

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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 Metropolitan REIT (CMA) ARSN 124 364 718

ABN

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 ordinary CMA units   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 58,833,866 CMA units. Note: this figure is an estimate as the exact number of CMA units to be issued cannot be precisely calculated due to the effects of rounding. |
| 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) | The new CMA units will be on the same terms as existing CMA units on issue.   |

+ See chapter 19 for defined terms.

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4 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

Yes. The new CMA units will rank equally in all respects from the issue date with the existing CMA units on issue.

5 Issue price or consideration

On the implementation date of the Merger Proposal, eligible CUA unitholders will receive:

- 0.88 new CMA units for every 1 CUA unit held (scrip consideration); plus
- \$0.23 cash consideration for every 1 CUA unit held.

6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)

The issue of new CMA units to the holders of ordinary units in Centuria Urban REIT (CUA) ARSN 106 453 196 as partial consideration for the transfer by the CUA unitholders of all of their ordinary units on issue in CUA to Centuria Property Funds Limited ACN 086 553 639 (CPFL) as responsible entity of CMA, pursuant to the proposal to merge CMA and CUA in a "NTA-for-NTA" merger of equals transaction (**Merger Proposal**) by way of a trust scheme (**Trust Scheme**), to be voted on by CUA unitholders at a meeting on 14 June 2017. Please refer to the explanatory memorandum and notice of meeting in connection with the Merger Proposal dated 12 May 2017 and published on the ASX market announcements platform for further information.

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+ See chapter 19 for defined terms.

|    |  |  |
|----|--|--|
| 6a | <p>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> | No   |
| 6b | The date the security holder resolution under rule 7.1A was passed   | N/A  |
| 6c | Number of +securities issued without security holder approval under rule 7.1   | N/A  |
| 6d | Number of +securities issued with security holder approval under rule 7.1A   | N/A  |
| 6e | Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)  | N/A  |
| 6f | Number of +securities issued under an exception in rule 7.2  | <p>All of the new CMA units to be issued in accordance with the Trust Scheme will be issued pursuant to a waiver from Listing Rule 7.1 that has been granted by the ASX.</p> <p>In addition, CUA unitholder approval for the acquisition of units in CUA by CPFL as responsible entity of CMA is being sought for the purposes of item 7 of section 611 of the Corporations Act.</p> |
| 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.                                 | N/A  |

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| <p>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</p>   | <p>N/A</p>   |        |        |  |   |   |        |   |
|--|--|--------|--------|--|---|---|--------|---|
| <p>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</p>   | <p>N/A</p>   |        |        |  |   |   |        |   |
| <p>7 +Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p> | <p>Proposed 29 June 2017</p>   |        |        |  |   |   |        |   |
| <p>8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)</p>   | <table border="1"> <thead> <tr> <th data-bbox="678 896 973 936">Number</th> <th data-bbox="973 896 1276 936">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="678 936 973 1223"> <p>178,241,631. Note: this figure is an estimate as the exact number of new CMA units to be issued cannot be precisely calculated due to the effects of rounding</p> </td> <td data-bbox="973 936 1276 1223"> <p>Fully paid ordinary units in CMA</p> </td> </tr> </tbody> </table> | Number | +Class | <p>178,241,631. Note: this figure is an estimate as the exact number of new CMA units to be issued cannot be precisely calculated due to the effects of rounding</p> | <p>Fully paid ordinary units in CMA</p> | <table border="1"> <thead> <tr> <th data-bbox="973 896 1276 936">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="973 936 1276 1223"> <p>Fully paid ordinary units in CMA</p> </td> </tr> </tbody> </table> | +Class | <p>Fully paid ordinary units in CMA</p> |
| Number   | +Class   |        |        |  |   |   |        |   |
| <p>178,241,631. Note: this figure is an estimate as the exact number of new CMA units to be issued cannot be precisely calculated due to the effects of rounding</p>   | <p>Fully paid ordinary units in CMA</p>  |        |        |  |   |   |        |   |
| +Class   |  |        |        |  |   |   |        |   |
| <p>Fully paid ordinary units in CMA</p>  |  |        |        |  |   |   |        |   |

+ See chapter 19 for defined terms.

|    |   |   |                               |
|----|---|---|-------------------------------|
|    |   | <b>Number</b>   | <b>+Class</b>                 |
| 9  | Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable) | 58,833,866  | Fully paid ordinary CMA units |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)            | The existing CMA distribution policy applies to all new CMA units to be issued. |                               |

**Part 2 - Pro rata issue**

|    |  |     |
|----|--|-----|
| 11 | Is security holder approval required?  | N/A |
| 12 | Is the issue renounceable or non-renounceable?   | N/A |
| 13 | Ratio in which the +securities will be offered   | N/A |
| 14 | +Class of +securities to which the offer relates   | N/A |
| 15 | +Record date to determine entitlements   | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?   | N/A |
| 17 | Policy for deciding entitlements in relation to fractions  | N/A |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents<br><br>Note: Security holders must be told how their entitlements are to be dealt with.<br><br>Cross reference: rule 7.7. | N/A |

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19 Closing date for receipt of   
acceptances or renunciations

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+ See chapter 19 for defined terms.

|    |   |     |
|----|---|-----|
| 20 | Names of any underwriters   | N/A |
| 21 | Amount of any underwriting fee or commission  | N/A |
| 22 | Names of any brokers to the issue   | N/A |
| 23 | Fee or commission payable to the broker to the issue  | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders  | N/A |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting   | N/A |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled   | N/A |
| 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 | N/A |
| 28 | Date rights trading will begin (if applicable)  | N/A |
| 29 | Date rights trading will end (if applicable)  | N/A |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker?  | N/A |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?   | N/A |

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- 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

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

38 Number of +securities for which +quotation is sought 

|     |
|-----|
| N/A |
|-----|

39 +Class of +securities for which quotation is sought 

|     |
|-----|
| N/A |
|-----|

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

|     |
|-----|
| N/A |
|-----|

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)

|     |
|-----|
| N/A |
|-----|


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

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**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: 7/6/2017.  
(Director/Company secretary)

Print name: Charisse Nortje .....

+ See chapter 19 for defined terms.