

Target Market Determination – Centuria Industrial Income Property Fund No. 2

Legal disclaimer

This Target Market Determination (TMD) is required under section 994B of the *Corporations Act 2001* (Cth) (**the Act**). It sets out the class of consumers for whom the product, including its key attributes, would likely be consistent with their objectives, financial situation and needs. In addition, the TMD outlines the triggers to review the target market and certain other information. It forms part of the Issuer’s design and distribution arrangements for the product.

This document is **not** a product disclosure statement and is **not** a summary of the product features or terms of the product. This document does not take into account any person’s individual objectives, financial situation or needs. Persons interested in acquiring this product should carefully read the Product Disclosure Statement (**PDS**) for the Fund before making a decision whether to buy this product.

Important terms used in this TMD are defined in the TMD Definitions which supplement this document. Capitalised terms have the meaning given to them in the product’s PDS, unless otherwise defined. The PDS can be obtained at <https://centuria.com.au/CGIPF2> or by contacting the Issuer on +61 2 8923 8923 or at contactus@centuria.com.au.

Target Market Summary

This product is likely to be appropriate for an investor seeking Capital Growth and Income Distribution to be used as a Satellite / small allocation with less or equal to 10% allocation, or up to 25% where broader diversification of the investor’s portfolio is expected to be built / rebalanced over time, where the consumer has a Long investment timeframe, Medium risk/return profile and does not need access to capital for 5-7 years.

Fund and Issuer identifiers

Issuer	Centuria Property Funds Limited
Issuer ABN	11 086 553 639
Issuer AFSL	231 149
Fund	Centuria Industrial Income Property Fund No.2
ARSN	663 453 487
APIR Code	CNT8216AU
Date TMD approved	20 April 2023
TMD Version	2.0
TMD Status	Current

Description of Target Market

TMD indicator key

The Consumer Attributes for which the product is likely to be appropriate have been assessed using a red/amber/green rating methodology with appropriate colour coding:

In target market	Potentially in target market	Not considered in target market
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Instructions

In the tables below, Column 1, Consumer Attributes, indicates a description of the likely objectives, financial situation and needs of the class of consumers that are considering this product. Column 2, TMD indicator, indicates whether a consumer meeting the attribute in Column 1 is likely to be in the target market for this product.

Generally, a consumer is unlikely to be in the target market for the product if:

- **one or more** of their Consumer Attributes correspond to a **red** rating, or
- **three or more** of their Consumer Attributes correspond to an **amber** rating.

Investment products and diversification

A consumer (or class of consumer) may intend to hold a product as part of a diversified portfolio (typically with an intended product use of *satellite/small allocation* or *core component*). In such circumstances, the product should be assessed against the consumer's attributes for the relevant portion of the portfolio, rather than the consumer's portfolio as a whole. For example, a consumer may seek to construct a conservative portfolio with a satellite/small allocation to growth assets. In this case, it may be likely that a product with a *High* or *Very High* risk/return profile is consistent with the consumer's objectives for that allocation notwithstanding that the risk/return profile of the consumer as a whole is *Low* or *Medium*. In making this assessment, distributors should consider all features of a product (including its key attributes).

Consumer Attributes	TMD Indicator	Product description including key attributes
Consumer's investment objective		
Capital Growth	In target market	<ul style="list-style-type: none"> • Investors seeking to achieve one or more of the following investment objectives: <ul style="list-style-type: none"> ➤ Monthly income distributions; ➤ Some Tax Deferred Income; and ➤ Some Capital Growth.
Capital Preservation	Potentially in target market	
Capital Guaranteed	Not considered in target market	

Consumer Attributes	TMD Indicator	Product description including key attributes
Income Distribution	In target market	<ul style="list-style-type: none"> The Fund aims to provide Investors with monthly income distributions and the potential for capital growth, by investing in a single commercial property asset. It is intended that a proportion of income distributions will be tax-deferred for Australian tax residents. While an investment in the Fund could experience capital loss and is higher risk and more volatile than cash or fixed income securities, the Fund is expected to exhibit lower volatility than listed equities or listed REITs in a market downturn. Capital Growth, Capital Preservation and Income Distributions are not guaranteed and may be impacted by the risks disclosed in the PDS a summary of which are included at 'Consumer's Risk (ability to bear loss) and Return profile' below.
Consumer's intended product use (% of Investable Assets)		
Whole portfolio (up to 100%)	Not considered in target market	<ul style="list-style-type: none"> Investors seeking to invest in the Fund as part of a portfolio of investments on the understanding that the Fund provides access to a single industrial property.
Major allocation (up to 75%)	Not considered in target market	<ul style="list-style-type: none"> Investors seeking to hold units in the Fund as part of a broader portfolio.
Core Component (up to 50%)	Not considered in target market	<ul style="list-style-type: none"> The Fund has exposure to a single asset of industrial property. Therefore, the Fund's portfolio diversification is Low (see diversification definitions on page 9 below).
Minor allocation (up to 25%)	Potentially in target market	<ul style="list-style-type: none"> Whilst the investment objective of the Fund may align with an investor's overall portfolio objectives, it does not come without capital and income risks. In extreme circumstances this may result in significant capital loss, and suspension of income. Investors also have restricted access to their invested capital and are unable to withdraw until at least December 2027.
Satellite/small allocation (up to 10%)	In target market	<ul style="list-style-type: none"> Investors should seek to further spread this risk across an appropriate portfolio of investments. Because the Fund invests in a single asset it is generally considered as a satellite/small allocation however it is potentially in the target market for investors with a high conviction to that particular asset and a higher tolerance for risk, and their broader portfolio has been constructed to be aligned with their risk appetite. It may also be suitable for investors who are building diversification into their portfolio over time.

