place	Sir James Fairfax Room Radisson Blu Hotel 27 O'Connell Street Sydney NSW 2000 Australia

* Please note the Proxy Form return date is not a business day. As Boardroom's office will not be open on Saturday 6 September 2014, please ensure that all hand delivered and mailed Proxy Forms are received by Boardroom prior to 5.00pm on Friday 5 September 2014. Proxy Forms may be faxed, and voting may be conducted online, up until 10.00am on Saturday 6 September 2014.

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Notice of Meeting

360 Capital Industrial Fund

NOTICE IS HEREBY GIVEN by 360 Capital Investment Management Limited ACN 133 363 185 AFSL 340 304 as responsible entity of 360 Capital Industrial Fund ARSN 099 680 252 (Fund) pursuant to section 252A of the Corporations Act that a meeting of Members in the Fund will be held at the time, date and place detailed below, or such later time and date as notified to Members, to consider and vote on the Resolutions in this Notice of Meeting.

Time: 10.00am

Date: Monday 8 September 2014

Place: Sir James Fairfax Room
Radisson Blu Hotel
27 O'Connell Street
Sydney NSW 2000
Australia

Business of the Meeting

1. Ratification of the placement of Units to institutional investors in July 2014

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

"That the issue of 15,621,556 ordinary units in the 360 Capital Industrial Fund to institutional investors on 29 July 2014, as described in the Explanatory Memorandum accompanying this Notice of Meeting convening the Meeting, is ratified and approved for the purposes of ASX Listing Rule 7.4 and for all other purposes."

2. Amendments to the Constitution of the Fund

To consider and, if thought fit, to pass the following resolution as a special resolution of the Fund:

"That, in accordance with Section 601GC(1)(a) of the Corporations Act 2001 (Cth), the Constitution of the Trust be modified as set out in the instrument tabled at the meeting and substantially in the form available to Members in accordance with the Explanatory Memorandum accompanying this Notice of Meeting."

By order of the Board



Tony Pitt
Managing Director
360 Capital Investment Management Limited
as responsible entity of the 360 Capital Industrial Fund

Dated: 14 August 2014

Notes about the Meeting and how to vote

THESE NOTES FORM PART OF THE NOTICE OF MEETING

Changing the time and date of the Meeting

The Responsible Entity reserves the right to postpone or adjourn the Meeting to a later time or date. If the Responsible Entity makes such a determination, it will notify all Members by lodging an announcement on the ASX and by placing an announcement on the Fund's website at www.360capital.com.au

The Responsible Entity will endeavour to notify Members of any such postponement prior to the original date and time of the Meeting, however, the postponement of the Meeting will not be invalidated by the failure to do so. If the Meeting is adjourned for one month or more, the Responsible Entity will give new notice of the adjourned Meeting.

Quorum

The quorum necessary for the Meeting is two Members, each being a Member present in person, by proxy, attorney, Personal Representative or body corporate and the quorum must be present at all times during the Meeting.

Chairperson

Pursuant to section 252S of the Corporations Act, the Responsible Entity will appoint a person to chair the Meeting.

Voting intentions of the Chairperson

The Chairperson intends to vote all undirected proxies appointing the chair as proxy in favour of the Resolutions on a poll (subject to the other provisions of the Notice of Meeting, including the voting exclusions).

Resolutions

Resolution 1 is an ordinary resolution and will be decided on a show of hands unless a poll is properly demanded. Resolution 1 will be passed if more than 50% of the votes cast by or on behalf of Members entitled to vote on the resolution are in favour of the resolution.

Resolution 2 is a special resolution and will be decided on a poll. Resolution 2 will be passed if at least 75% of the votes cast by or on behalf of Members entitled to vote on Resolution 2 are in favour of Resolution 2.

Voting

Voting on Resolution 1 will be decided on a show of hands unless a poll is properly demanded. Resolution 2 will be decided on a poll. On a show of hands, every person present who is a Member or a proxy, attorney, Personal Representative or body corporate representative has one vote. On a poll, every person present who is a Member or a proxy, attorney, Personal Representative or body corporate representative has one vote for each dollar of the value of the Member's total Units in the Fund held by the person, or in respect of which the person is appointed as proxy, attorney, Personal Representative or body corporate representative. A Member entitled to two or more votes does not have to exercise its votes in the same way and does not have to cast all its votes.

Voting exclusion statement

The Responsible Entity will disregard any votes cast on Resolution 1 by a person who participated in the institutional placement the subject of Resolution 1 and any Associate of that person.

