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13 February 2015

The Manager
Company Announcement Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

360 Capital Investment Management Limited as responsible entity for the 360 Capital Industrial Fund - Off-market takeover bid for Australian Industrial REIT

On 3 February 2015, 360 Capital Investment Management Limited as responsible entity for the 360 Capital Industrial Fund lodged a bidder's statement in respect an off-market takeover bid (**Takeover Bid**) for all the units in Australian Industrial REIT (**ANI**).

Enclosed is a copy of the first supplementary bidder's statement dated 13 February 2015 in relation to the Takeover Bid (**First Supplementary Bidder's Statement**) in satisfaction of the requirement in section 647(1) of the Corporations Act 2001 (Cth).

The First Supplementary Bidder's Statement was lodged with ASIC and given to ANI earlier today.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Alan Sutton'.

Alan Sutton, Company Secretary
360 Capital Investment Management Limited

Enc

FIRST SUPPLEMENTARY BIDDER'S STATEMENT

13 February 2015

in respect of an off-market takeover bid to acquire all the units in

**Australian Industrial REIT (ARSN 165 651 301) (ASX:ANI) from
360 Capital Investment Management Limited (ACN 133 363 185),
in its capacity as responsible entity of the 360 Capital Industrial Fund
(ARSN 099 680 252) (ASX:TIX).**

Important Information

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) to the Bidder's Statement dated 3 February 2015 (**Bidder's Statement**) issued by 360 Capital Investment Management Limited (ACN 133 363 185) in its capacity as responsible entity of the 360 Capital Industrial Fund (ARSN 099 680 252) (**Bidder**) and lodged with the Australian Securities and Investments Commission (**ASIC**), in relation to the off-market takeover bid made by Bidder for all the units in Australian Industrial REIT (ARSN 165 651 301).

This First Supplementary Bidder's Statement is given in compliance with section 643 of the *Corporations Act 2001* (Cth).

Definitions and Interpretation: Unless the context requires otherwise, capitalised terms in this First Supplementary Bidder's Statement have the same meaning given to them in section 12 of the Bidder's Statement. This First Supplementary Bidder's Statement is to be read together with the Bidder's Statement. In the event of any inconsistency with the Bidder's Statement, the First Supplementary Bidder's Statement prevails.

ASIC: A copy of this First Supplementary Bidder's Statement was lodged with ASIC on 13 February 2015. Neither ASIC nor any of its officers takes any responsibility for the contents of this First Supplementary Bidder's Statement.

1. Amendments to Bidder's Statement

This First Supplementary Bidder's Statement amends the Bidder's Statement in the manner as marked up in Attachment 1.

2. Issue of replacement Bidder's Statement

A replacement Bidder's Statement, which incorporates the amendments to the Bidder's Statement made by this First Supplementary Bidder's Statement, is issued by the 360 Capital Investment Management Limited, in its capacity as responsible entity of the 360 Capital Industrial Fund at the same time as this First Supplementary Bidder's Statement.

A clean copy of the replacement Bidder's Statement is or will be available at the ASX website at www.asx.com.au.

3. Approval of First Supplementary Bidder's Statement

This First Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the directors of the Bidder.

Signed for and on behalf of the Bidder in accordance with section 351 of the Corporations Act.



Tony Pitt

Attachment 1 - Mark up of original Bidder's Statement

BIDDER'S STATEMENT

Containing offers under an
off-market takeover bid by:

360 Capital Investment Management
Limited (ACN 133 363 185) in its
capacity as responsible entity of the

360 Capital Industrial Fund (TIX)
(ARSN 099 680 252)

to acquire all your ANI Units in

Australian Industrial REIT (ANI)
(ARSN 165 651 301)

For each ANI Unit:

- 0.89 TIX Units equivalent
to an implied value of
\$2.45¹ under the TIX Offer
- Implied value of \$2.48¹
inclusive of the Cash
Payment² of \$0.03

ACCEPT NOW

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR
IMMEDIATE ATTENTION.**

If you are in any doubt as to how to act, you should consult your financial or
legal adviser as soon as possible.

If you have any questions about the TIX Offer, please call the TIX Offer Information Line
on 1800 247 697 (callers in Australia) or +61 2 8024 1189 (callers outside Australia)
between 8.30am and 5.30pm (Sydney time) on Business Days.

The TIX Offer is dated ~~XX Month 2015~~ **17 February 2015** and will close at 7.00pm (Sydney
time) on ~~XX Month 2015~~ **24 March 2015**, unless extended.

Financial Adviser

MOELIS & COMPANY

Legal Adviser

CLAYTON UTZ

¹ Based on the closing price of TIX Units on 2 February 2015 **of \$2.75. Refer to page 8.**

² Payment of the Cash Payment is subject to satisfaction of the Cash Payment Condition.

IMPORTANT INFORMATION

This Bidder's Statement is a [replacement Bidder's Statement](#) given by 360 Capital Investment Management Limited (ACN 133 363 185) in its capacity as responsible entity of the 360 Capital Industrial Fund (ARSN 099 680 252) (Bidder) to you and Fife Capital Funds Limited (ACN 130 077 735) in its capacity as responsible entity of Australian Industrial REIT (ARSN 165 651 301) (ANI) under Part 6.5 of Chapter 6 of the Corporations Act [\(as amended by ASIC Class Order 13/528\)](#) in relation to the TIX Offer.

This [replacement](#) Bidder's Statement is an important document and should be read in its entirety before deciding whether to accept the TIX Offer.

This [replacement](#) Bidder's Statement is dated 3 [13 February 2015](#) and includes a TIX Offer dated ~~[XX-Month-2015]~~ [17 February 2015](#) on the terms set out in this [replacement](#) Bidder's Statement.

No investment advice

The information provided in this Bidder's Statement is not investment advice and has been prepared without taking into account your individual investment objectives, financial circumstances or particular needs. You should seek independent financial and taxation advice from your financial or other professional adviser before deciding whether to accept the TIX Offer.