Consumer Attributes	TMD Indicator	Product description including key attributes
		<ul style="list-style-type: none"> Because the Fund invests in a single asset it is generally considered as a satellite/small allocation however it is potentially in the target market for investors with a high conviction to that particular asset and a higher tolerance for risk, and their broader portfolio has been constructed to be aligned with their risk appetite. It may also be suitable for investors who are building diversification into their portfolio over time.
Consumer's investment timeframe		
Short (≤ 2 years)	Not considered in target market	<ul style="list-style-type: none"> Investors seeking to invest in the Fund for the Long term until at least December 2027. The Fund has a five-year initial investment term, with a majority vote of unitholders required for the Fund to continue for a further two years (years 6&7). Investors may not withdraw from the Fund during this period. A unanimous vote of unitholders is required to extend for a further year beyond that (year 8). The Fund may continue past year 8 without a unanimous vote of unitholders only if those unitholders who vote against extending the Fund are able to redeem their investment.
Medium (2 - 5 years)	Not considered in target market	
Long (> 5 years)	In target market	
Consumer's Risk (ability to bear loss) and Return profile		
Low	Not considered in target market	<ul style="list-style-type: none"> Investors who are comfortable tolerating Medium Risk where the holding is a satellite allocation up to 10%. Higher allocations (up to 25%) will be a high to very high risk tolerance due to the greater exposure to single property asset. Whilst the Fund's objective is to provide monthly income distributions (with a proportion being tax deferred) and some capital growth, this does come with some risk. Specific risks relevant to an investor's risk and return: <ul style="list-style-type: none"> ➤ The value of an investment may fall if the value of the Fund's single industrial property asset falls. ➤ The initial Fund LVR is expected to be 47.5% and the proposed debt facility's LVR covenant of 60%. The Fund's level of gearing will magnify any losses (or gains). ➤ The Fund may not make monthly distributions, or regular distributions at all, as the income available for distribution is
Medium	In target market	
High	In target market	
Very High	In target market	

Consumer Attributes	TMD Indicator	Product description including key attributes
		<p>dependent on a variety of risks associated with an investment in property (such as risks that the tenants may default on the terms of their leases or not renew their leases).</p> <p>*See Risk Appetite Definitions on below.</p>
Consumer's need to withdraw money		
Daily	Not considered in target market	<ul style="list-style-type: none"> The Fund is a long-term illiquid investment. It is only suitable for investors who are comfortable with their investment in the Fund having no liquidity during the five-year initial investment term (plus any 2-year extension by majority vote). Investors must not need access to their capital until at least December 2027.
Weekly	Not considered in target market	
Monthly	Not considered in target market	
Quarterly	Not considered in target market	
Annually	Not considered in target market	
Greater than 5 years	In target market	

Appropriateness

The Issuer has assessed the product and formed the view that the product, including its key attributes, is likely to be consistent with the likely objectives, financial situation and needs of consumers in the target market as described above, as the features of this product in Column 3 of the table above are likely to be suitable for consumers with the attributes identified with a green TMD Indicator in Column 2.

