

NOTICE TO INVESTORS – CENTURIA 8 CENTRAL AVENUE FUND NO. 2

Investors are not required to take any action arising from this notice.

In December 2020 investors voted in favour of extending the term of the Fund for a three-year period, from 1 January 2021 until 1 January 2024. This term was extended again in December 2023 for a further two-year period, from 1 January 2024 to 1 January 2026.

Both extensions were intended to allow investors to remain in the Fund and for Centuria to take steps to maximise returns for investors.

In order to formalise the extension, a deed amending the Fund's constitution was required to be lodged with ASIC. Due to an administrative oversight, this document was lodged after the due date.

Centuria wishes to give effect to investors' wishes to extend the term of the Fund, and is proactively taking steps to seek relief to obtain certainty as to the Fund's operation by making an application to the Federal Court of Australia, New South Wales registry. A copy of the orders Centuria is asking the Court to make are annexed to this notice. In summary Centuria is seeking to obtain relief which makes it clear that the Fund is not required to be wound up and instead can operate until 1 January 2026.

Centuria's application is to be heard by the Federal Court at Sydney on **1 March 2024 at 2.15pm**. Investors are able (but not required) to attend the hearing of the application. Any investor who would like to participate in the hearing should notify Doug Hoskins (doug.hoskins@centuria.com.au) and promptly seek legal advice.

Centuria has issued this notice to keep investors informed about important issues concerning the Fund.

However, you not required to take any action arising from this notice.

Subject to the Court's order, Centuria intends to still finalise the Withdrawal Offer by 31 March 2024.

Investors who have accepted the Withdrawal Offer will be contacted in due course.

Centuria will provide a further update once its application has been heard by the Court. However, if you wish to request a copy of the material filed with the Court, or if you have any questions about the contents of this notice, please contact Centuria Investor Services on 1800 182 257 (within Australia); +61 2 9290 9689 (outside Australia) or by email on Property.Enquiry@CenturiaInvestor.com.au.

Orders sought by Centuria

Filing and serving of originating process

1. An order that the plaintiff exercise its reasonable endeavours to notify the following persons of the orders:
 - (a) Australian Securities and Investments Commission (**ASIC**); and
 - (b) Unitholders of the Centuria 8 Central Avenue Fund No. 2 ARSN 605 264 211 (**Fund**) by:
 - (i) Publishing a notice on its investor portal.
 - (ii) For those unitholders the plaintiff holds email addresses, by sending a copy of that notice by email.
 - (iii) For those unitholders the plaintiff does not hold email addresses, by sending a copy of that notice by express post to the address listed in the register of unitholders.

Amended constitution

2. An order pursuant to s 1322(4) nunc pro tunc extending the period of time in which the plaintiff could lodge the Amended Constitution with ASIC pursuant to s 601GC(2) from 1 January 2021 to 15 February 2024.
3. An order that and on and from the time that the Amended Constitution took effect pursuant to s 601GC(2) of the Corporations Act 2001, the Constitution of the Fund is to be construed as if the references to “2.5 years” and “7.5 years” in clauses 20.1(a)(ii)(A) and 20.1(a)(ii)(B) of the Constitution were replaced by the words “3.5 years” and “8.5 years” respectively.
4. A declaration that the meeting of the Fund held on 13 December 2023 was properly convened and the resolutions passed at that meeting were valid.
5. An order pursuant to s 1322(4) validating the continued operation of the Fund by the plaintiff on the terms of constitution as amended by the Amended Constitution.

Other orders

6. No order as to costs.