Forward looking statements

This Bidder's Statement includes information that is historical in character and that consists of forward looking statements (including statements of current intention, statements of opinion and predictions as to possible future events). To the extent that any statements relate to future matters, you should consider that they are subject to risks and uncertainties. Those risks and uncertainties are not all within the control of the Bidder and its related bodies corporate and cannot be predicted by the Bidder and its related bodies corporate and include changes in circumstances or events that may cause objectives to change as well as risks, circumstances and events specific to the industry, countries and markets in which the Bidder and ANI and their respective related bodies corporate operate and/or joint ventures and associated undertakings operate. They also include general economic conditions, acts of terrorism, health epidemics, prevailing exchange rates and interest rates and conditions in the financial markets that may cause objectives to change or may cause outcomes not to be realised. Although the Bidder believes that the expectations reflected in any forward looking statements included in this Bidder's Statement are reasonable, no assurance can be given that such expectations will prove to be correct. Actual outcomes, events or results may differ materially from the outcomes, events or results expressed or implied in any forward looking statements and any statement in the nature of a forward looking statement in this Bidder's Statement.

None of the Bidder and its related bodies corporate, any of their respective directors, officers or advisers, or any other person named with their consent in the Bidder's Statement or any person involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any outcomes express or implied in any forward looking statement and any statement in the nature of a forward looking statement.

Information on ANI

All of the information concerning ANI contained in this Bidder's Statement has been obtained from publicly available sources including public documents filed by ANI or information published by ANI on its website. Neither the Bidder, its related bodies corporate nor their advisers assume any responsibility for the accuracy or completeness of this information. None of the information in this Bidder's Statement relating to ANI has been verified by ANI or the directors of Fife Funds or independently verified by the Bidder, its related bodies corporate or their respective directors for the purposes of this Bidder's Statement. Accordingly, subject to the Corporations Act, neither the Bidder, nor its related bodies corporate, make any representation or warranty (express or implied) as to the accuracy or completeness of this information. The information on ANI in this Bidder's Statement should not be considered comprehensive. In addition, the Corporations Act requires the directors of Fife Funds to provide a Target's Statement to ANI Unitholders in response to this Bidder's Statement, setting out all the information known to any of the directors which would enable you to make an informed assessment whether to accept the TIX Offer.

Notice to foreign registered unitholders

ANI Unitholders should note that the consideration under the TIX Offer is TIX Units, which are units in an Australian public trust listed on the ASX. The TIX Offer is subject to disclosure requirements in Australia which are different from those applicable in other countries. ANI Unitholders whose address in ANI's register of unitholders is not in Australia or its external territories or New Zealand will not be entitled to receive TIX Units on acceptance of the TIX Offer (unless the Bidder determines otherwise).

Ineligible Foreign Unitholders who accept the TIX Offer will be paid a cash amount calculated in accordance with section 11.5.4 of this Bidder's Statement. This Bidder's Statement does not constitute an offer to issue or sell, or the solicitation of an offer to buy, any securities referred to in this Bidder's Statement in any jurisdiction in which the offer or issue of such securities would be unlawful.

ANI Unitholders who are resident outside of Australia or New Zealand should refer to section 11.5.4 for further details.

Notice to ANI Unitholders in New Zealand

In offering TIX Units as part of the TIX Offer to ANI Unitholders in New Zealand, TIX is relying on the *Securities Act (Overseas Companies) Exemption Notice 2013*. This document is not a prospectus or an investment statement under New Zealand law, and may not contain all the information that a prospectus or investment statement under New Zealand law is required to contain.

Unmarketable Parcel Unitholders

Unmarketable Parcel Unitholders who accept the TIX Offer, will not receive TIX Units, but will be paid a cash amount calculated in accordance with section 11.5.4 of this Bidder's Statement.

ASIC and ASX

A copy of this [replacement](#) Bidder's Statement was lodged with ASIC and the ASX on [13 February 2015](#). [This replacement Bidder's Statement replaces the original Bidder's Statement lodged with ASIC on 3 February 2015. References in this document to "date of the Bidder's Statement" \(or similar\) should be read as references to 3 February 2015.](#) Neither ASIC, the ASX nor any of their respective officers take any responsibility for the contents of this Bidder's Statement.

Privacy

The Bidder has collected your information from the register of ANI Unitholders for the purposes of making the TIX Offer. The Corporations Act requires the names and addresses of ANI Unitholders to be held in a public register. Your information may be disclosed on a confidential basis to the Bidder's related bodies corporate, and holders of securities in the Bidder or its related bodies corporate and external service providers, and may be required to be disclosed to regulators, such as ASIC.

Implied value of TIX Offer

As you are being offered TIX Units as the consideration for your ANI Units, the implied value to you of the TIX Offer will vary with the ASX trading price of TIX Units. Further information on the implied value of the TIX Offer is contained in this Bidder's Statement.

You are advised to exercise caution in relation to the TIX Offer. If you are in any doubt about any of the contents of this Bidder's Statement, you should obtain independent professional advice.

Rounding

A number of figures, amounts, percentages or estimates and calculations of value in this Bidder's Statement may be subject to the effect of rounding.

Definitions

A number of defined terms are used in this Bidder's Statement. Unless expressly specified otherwise, terms have the meaning given in the Glossary in section 12 of this Bidder's Statement.

Time

All references to time in this Bidder's Statement are to Sydney time.

Websites

References in this Bidder's Statement to the Bidder's website www.360capital.com.au and to ANI's website www.aireit.com.au are for your reference only. Information contained in or otherwise accessible from those websites does not form part of this Bidder's Statement.

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Important dates

Event	Date
Announcement of the TIX Offer	Friday 19 December 2014
Date of this the original Bidder's Statement	Tuesday 3 February 2015
Date of this replacement Bidder's Statement	Friday 13 February 2015
Date of the TIX Offer	{Day XX Month 2015} Tuesday 17 February 2015
Closing Date (unless extended or withdrawn) 7:00pm (Sydney Time)	{Day XX Month 2015} Tuesday 24 March 2015

Note: the Closing Date for the TIX Offer may change as permitted by the Corporations Act.

CHAIRMAN'S LETTER

Dear ANI Unitholder

On behalf of the 360 Capital Investment Management Limited (360 CIML) board, I am pleased to make this offer to acquire all of your units in ANI (the TIX Offer). **The TIX Offer is not subject to a minimum acceptance condition.**

The 360 CIML board believes that the TIX Offer provides compelling strategic benefits and value to ANI Unitholders as well as the opportunity for ANI Unitholders to participate in the ongoing benefits associated with an investment in TIX.