However, the Responsible Entity need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

ASX has granted the Responsible Entity, a waiver from ASX Listing Rule 14.11 to the extent necessary to permit the Fund not to comply with the voting exclusion statement in this Notice of Meeting so that votes cast on Resolution 1 by Members who participated in the institutional placement the subject of Resolution 1 may be counted, to the extent only that those Members are acting solely in a fiduciary, nominee or custodial capacity on behalf of beneficiaries who did not participate in the issue of Units (Nominee Holders). The waiver is subject to the following conditions:

- (a) the beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue of Units the subject of Resolution 1, nor are they an associate of a person who participated in the issue of Units the subject of Resolution 1;
- (b) the beneficiaries direct the relevant Nominee Holder to vote for or against Resolution 1; and
- (c) the Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.

Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of Members of the Fund. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on the Resolutions.

An original or certified copy of the representative's appointment should be delivered or presented to the Responsible Entity before the Meeting commences.

Jointly held Units

If a Unit in the Fund is held jointly, and more than one Member votes in respect of that Unit, only the vote of the Member whose name appears first in the register of Members counts.

Appointment of proxy

If you are entitled to vote at the Meeting you have a right to appoint a proxy to attend and vote at the Meeting on the Member's behalf and may use the Proxy Form enclosed with the Notice of Meeting. The notes on the Proxy Form explain how the form should be completed. The proxy does not need to be a Member of the Fund.

If you wish to appoint someone other than the Chairperson of the Meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you do not name a proxy, or your named proxy does not attend the Meeting, the Chairperson of the Meeting will be your proxy and vote on your behalf.

Your proxy has the same rights as you to speak at the Meeting and to vote to the extent you allow on the Proxy Form.

Appointing a second proxy

If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes (ignoring fractions).

Voting directions to your proxy

You may direct your proxy on how to vote on the Resolutions. If it does, your proxy does not have to vote, but if your proxy does vote, your proxy must vote as directed. If your proxy has two or more appointments that specify different ways to vote on the Resolutions, your proxy must not vote on a show of hands. If your proxy is the Chairperson, the Chairperson must vote on a poll and must vote that way.

If you do not direct your proxy how to vote, your proxy will vote as it chooses. If you mark more than one box relating to the Resolutions any vote by your proxy on that item may be invalid.

Signing instructions

A Proxy Form must be signed by the Member or the Member's attorney. Instructions for signing are on the Proxy Form. If a proxy is signed by an attorney and you have not previously lodged the power of attorney for notation, please attach an original or a certified copy of the power of attorney to the Proxy Form when you return it.

Appointment of proxy under the power of attorney

If a proxy is signed under a power of attorney on behalf of a Member, an original or a certified copy of the power of attorney must be lodged with the Proxy Form and received by the Responsible Entity no later than 10.00am on Saturday* 6 September 2014 at one of the addresses set out below.

Lodgement of proxies and other authorities

Proxy Forms and other authorities should be returned by posting them in the reply paid envelope provided or delivering them to one of the addresses below.

By post

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Online

www.votingonline.com.au/360egmaug2014

By facsimile

(02) 9290 9655

By hand

Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000

All Proxy Forms must be received by the Responsible Entity no later than 10.00am on Saturday* 6 September 2014.

Documents received after that time will not be valid for the Meeting.

* Please note the Proxy Form return date is not a business day. As Boardroom's office will not be open on Saturday 6 September 2014, please ensure that all hand delivered and mailed Proxy Forms are received by Boardroom prior to 5.00pm on Friday 5 September 2014. Proxy Forms may be faxed, and voting may be conducted online, up until 10.00am on Saturday 6 September 2014.

Explanatory Memorandum

1 Overview

1.1 Ratification of the July 2014 institutional placement

On 17 July 2014, the Fund announced an institutional placement and rights issue of approximately 28.2 million new Units raising up to a total of \$61.0 million which will be applied to acquire two industrial facilities valued at \$79.4 million.

15,621,556 new Units were issued under the institutional placement at a price of \$2.16 per Unit.

Units issued under the institutional placement ranked equally with existing Units from the date of issue.

Units issued under the institutional placement were issued to sophisticated, professional and wholesale clients identified by Moelis Australia Advisory Pty Ltd ABN 72 142 008 446 and Morgans Corporate Limited ACN 010 539 607.

Under Resolution 1, the Responsible Entity proposes that the above institutional placement be ratified so as to enable further placements of Units within the following 12 month period. Please refer to Section 2 for more information.