Requirement s 994B(8)	Explanation
<p><i>Target market and Product</i> RG 274.68(c)</p>	<p>The Issuer considers that the Fund, including its key attributes, is likely to be consistent with the likely objectives, financial situation and needs of investors in the target market on the basis of:</p> <ul style="list-style-type: none"> • the relationship between the key attributes of the Fund and the target market as set out in this TMD • the terms of issue of units in the Fund • the investment mandate of the Fund • the investment capability of the manager of the Fund • the Issuer's assessment of the risks and benefits of the Fund • the Issuer's assessment of the likely investor outcomes of the Fund based on: <ul style="list-style-type: none"> • internal modelling of Fund performance based on assets held • analysis of performance data in respect of the Issuer's products that are comparable to the Fund, and • the assessment of the risk profile of the Fund based on investment structure and strategy
<p><i>Target market and distribution conditions and restrictions</i> RG 274.100</p>	<p>The Issuer considers that the distribution conditions will make it more likely that the investors who acquire units in the Fund are in the target market on the basis of:</p> <ul style="list-style-type: none"> • The requirement for investors who apply direct (i.e. no adviser and not via IDPS or platform) to be asked filtering questions designed to assist the Issuer in determining whether it is likely the Investor is within the target market prior to applying. • Where distribution agreements are in place, the restrictions imposed by, and level of supervision required under the terms of the distribution agreements entered into by the Issuer and the distributors of the Fund. • The distributors' past performance in relation to the distribution of financial products, about which the Issuer is aware. • Any other relevant information about a distributor, about which the Issuer is aware.

Distribution conditions/restrictions

This part is required under section 994B(5)(c) of the Act.

Distribution channel	Distribution condition and rationale
Direct	<ul style="list-style-type: none"> • Direct investors who are wholesale or sophisticated investors can invest in this product.

Distribution channel	Distribution condition and rationale
	<ul style="list-style-type: none"> Retail investors are asked to complete an online or paper application form, including filtering questions designed to assist the Issuer in determining whether it is likely the Investor is within the target market prior to applying.
Adviser	<ul style="list-style-type: none"> Investor to confirm through online application, that they are financially advised. Financial advisers to provide details of their AFS licence and confirm that they have reviewed and considered the TMD in providing advice to the investor.
Other authorised representatives (ie Power of Attorney)	<ul style="list-style-type: none"> Proper authority verified. All other requirements of wholesale, retail and advised investors apply, with proper authority to action on behalf of the investor.

Review triggers
This part is required under section 994B(5)(d) of the Act.
Where the Issuer considers that there has been material underperformance, a material change to the investment strategy, Fund description (including its key attributes) or risk profile of the Fund or taxation consequences for investors in the Fund at any time the Fund is open for investment by retail clients.
A significant number, or an unexpectedly high number, of complaints about the Fund or its distribution.
A significant dealing in this Fund in relation to retail clients that is inconsistent with this TMD.
Material changes to the fees or other costs of the Fund that may affect the return of the Fund.
Any inquiry, surveillance, direction, notice, investigation or enforceable instrument by or from ASIC about or relating to the Fund's features, target market or distribution strategy.

Mandatory review periods	
Review period	Maximum period for review
Initial review	One year from the date of this TMD
Subsequent review	At least once every year since the date of the last review of the TMD (for whatever reason).

Distributor reporting requirements
This part is required under section 994B(5)(g) and (h) of the Act.

Reporting requirement	Reporting period	Which distributors this requirement applies to
Complaints (as defined in section 994A(1) of the Act) relating to the product design, product availability and distribution. The distributor should provide all the content of the complaint, having regard to privacy.	Within 10 business days following end of calendar quarter.	All distributors
Significant dealing outside of target market, under s994F(6) of the Act. See Definitions for further detail.	As soon as practicable but no later than 10 business days after distributor becomes aware of the significant dealing.	All distributors
To the extent a distributor is aware, dealings outside the target market, including reason why acquisition is outside of target market, and whether acquisition occurred under personal advice.	Within 10 business days following end of calendar quarter.	All distributors

If practicable, distributors should adopt the FSC data standards for reporting to the Issuer. The reporting templates are available on the DDO resource page of our secure Adviser site <https://centuria.com.au/adviser-login/> (registration required).

Definitions

Term	Definition
Consumer's investment objective	
Capital Growth	The consumer seeks to invest in a product designed to generate capital return. The consumer prefers exposure to growth assets (such as shares or property) or otherwise seeks an investment return above the current inflation rate.
Capital Preservation	The consumer seeks to invest in a product to reduce volatility and minimise loss in a market down-turn. The consumer prefers exposure to defensive assets that are generally lower in risk and less volatile than growth investments.
Capital Guaranteed	The consumer seeks a guarantee or protection against capital loss whilst still seeking the potential for capital growth (typically gained through a derivative arrangement). The consumer would likely understand the complexities, conditions and risks that are associated with such products.
Income Distribution	The consumer seeks to invest in a product designed to distribute regular and/or tax-effective income. The consumer prefers exposure to income-generating assets (typically, high dividend-yielding equities, fixed income securities and money market instruments).
Consumer's intended product use (% of Investable Assets)	