The TIX Offer is being made by 360 CIML, in its capacity as responsible entity of 360 Capital Industrial Fund (TIX ~~or Bidder~~).

The TIX Offer

ANI Unitholders who accept the TIX Offer and are entitled to receive the TIX Consideration¹ will receive:

- 0.89 TIX Units per ANI Unit which has an implied value of \$2.45 per ANI Unit (based on the closing price of TIX Units on 2 February 2015 ~~of \$2.75~~);
- a Cash Payment from 360 Capital of \$0.03 per ANI Unit subject to satisfaction of the Cash Payment Condition (see section 9.3 for further details); and
- the TIX quarterly distribution for March 2015 of 4.5 cents per equivalent ANI Unit, provided that on or before 24 March 2015 you have accepted the TIX Offer and all Conditions have been satisfied or waived.²

Attractive premium to ANI Unitholders

The implied value of \$2.48 per ANI Unit (representing 0.89 TIX Units and the Cash Payment) equates to³:

- ~~21.6%~~ **21.4%** premium to ANI's stated 31 December 2014 NTA per ANI Unit of \$2.04⁴;
- ~~20.6%~~ **20.5%** premium to ANI's 30 day VWAP to 5 December 2014 of \$2.06 (adjusted for the ANI December 2014 distribution⁵), the day prior to 360 CIML lodging its substantial shareholder notification with ASX; and
- ~~13.8%~~ **13.7%** premium to ANI's closing price on 17 December 2014 of \$2.18 (adjusted for the ANI December 2014 distribution⁵), the day prior to TIX confirming to the market its indicative non-binding proposal for the acquisition of ANI by TIX by way of an agreed trust scheme.

~~Improved quality of earnings and distributions~~ **Improved earnings and distribution risk profile**

On the basis that TIX acquires 100% of ANI Units, ANI Unitholders, in the Combined Group:

- will participate in the improved earnings and distribution **risk** profile of the Combined Group, reflecting its improved FY16, FY17 and FY18 lease expiry profile;⁶ and
- are forecast to receive a FY16 distribution of 19.0 cents per equivalent ANI Unit, representing growth of 4.4% on your ANI stand-alone FY15 distribution guidance of 18.2 cents per ANI Unit.

360 Capital has a demonstrated track record

ANI Unitholders who accept the TIX Offer will benefit from the proven expertise of 360 Capital through its active and disciplined management approach. TIX has delivered a:

- 88.8% total Unitholder return from 12 December 2012 (TIX's listing date) to the date immediately prior to the date of this Bidder's Statement, compared with the S&P/ASX 300 A-REIT Accumulation Index of 50.5% over the same period; and
- 44.7% total Unitholder return from 21 October 2013 (ANI's listing date), to the date immediately prior to the date of this Bidder's Statement compared with ANI, which provided a total unitholder return of 27.1% over the same period.

1 Ineligible foreign **Foreign** Unitholders and Unmarketable Parcel Unitholders refer to section 11.5.4.

2 Refer to section 1.1.6.

3 Based on the implied value of \$2.45 (which excludes the Cash Payment) the premia identified in the bullets below would be (in order) as follows: 20.0%, 19.0% and 12.3%.

4 As per ANI ASX announcement (14 January 2015). **Refer to section 6 for further information about the financial impact of the TIX Offer (including the impact on NTA per equivalent ANI Unit).**

5 The ANI Unit price has been adjusted by subtracting the pro rata December 2014 distribution entitlement attached to an ANI Unit as at the date of the ANI Unit price.

6 **The Combined Group will have a more diversified portfolio which is expected to reduce risk associated with future earnings and distributions.**

TIX has undertaken three equity raisings for a total of \$149.0 million with each issuance priced above previous issue price at \$1.80, \$2.00 and \$2.16, respectively. This compares favourably to ANI which has, including its IPO, raised equity capital three times between October 2013 and February 2014 at \$2.00, \$2.02 and \$2.00 per unit respectively.

Strong alignment of interest with 360 Capital as fund manager

As part of its strategy of being a fund manager aligned with its investors, 360 Capital ensures it maintains a significant co-investment in each of the funds it manages. 360 Capital is currently the largest unitholder in both ANI and TIX.

Based on the current holdings of 360 Capital, including its subsidiaries, in TIX and ANI, 360 Capital will hold 12.4%¹ of the units in the Combined Group (representing an investment of approximately \$72.0 million). This compares to the 0.6% collective ownership of ANI by Allan Fife, Fife Capital Funds Limited and its related bodies corporate (Fife Funds).

Further, TIX is 360 Capital's only industrial mandate.²

Strategy to address imminent risk in the ANI portfolio

ANI faces imminent leasing risk within its portfolio with approximately 54.2% (by income) of its leases expiring in FY16, FY17 and FY18. Over 50% of FY16 expiring tenants have already vacated or are for lease. Many of these buildings are of an older style.

TIX has identified \$46.9 million in non-core asset sales (**Non-Core Asset Sales**) to reduce this imminent risk. The properties identified are 324-332 Frankston-Dandenong Road, Dandenong South VIC, 49 Temple Drive, Thomastown VIC and 2 Keon Parade, Keon Park VIC.

These properties were acquired in March 2014 as part of a portfolio and are characterised by older style improvements. TIX understands the tenancy areas sub-let to Sullair and LJM Marketing at 324-332 Frankston-Dandenong Road, Dandenong South and 49 Temple Drive, Thomastown VIC currently leased to Amcor Packaging until June 2016 are currently being marketed for lease.

Disposing of these assets will improve the quality of the Combined Group's portfolio and will reduce the risk associated with current ANI expiries in FY16, FY17 and FY18. TIX has a strong track record of disposing of non-core assets and has demonstrated an ability to improve asset quality, security of income and fund performance through redeploying sale proceeds into acquisitions of higher quality assets.

Details on the Non-Core Asset Sales are set out in section 5.5.