1.2 Amendments to the Constitution of the Fund

Under Resolution 2, the Responsible Entity proposes to make certain amendments to the Constitution of the Fund to bring it in line with current ASIC policy and current market practice. The proposed changes are set out in Section 3.3.

1.3 What does the Responsible Entity recommend?

Ratification of the July 2014 institutional placement

The Directors consider that the refreshment of the Fund's capacity to issue new Units under the ASX Listing Rules by way of placement will be in the best interests of the Members of the Fund as such a resolution provides funding flexibility in respect of potential acquisitions, investment opportunities, and general capital management initiatives that may arise from time to time.

Please refer to Section 2 of this document for more details regarding the proposed refreshment of the Fund's capacity to issue new Units.

Amendments to the Constitution of the Fund

The Directors consider that the proposed amendments to the Constitution are in the best interests of Members as they generally provide greater flexibility in the manner in which the Responsible Entity may raise new capital in order to take advantage of attractive investment opportunities and remove unnecessary administrative requirements.

Please refer to Section 3 of this document for more details regarding the proposed amendments to the Constitution.

The Responsible Entity recommends that Members vote in FAVOUR of the Resolutions.

1.4 What do Members need to do?

Members should read this document in its entirety before voting. If you are in any doubt about what to do, you should consult your legal, investment, taxation or other professional adviser without delay.

Your vote is important. The Responsible Entity encourages Members to vote on the Resolutions by completing the enclosed Proxy Form and returning it in the manner described on the reverse of the Proxy Form. Alternatively you may attend the Meeting in person.

All Proxy Forms are required to be returned to the registry provider, Boardroom Pty Limited by 10.00am on Saturday* 6 September 2014.

All information as required under ASX Listing Rule 7.5 is set out in this document. Further details on the institutional placement can be found in the ASX market announcement made by the Fund on 17 July 2014.

* Please note the Proxy Form return date is not a business day. As Boardroom's office will not be open on Saturday 6 September 2014, please ensure that all hand delivered and mailed Proxy Forms are received by Boardroom prior to 5.00pm on Friday 5 September 2014. Proxy Forms may be faxed, and voting may be conducted online, up until 10.00am on Saturday 6 September 2014.

2 Resolution 1: Ratification of the July 2014 institutional placement

2.1 What is proposed?

Members are requested to ratify the institutional placement in accordance with ASX Listing Rule 7.4 to refresh the Fund's placement capacity.

2.2 Why is this being proposed?

ASX Listing Rules

ASX Listing Rule 7.1 imposes a limit on the number of Units that an entity can issue or agree to issue by way of placement in any 12 month period without Member approval. Generally, and subject to the exceptions set out in ASX Listing Rule 7.2, an entity may not, without Member approval, issue by way of placement in any 12 month period more than 15% of the number of Units on issue 12 months before the date of the issue. The institutional placement the subject of Resolution 1 was made in accordance with the Fund's placement capacity under ASX Listing Rule 7.1. If Resolution 1 was not passed, the Fund could not undertake any further institutional placement until July 2015. However, if Resolution 1 is passed, the Fund's placement capacity will be refreshed which will allow the Fund to undertake further placements within the following 12 month period.

2.3 What does the refreshment mean for Members?

Advantages

The effect of an approval of Resolution 1 would be that the Units issued under the institutional placement (the subject of Resolution 1) would not reduce the number of Units that could be issued by the Fund without Member approval (within the 15% limit) and will increase the base number of Units from which the 15% calculation is made.

Approving Resolution 1 will provide funding flexibility in respect of potential acquisitions, investment opportunities, and general capital management initiatives that may arise from time to time. The Fund continues to actively seek acquisition opportunities which complement its investment strategy and existing portfolio.

If an opportunity to acquire an attractive asset or assets that will assist the Fund to meet its strategy arises, then an ASX announcement will be made if required.

Disadvantages/risks

The key potential disadvantage and risk associated with Resolution 1 is if the Fund issues further equity by way of a placement (which it would be able to do, should Members approve Resolution 1) the percentage holdings in the Fund of Members who do not participate in that future issue will be reduced. Furthermore, the value of Members' Units may be impacted by the price at which any new Units are placed.

The Directors are of the opinion that this potential disadvantage and risk are substantially outweighed by the potential advantages and benefits associated with the Fund refreshing its placement capacity, and accordingly considers that Resolution 1 is in the best interests of all Members. However, Members should consider their individual circumstances and make their own determination as to how to vote on Resolution 1.