Term	Definition
Whole portfolio (up to 100%)	The consumer may hold the investment as up to 100% of their total investable assets. The consumer is likely to seek a product with high portfolio diversification.
Major allocation (up to 75%)	The consumer may hold the investment as up to 75% of their total investable assets. The consumer is likely to seek a product with medium to high portfolio diversification.
Core allocation (up to 50%)	The consumer may hold the investment as up to 50% of their total investable assets. The consumer is likely to seek a product with at least medium portfolio diversification.
Minor allocation (up to 25%)	The consumer may hold the investment as up to 25% of their total investable assets. The consumer is likely to seek a product with low to medium portfolio diversification.
Satellite / small allocation (up to 10%)	The consumer may hold the investment as up to 10% of the total investable assets. The consumer may seek a product with low portfolio diversification.
Investable Assets	Those assets that the investor has available for investment, excluding the residential home.
Portfolio diversification (for completing the key product attribute section of consumer's intended product use)	
Low	Single asset class, single country, low or moderate holdings of securities - e.g. high conviction Aussie equities.
Medium	1-2 asset classes, single country, broad exposure within asset class, e.g. Aussie equities "All Ords".
High	Highly diversified across either asset classes, countries or investment managers, e.g. Australian multi-manager balanced fund or global multi-asset product (or global equities).
Consumer's intended investment timeframe	
Short (\leq 2 years)	The consumer has a short investment timeframe and may wish to redeem within two years.
Medium (2 – 5 years)	The consumer has a medium investment timeframe and is unlikely to redeem within two to five years.
Long ($>$ 5 years)	The consumer has a long investment timeframe and is unlikely to redeem within five years.
Consumer's Risk (ability to bear loss) and Return profile	
The Issuer has adopted the Standard Risk Measure (SRM) to calculate the likely number of negative annual returns over a 20 year period, using the guidance and methodology outlined in the <u>Standard Risk Measure Guidance Paper For Trustees</u> . The assessment has been undertaken assuming likely returns after fees and costs but before taxes. SRM is not a complete assessment of risk and potential loss. For example, it does not detail important issues such as the potential size of a negative return or that a positive return could still be less than a consumer requires to meet their investment objectives/needs.	
Low	The consumer is conservative or low risk in nature, seeks to minimise potential losses (e.g. has the ability to bear up to 1 negative return over a 20 year period (SRM 1 to 2)) and is comfortable with a low target return profile.

Term	Definition
	Consumer typically prefers defensive assets such as cash and fixed income.
Medium	<p>The consumer is moderate or medium risk in nature, seeking to minimise potential losses (e.g. has the ability to bear up to 4 negative returns over a 20 year period (SRM 3 to 5)) and comfortable with a moderate target return profile.</p> <p>Consumer typically prefers a balance of growth assets such as shares, property and alternative assets and defensive assets such as cash and fixed income.</p>
High	<p>The consumer is higher risk in nature and can accept higher potential losses (e.g. has the ability to bear up to 6 negative returns over a 20 year period (SRM 6)) in order to target a higher target return profile.</p> <p>Consumer typically prefers predominantly growth assets such as shares, property and alternative assets with only a smaller or moderate holding in defensive assets such as cash and fixed income.</p>
Very high	<p>The consumer has a more aggressive or very high-risk appetite, seeks to maximise returns and can accept higher potential losses (e.g. has the ability to bear 6 or more negative returns over a 20 year period (SRM 7) and possibly other risk factors, such as leverage).</p> <p>Consumer typically prefers growth assets such as shares, property and alternative assets.</p>
Distributor Reporting	
Significant dealings	<p>Section 994F(6) of the Act requires distributors to notify the issuer if they become aware of a significant dealing in the product that is not consistent with the TMD. Neither the Act nor ASIC defines when a dealing is 'significant' and distributors have discretion to apply its ordinary meaning.</p> <p>The issuer will rely on notifications of significant dealings to monitor and review the product, this TMD, and its distribution strategy, and to meet its own obligation to report significant dealings to ASIC.</p> <p>Dealings outside this TMD may be significant because:</p> <ul style="list-style-type: none"> • they represent a material proportion of the overall distribution conduct carried out by the distributor in relation to the product, or • they constitute an individual transaction which has resulted in, or will or is likely to result in, significant detriment to the consumer (or class of consumer). <p>In each case, the distributor should have regard to:</p> <ul style="list-style-type: none"> • the nature and risk profile of the product (which may be indicated by the product's risk rating or withdrawal timeframes), • the actual or potential harm to a consumer (which may be indicated by the value of the consumer's investment, their intended product use or their ability to bear loss), and • the nature and extent of the inconsistency of distribution with the TMD (which may be indicated by the number of red or amber ratings attributed to the consumer).

Term	Definition
	<p>Objectively, a distributor may consider a dealing (or group of dealings) outside the TMD to be significant if:</p> <ul style="list-style-type: none"> • it constitutes more than half of the distributor’s total retail product distribution conduct in relation to the product over the reporting period, • the consumer’s intended product use is <i>Solution / Standalone</i>, or • intended product use is Core component and the consumer’s risk (ability to bear loss) and return profile is Low.