Significantly improved market position, scale, diversification and liquidity

If TIX acquires 100% of ANI Units, the Combined Group will become the largest ASX-listed pure rent-collecting industrial REIT with a portfolio of 38 industrial properties valued at \$844.5 million with ANI Unitholders benefiting from:

- increased scale and a leading market position providing enhanced growth prospects;
- enhanced improved earnings and distribution quality risk profile from greater diversification and an improved lease expiry profile;
- improved liquidity and increased weighting in the S&P/ASX 300 A-REIT Index; and
- a potential for a substantial re-rating and reduced cost of capital.

Risks of not accepting the TIX Offer to ANI Unitholders

If ANI Unitholders do not accept the TIX Offer, there is the risk that:

- the price of ANI Units may fall below the implied value under the TIX Offer;
- ANI Unitholders who do not accept the TIX Offer may become minority unitholders in a less liquid investment; and
- the existing lease expiry risks in FY16, FY17 and FY18 may remain in the portfolio of ANI, with a risk ANI may not be able to maintain its current level of distributions.

¹ Assuming TIX acquires 100% of ANI, in certain circumstances 360 Capital may be required to sell up to 5.1% of its current holding in ANI. Refer to section 4.11.2.

² Excluding, for the avoidance of doubt, the possible appointment of 360 RE as responsible entity of ANI where TIX does not acquire 100% of ANI.

Intentions of TIX

TIX's objective is to acquire 100% of ANI Units. In the event that TIX acquires a relevant interest in 90% or more of ANI Units, it intends to proceed to compulsory acquisition of the remaining ANI Units under the Corporations Act. The Bidder will review the existing debt and related hedging arrangements and proceed with the Non-Core Asset Sales to reduce the current near-term lease expiry risk in the ANI portfolio.

In circumstances where TIX does not achieve compulsory acquisition, it intends, to the extent possible, to cause an appropriately licensed entity within the 360 Capital Group (**360 RE**) to be appointed as the responsible entity of ANI. By accepting the TIX Offer, ANI Unitholders agree to appoint the Bidder as agent to vote in favour, or appoint a proxy to vote in favour, of resolutions to replace Life Funds with 360 RE as responsible entity of ANI. However, the Bidder undertakes not to exercise any votes at a meeting in connection with this appointment unless the TIX Offer is unconditional before the relevant meeting and this appointment will not be used to replace the responsible entity in circumstances where you do not receive the TIX Consideration.

As the responsible entity, 360 RE will manage ANI in accordance with the ANI constitution, having regard to the best interests of all ANI Unitholders. ~~If the 360 RE is appointed responsible entity before the date seven days before the end of the Offer Period, TIX will waive all conditions to the extent they have not previously been breached.~~

A detailed description of the intentions of TIX is set out in section 5 of this Bidder's Statement.

Next steps

I encourage you to read the Bidder's Statement for more details about the TIX Offer, its terms and importantly the benefits you will receive from accepting the TIX Offer. The Bidder's Statement also includes important information about a holding of TIX Units, including risks associated with TIX. Please contact the TIX Offer Information Line on 1800 247 697 (callers in Australia) or +61 2 8024 1189 (callers outside Australia) between 8.30am and 5.30pm (Sydney time) on Business Days if you have any questions in relation to the TIX Offer.

We look forward to your acceptance of the TIX Offer and welcoming you as a TIX Unitholder.

Yours sincerely,



David van Aanholt
Independent Chairman
360 Capital Investment Management Limited

3 February 2015

HOW TO ACCEPT THE TIX OFFER

The TIX Offer may only be accepted for all of your ANI Units. You may accept the TIX Offer during the Offer Period in the manner specified below. How you accept the TIX Offer depends on whether your ANI Units are held in a CHESS Holding or an Issuer Sponsored Holding (your personalised Acceptance Form outlines which type of holding you have).

In all cases, your acceptance of the TIX Offer must be received before the end of the Offer Period, which is 7.00pm (Sydney time) on ~~XX Month~~ **24 March** 2015, unless the TIX Offer is extended.

If you have any questions about the TIX Offer, please call the TIX Offer Information Line on 1800 247 697 (callers in Australia) or +61 2 8024 1189 (callers outside Australia) between 8.30am and 5.30pm (Sydney time) on Business Days.

- **If you hold your ANI Units in a CHESS Holding** (your HIN starts with an 'X'), to accept the TIX Offer you must comply with the ASX Settlement Operating Rules by doing one of the following:
 - a) instruct your Controlling Participant (usually your Broker) to initiate acceptance of the TIX Offer on your behalf in sufficient time for the TIX Offer to be accepted before the end of the Offer Period; or
 - b) complete and sign your personalised Acceptance Form and send it (together with all other documents required by the instructions on the form) directly to your Controlling Participant (usually your Broker) in sufficient time for the TIX Offer to be accepted before the end of the Offer Period with instructions to initiate acceptance of the TIX Offer on your behalf before the end of the Offer Period; or
 - c) complete and sign your personalised Acceptance Form and lodge it by returning it in the reply paid envelope provided or to the address indicated on the form (and set out below) so that your acceptance is received before 7.00pm (Sydney time) on the second last Business Day of the Offer Period, being ~~XX Month~~ **23 March** 2015 unless the TIX Offer is extended. This will authorise the Bidder to instruct your Controlling Participant to initiate acceptance of the TIX Offer on your behalf.
- **If you are a Broker or an ASX Settlement Participant**, to accept the TIX Offer you must initiate acceptance in accordance with the requirements of the ASX Settlement Operating Rules before the end of the Offer Period.

- **If you hold your ANI Units in an Issuer Sponsored Holding** (your SRN starts with an 'I'), you must complete and sign your personalised Acceptance Form in accordance with the instructions on it and lodge it by returning it (together with all other documents required by the instructions on your personalised Acceptance Form) in the reply paid envelope provided or to the address indicated on the form (and set out below) so that your acceptance is received before the end of the Offer Period.
- **If some of your ANI Units are held in an Issuer Sponsored Holding and some in a CHESS Holding**, you will need to accept the TIX Offer separately for each holding if you wish to accept the TIX Offer for all of your ANI Units across those holdings. Section 11.4 contains further information on how to accept the TIX Offer.
- **If you are a beneficial owner of ANI Units** which are registered in the name of a Broker, investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in accepting the TIX Offer.

The postal and delivery addresses for your completed personalised Acceptance Forms are as follows.