2.4 What happens if Resolution 1 is not approved?

If Members do not approve Resolution 1, the Fund would not be able to undertake any further placement of Units until July 2015. This would mean that the Fund's ability to participate in any suitable investment opportunity in a timely manner, or at all, is likely to be constrained.

2.5 What does the Responsible Entity recommend?

The Responsible Entity recommends that Members vote in FAVOUR of Resolution 1.

3 Resolution 2: Amendments to the Constitution of the Fund

3.1 What is proposed?

Members are requested to approve certain amendments to the Constitution of the Fund. The amendments generally provide greater flexibility in the manner in which the Responsible Entity may raise new capital in order to take advantage of attractive investment opportunities and remove unnecessary administrative requirements. The proposed amendments are summarised in Section 3.3. The existing Constitution of the Fund and the proposed Supplemental Deed pursuant to which the amendments will be made is available for inspection by contacting the Responsible Entity and on the Fund's website at www.360capital.com.au

3.2 Why is this being proposed?

The Responsible Entity undertook a review of the Fund's Constitution in light of recent developments in ASIC policy in relation to managed investment schemes. As a result of this review, the Responsible Entity believes it is in the best interests of Members to amend certain provisions of the Constitution. However, in order for the amendments to be made, they must be approved by a special resolution of Members in accordance with section 601GC(1)(a) of the Corporations Act.

3.3 What are the proposed amendments to the Constitution?

The following table summarises the key amendments proposed to be made to the Constitution of the Fund. A copy of the current Constitution and the Supplemental Deed which will effect the amendments is available for inspection by contacting the Responsible Entity and on the Fund's website at www.360capital.com.au

Issue	Current provision	Proposed amendment
Placement of Units	Units issued pursuant to the Responsible Entity's placement power must be issued at a price calculated by reference to the current trading price of Units or the price determined by a bookbuild.	It is proposed that the Responsible Entity be able to issue Units pursuant to a placement at such price as the Responsible Entity determines is in the best interests of Members. This flexibility is subject to applicable ASIC policy which currently allows the Responsible Entity to issue units pursuant to a placement at any price. This flexibility is also subject to the Responsible Entity's obligation to act in the best interests of Members of the Fund. Under the ASX Listing Rules the number of Units which may be placed without Member approval is generally limited to 15% of the total number of Units on issue in any 12 month period. The Responsible Entity does not anticipate that the price at which Units are issued under the proposed amendments will substantially differ from that determined under the current provisions. However, it will avoid the need to conduct a formal bookbuild in order to set the price.
Rights offer of Units	Units issued pursuant to a pro rata rights offer (together with any shortfall Units not taken up in such an offer) may be issued at a discount to up to 30% to the prevailing trading price of Units.	It is proposed that the Responsible Entity be able to issue Units pursuant to a rights offer (together with any shortfall Units not taken up in such an offer) at such price as the Responsible Entity determines is in the best interests of Members. This may be at a discount to the prevailing trading price of Units. This flexibility is subject to and in accordance with applicable ASIC policy. The Responsible Entity does not anticipate that the price at which Units are issued under the proposed amendments will substantially differ from that determined under the current provisions. Furthermore, as any rights offer will be available to all Members on a pro rata basis, the Responsible Entity does not believe that the additional flexibility in setting the issue price will adversely affect Members' interests.
Units issued via a distribution reinvestment plan	Units issued pursuant to a distribution reinvestment plan may be issued at a discount to up to 10% to the prevailing trading price of Units.	It is proposed that the Responsible Entity be able to issue Units pursuant to a distribution reinvestment plan at such price as the Responsible Entity determines is in the best interests of Members. This may be at a discount to the prevailing trading price of Units. This flexibility is subject to and in accordance with applicable ASIC policy. The Responsible Entity does not anticipate that the price at which Units are issued under the proposed amendments will substantially differ from that determined under the current provisions. Furthermore, as the distribution reinvestment plan will be available to all Members on a pro rata basis, the Responsible Entity does not believe that the additional flexibility in setting the issue price will adversely affect Members' interests.

Issue	Current provision	Proposed amendment
Bank accounts	The current Constitution contains onerous administrative provisions in relation to the various bank accounts required to be kept by the Responsible Entity in respect of the Fund.	It is proposed to remove these administrative requirements. However, all Fund monies will continue to be handled in accordance with relevant Corporations Act requirements.
Investment strategy	The Constitution contains a number of provisions relating to the Fund's investment criteria and matters which the Responsible Entity must attend to in order to acquire a property. These are set out in Schedule 2 to the Constitution. The Responsible Entity believes that this prescriptive criteria provides Members with little benefit and has been largely superseded by the investment strategy of the Fund as announced to the market and the Responsible Entity's obligation at law to exercise all due care and skill in acquiring any investment for the Fund.	It is proposed to remove the criteria from the Constitution to enable the Responsible Entity to pursue the investment strategy of the Fund as announced to the ASX and attend to such matters as are appropriate having regard to the nature of the particular investment being acquired.