Postal address:
360 Capital Industrial Fund
c/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Hand delivery:
Boardroom Pty Limited
TIX Offer
Level 7, 207 Kent Street
Sydney NSW 2000

A reply paid envelope (for use by ANI Unitholders within Australia) is enclosed for your convenience. The transmission of your personalised Acceptance Form and other documents are at your own risk.

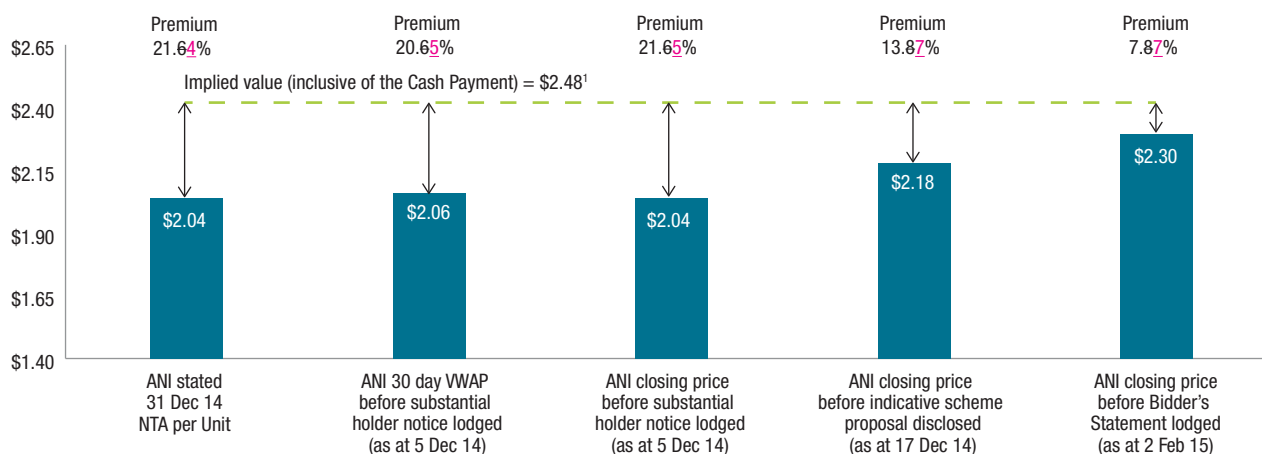
For full details see section 11.4.

WHY YOU SHOULD ACCEPT THE TIX OFFER

For each ANI Unit:

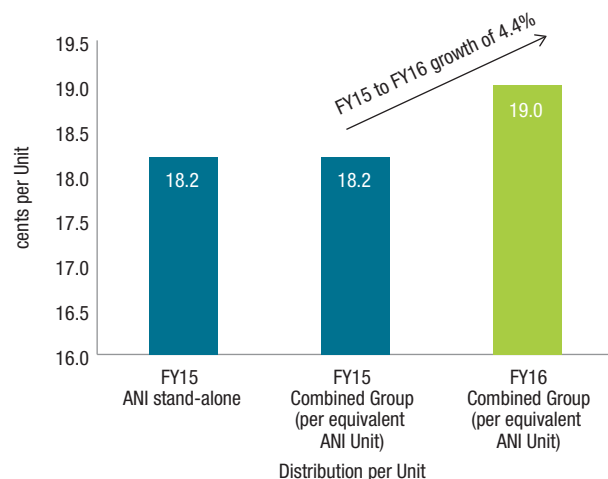
- 0.89 TIX Units equivalent to an implied value of \$2.45¹ under the TIX Offer
- Implied value of \$2.48¹ inclusive of the Cash Payment² of \$0.03

Attractive premium to ANI Unitholders³

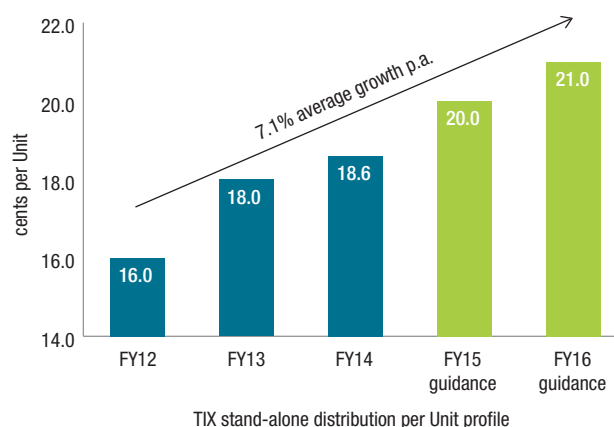


Sustainable distribution and growth track record⁴

- Growth in FY16 distribution from FY15 of 4.4%⁵

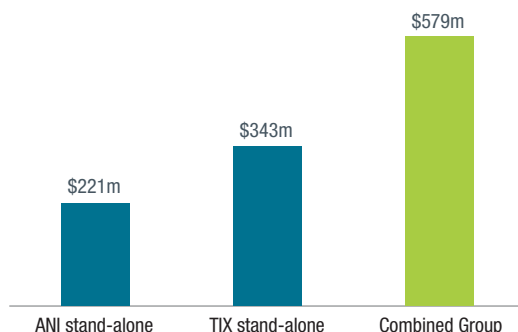


- TIX has demonstrated track record of distribution growth

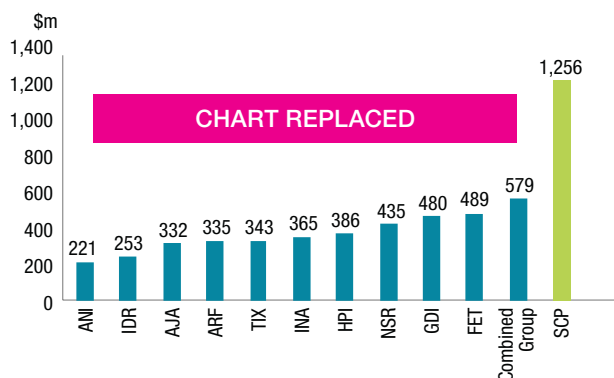


Significantly improved scale and liquidity

Market capitalisation⁶ of ANI, TIX and Combined Group⁷



Market capitalisation⁵ of S&P/ASX A-REIT constituents < \$1.5bn



1 Based on the closing price of TIX Units on 2 February 2015 of \$2.75 and will change according to movements in the ASX market value of TIX Units.

2 Payment of the Cash Payment is subject to satisfaction of the Cash Payment Condition.

3 Based on the implied value of \$2.45 (which excludes the Cash Payment) the premia identified in the below bar graph above would be (in order from left to right) as follows: 20.0%, 19.0%, 20.0%, 12.3% and 6.4%. Refer to section 6 for further information about the financial impact of the TIX Offer (including the impact on NTA per equivalent ANI Unit).

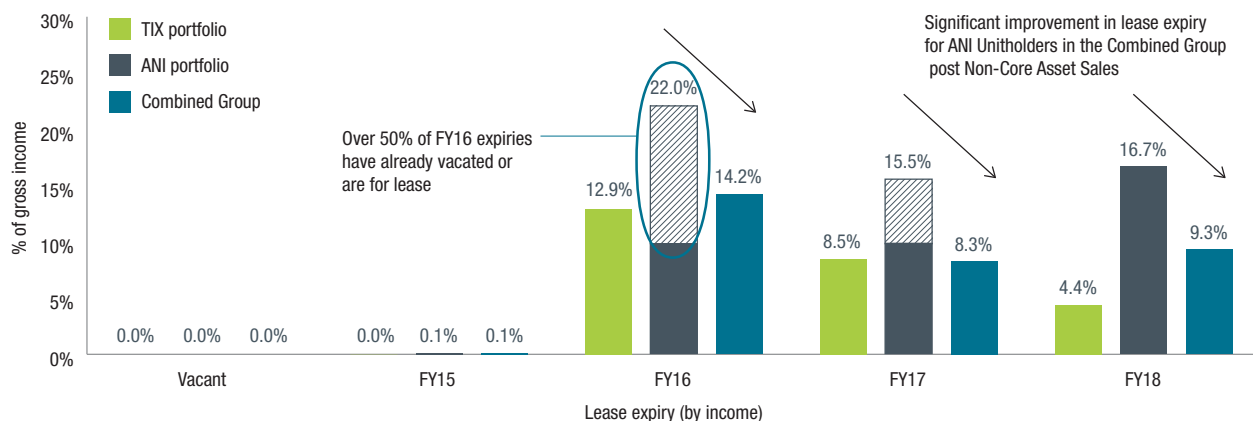
4 Past performance is not indicative of future performance.

5 Assuming TIX acquires 100% of ANI. Refer to section 6.4.5 for further information in relation to the financial information, including relevant assumptions and adjustments.

6 Market capitalisation are based on closing prices of securities on 2 February 2015.

7 Combined Group market capitalisation is based on the total units outstanding multiplied by the closing price of TIX Units on 2 February 2015.

Significant improvement in lease expiry profile and earnings risk as a Combined Group¹



Combined Group's superior portfolio and investment metrics

Portfolio metrics ²	ANI stand-alone
Number of Assets	16
Geographic diversification	NSW, VIC, WA
Net Building Area (sqm)	274,140
Property Value (\$m)	318.5
Occupancy (by area)	100%
WALE (by income)	4.9 years
Tenants	18
Market capitalisation ³	\$221m

Portfolio metrics ⁴	Combined Group
Number of Assets	38
Geographic diversification	NSW, VIC, QLD, WA, ACT, SA
Net Building Area (sqm)	697,426
Property Value (\$m)	844.5
Occupancy (by area)	99.9%
WALE (by income)	5.5 years
Tenants	61
Market capitalisation ⁵	\$579m

360 Capital's strong acquisition track record has improved portfolio quality

- Since listing, ANI's WALE has reduced
- TIX has continually increased security of income via increasing WALE and tenant quality

Portfolio metrics	ANI on listing	ANI now ²
Assets	8	16
Value	\$175.8m	\$318.5m
WALE	6.0 years	4.9 years
Occupancy	100%	100%

Portfolio metrics	TIX initial ⁶	TIX now ²
Assets	24	22
Value	\$281.7m	\$526.0m
WALE	3.3 years	5.8 years
Occupancy	91%	100%

Acquisitions	ANI stand-alone
Value	\$124.0m
WALE	5.9 years

Acquisitions	TIX
Value	\$273.0m
WALE	9.3 years

Alignment of Interest

- TIX is 360 Capital's only industrial fund and 360 Capital has elected not to accept other industrial mandates which would compete with TIX.⁷
- 360 Capital has a strong alignment of interest with ANI and TIX Unitholders as the largest unitholder in ANI and TIX (total investment value of approximately \$72.0 million).

Co-investment	ANI stand-alone
Fife Funds	0.6%
360 Capital	12.9%

Co-investment	Combined Group ^{7,8}
Fife Funds	0.2%
360 Capital	12.4% ^{8,9}

1 After adjusting for Non-Core Asset Sales (see section 5.5) noted above, and assuming TIX acquires 100% of ANI.

2 As at 31 December 2014 adjusted for post-period announcements.

3 Market capitalisation based on closing prices of ANI Units on 2 February 2015.

4 Pro forma as at 31 December 2014 assuming TIX acquires 100% of ANI.

5 Combined Group market capitalisation is based on total units outstanding multiplied by the closing price of TIX Units on 2 February 2015.

6 At the time 360 Capital took over management of the vehicle in 2010.

7 Excluding, for the avoidance of doubt, the possible appointment of 360 RE as responsible entity of ANI where TIX does not acquire 100% of ANI.

78 Assuming TIX acquires 100% of ANI and all parties accept the TIX Offer in respect of their existing ANI Unitholdings.

89 Assuming TIX acquires 100% of ANI, in certain circumstances 360 Capital may be required to sell up to 5.1% of its current holding in ANI. Refer to section 4.11.2.

1 Attractive premium to ANI Unitholders

Based on the closing price of TIX Units on 2 February 2015, the scrip consideration of 0.89 TIX Units for each ANI Unit provides ANI Unitholders with an implied value per ANI Unit of \$2.45 and \$2.48 per ANI Unit inclusive of the Cash Payment¹.

The implied value of the TIX Offer during the Offer Period will change according to movements in the ASX market value of TIX Units.