3.4 What do the amendments mean for Members?

Advantages

The Responsible Entity believes the proposed amendments will provide greater flexibility in the manner in which the Responsible Entity may raise and price new capital in order to take advantage of attractive investment opportunities and avoid the Fund having to incur certain unnecessary administrative costs.

Disadvantages/risks

The key potential disadvantage is that the Responsible Entity will be able to issue Units pursuant to a placement, rights offer and distribution reinvestment at such price as the Responsible Entity determines is in the best interests of Unitholders. This may be at a discount to the prevailing trading price of Units or at a price less than that currently permitted under the Constitution. Where a Member does not have the opportunity to participate, or decides not to participate, in any such offer, the percentage holding in the Fund of that Member will be diluted. Furthermore, the value of Members' Units may be impacted by the price at which any new Units are placed.

3.5 What happens if Resolution 2 is not approved?

If Members do not approve Resolution 2, the Fund's Constitution will remain unchanged and the Responsible Entity will continue to operate the Fund pursuant to the terms of that Constitution.

3.6 What does the Responsible Entity recommend?

The Responsible Entity recommends that Members vote in FAVOUR of Resolution 2.

4 Queries

If you have any questions regarding your investment in the Fund, the Resolutions, or what action you should take, please consult your legal, investment, taxation or other professional adviser or contact 360 Capital Investor Services on 1800 182 257 or email investor.relations@360capital.com.au

5 Glossary

360 Capital or 360 Capital Property Group	360 Capital Group, the stapled entity comprising 360 Capital Group Limited (ABN 113 569 136) and 360 Capital Investment Trust (ARSN 104 552 598) and each of their subsidiaries
360 Capital Investment Management Limited	360 Capital Investment Management Limited (ACN 133 363 185, AFSL 340 304), the Responsible Entity of the Fund
ASIC	Australian Securities and Investments Commission
Associate	As defined in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the entity is the 'designated body' for the purposes of that section. Where the named person in the voting exclusion statement is a director or officer of the entity or of a child entity, 'associate' also includes a related party of that director or officer.
ASX	ASX Limited (ABN 98 008 624 691) or the financial market operated by it (as the context requires)
Constitution	The constitution of the Fund as amended from time to time
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Responsible Entity in office at the date of this document
Explanatory Memorandum	The explanatory memorandum contained in this document
Fund	360 Capital Industrial Fund (ARSN 099 680 252)
Meeting	The meeting of Members of the Fund to be held pursuant to the Notice of Meeting
Member	A member of the Fund determined in accordance with the Corporations Act
Nominee holders	Members who participated in the institutional placement (the subject of Resolution 1) to the extent that those Members are acting solely in a fiduciary, nominee or custodial capacity on behalf of beneficiaries who did not participate in the institutional placement
Notice of Meeting	This document, including the Notice of Meeting set out on page 1 of this document
NTA	Net tangible assets
Personal Representative	As defined in the Constitution
Placement	An issue of Units other than on a pro rata or entitlement basis and may take place by way of an institutional placement or a public offer
Proxy Form	The form by which Members may vote on the Resolution without attending the Meeting in person
Resolution 1	Resolution 1 set out in the Notice of Meeting regarding the ratification of the July 2014 institutional placement
Resolution 2	Resolution 2 set out in the Notice of Meeting regarding the proposed amendments to the Constitution of the Fund
Resolutions	The resolutions set out in the Notice of Meeting
Responsible Entity	The responsible entity of the Fund (360 Capital Investment Management Limited)
Unit	An ordinary unit in the Fund
Unit Registrar	Boardroom Pty Limited (ACN 003 209 836)

Corporate Directory

360 Capital Industrial Fund
(ARSN 099 680 252)

Investor Enquiries

360 Capital Investor Services
Toll Free: 1800 182 257
Email: investor.relations@360capital.com.au

Postal Address for Lodgement of Proxies

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Responsible Entity

360 Capital Investment Management Limited
ACN 133 363 185
AFSL 340 304

Registered Office

Level 8, 56 Pitt Street
Sydney NSW 2000
www.360capital.com.au

Disclaimer

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