The implied value of the TIX Offer is attractive relative to ANI's historical trading levels.

Figure A.1: ANI Unit trading performance relative to the TIX Offer²

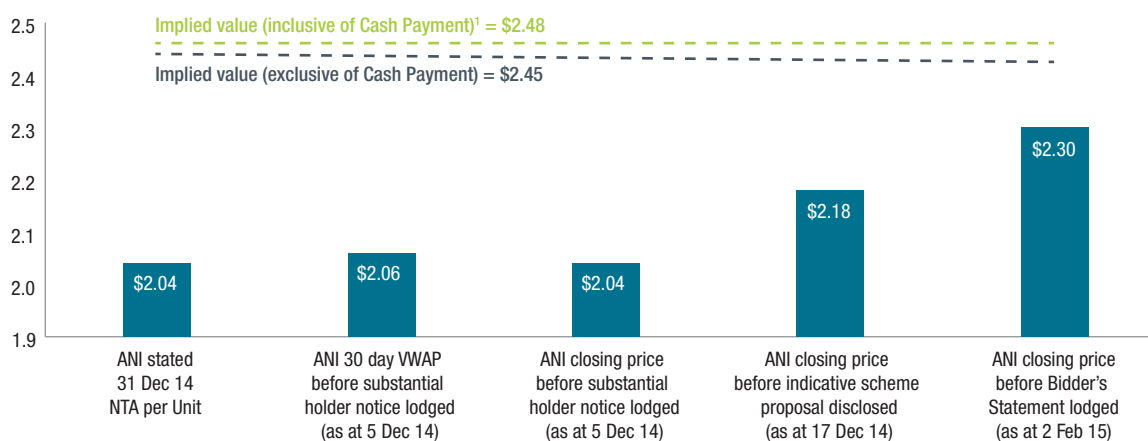
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The implied value of \$2.48 per ANI Unit (inclusive of the Cash Payment) equates to³:

- 21.6% **21.4%** premium to ANI's stated 31 December 2014 NTA per ANI Unit of \$2.04⁴;
- 20.6% **20.5%** premium to ANI's 30 day VWAP to 5 December 2014 of \$2.06 (adjusted for the ANI December 2014 distribution⁵), the day prior to 360 CIML lodging its substantial shareholder notification with ASX; and
- 13.8% **13.7%** premium to ANI's closing price on 17 December 2014 of \$2.18 (adjusted for the ANI December 2014 distribution⁵), the day prior to TIX confirming to the market its indicative non-binding proposal for the acquisition of ANI by TIX by way of an agreed trust scheme.

Figure A.1: TIX Offer premium to ANI benchmark prices including Cash Payment⁵

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Implied value Premia to above prices					
Implied value of TIX Offer ⁵	20.0%	19.0%	20.0%	12.3%	6.4%
Implied value inclusive of Cash Payment ¹	21.4%	20.5%	21.5%	13.7%	7.7%

¹ Payment of the Cash Payment is subject to satisfaction of the Cash Payment Condition (see section 9.3).

² Source: Refer relevant ASX Announcements.

³ Based on the implied value of \$2.45 (which excludes the Cash Payment) the premia identified in the bullets below would be (in order) as follows: 20.0%, 19.0% and 12.3%.

⁴ As per ANI ASX announcement (14 January 2015). Refer to section 6 for further information about the financial impact of the TIX Offer (including the impact on NTA per equivalent ANI Unit).

⁵ The ANI Unit price has been adjusted by subtracting the pro rata December 2014 distribution entitlement attached to an ANI Unit as at the relevant date.

⁶ Based on the implied value of \$2.45 (which excludes the Cash Payment) the premia identified in the below bar graph would be (in order from left to right) as follows: 20.0%, 19.0%, 20.0%, 12.3% and 6.4%. Refer to section 6 for further information about the financial impact of TIX Offer (including the impact on NTA per equivalent ANI Unit).

Below is a sensitivity table which illustrates the implied value of the TIX Offer and the implied value inclusive of the Cash Payment at various TIX Unit prices.

Figure A.3 A.2: TIX Offer value at different TIX Unit prices

TIX Unit price (\$)	2.61	2.63	2.65	2.67	2.69	2.71	2.73	2.75	2.77
Implied value of the TIX Offer (\$)	2.32	2.34	2.36	2.38	2.39	2.41	2.43	2.45	2.47
Implied value inclusive of Cash Payment ¹ (\$)	2.35	2.37	2.39	2.41	2.42	2.44	2.46	2.48	2.50

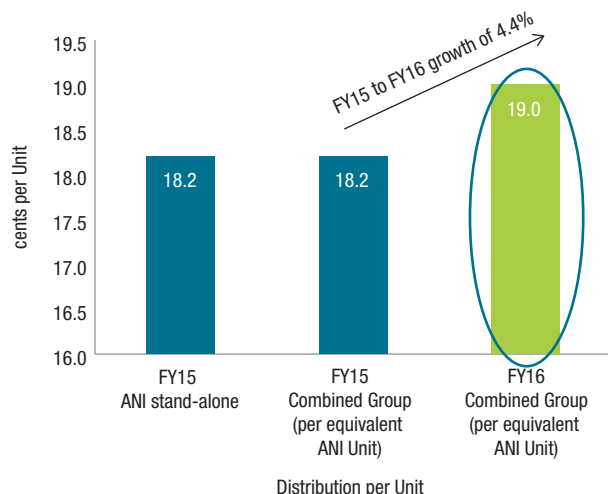
The 4-day VWAP of TIX Units since 28 January 2015, being the date ANI announced its FY15 distributable earnings guidance and the last date any material price-sensitive announcement was made by either TIX or ANI prior to the date of the Bidder's Statement, was \$2.71. This implies a value of the TIX Offer per ANI Unit of \$2.41 and a value of \$2.44 inclusive of the Cash Payment. The 4 day VWAP of ANI Units since 28 January 2015 was \$2.27. Based on these values, the implied value of the TIX Offer is at a 6.3% premium to the price of ANI Units and a 7.7% premium inclusive of the Cash Payment. This compares very closely to the stated closing price premia of 6.4% and 7.7% respectively.

2 ~~Improved quality of earnings and distributions~~ Improved earnings and distribution risk profile²

On the basis that TIX acquires 100% of ANI Units, ANI Unitholders, in the Combined Group:

- will participate in the improved earnings and distribution **risk** profile of the Combined Group, reflecting its improved FY16, FY17 and FY18 lease expiry profile;³ and
- are forecast to receive a FY16 distribution of 19.0 cents per equivalent ANI Unit, representing growth of 4.4% on your ANI stand-alone FY15 distribution guidance.

Figure A.4 A.3: Pro forma distribution impact



TIX currently pays distributions quarterly within one month of each calendar quarter end.

¹ Payment of the Cash Payment is subject to satisfaction of the Cash Payment Condition.

² Assuming TIX acquires 100% of ANI. Refer to section 6.4.5 for further information in relation to the financial information, including relevant adjustments.

³ The Combined Group will have a more diversified portfolio which is expected to reduce risk associated with future earnings and distributions.

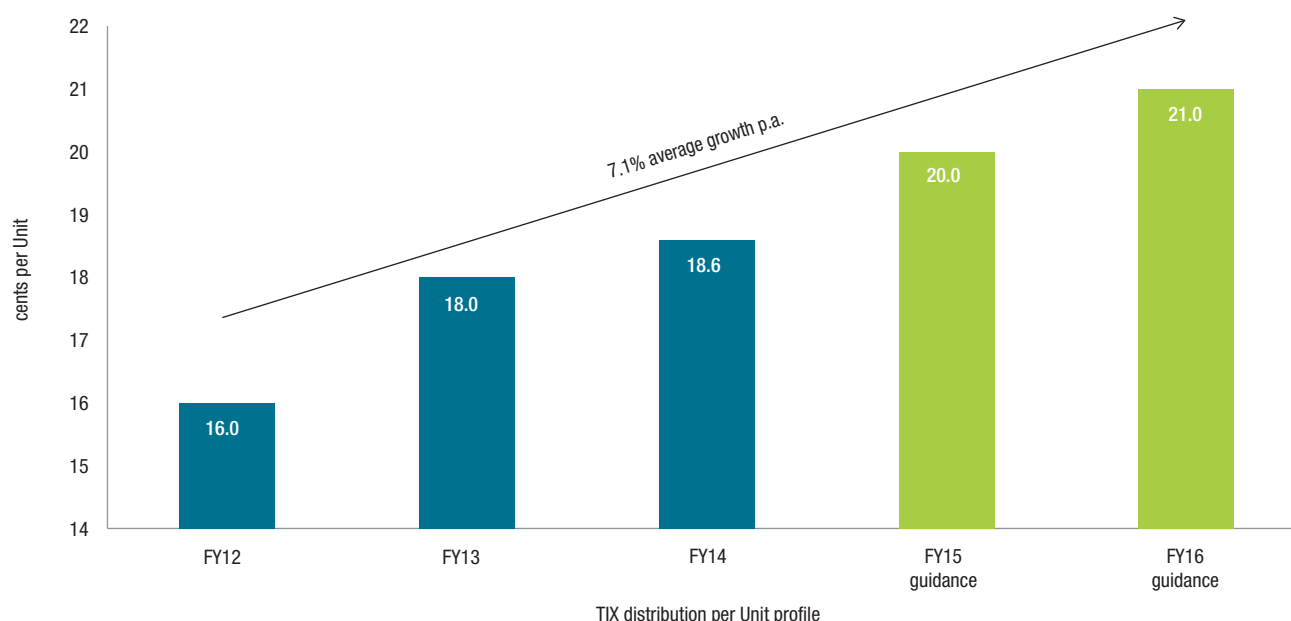
3 360 Capital has a demonstrated track record¹

ANI Unitholders who accept the TIX Offer will benefit from the proven expertise and track record of 360 Capital.

History of solid operating performance

TIX has a demonstrated history of growing earnings and distributions per unit for TIX Unitholders. On 19 January 2015, TIX released updated guidance for the year ending 30 June 2015 and the year ending 30 June 2016.

Figure A-5 A.4: TIX stand-alone distribution track record and forecast



Highly experienced management team have delivered on strategy

TIX benefits from having a highly experienced management team and access to 360 Capital's 21 full time staff. Since taking over management of TIX in 2010, 360 Capital has repositioned TIX having successfully executed a number of key initiatives:

- Over 338,000 square metres or 80% of the portfolio leased since taking over management, and over 166,000 square metres or 39% of the portfolio leased since listing;
- 11 assets or \$273.0 million acquired and 13 non-core asset sales of \$88.3 million;
- Delivered three distribution upgrades since listing in December 2012;
- Three equity raisings totaling \$149.0 million conducted since listing with each equity issuance priced above the previous issue price (\$1.80, \$2.00 & \$2.16 per TIX Unit respectively); and

Under the management of 360 Capital, the TIX portfolio has improved occupancy, WALE, tenant quality and weighting towards fixed rental review structures. TIX's \$273.0 million of acquisitions significantly improved TIX's portfolio WALE from 3.3 years to 5.8 years, thereby increasing security of income. See page 7.

The TIX Offer allows ANI Unitholders to gain exposure to 360 Capital's highly credentialed senior management team:

- average real estate experience of almost 20 years with strong performance in managing listed entities;
- focus on industrial property (industrial properties represent 53% of 360 Capital's current portfolio exposure);
- access to high quality industrial asset pipeline from leading national developer, Walker Corporation, where TIX has first right of refusal over industrial properties developed by Walker Corporation until June 2017;
- industrial management team has deep corporate and agency backgrounds with substantial leasing and asset management experience;
- demonstrated track record in addressing future lease expiries; and
- offices in Sydney and Melbourne.

¹ Past performance is not indicative of future performance.

TIX has consistently provided TIX Unitholders with attractive relative total returns

360 Capital through its active and disciplined management approach has delivered to TIX Unitholders a total unitholder return of:

- 88.8% since 12 December 2012 (TIX's listing date) listing outperforming the S&P/ASX 300 A-REIT Accumulation Index of 50.5% over the same period; and
- 44.7% since 21 October 2013 (ANI's listing date) outperforming ANI which returned 27.1% over the same period.

Figure A.6 A.5: relative total unitholder return since TIX listing

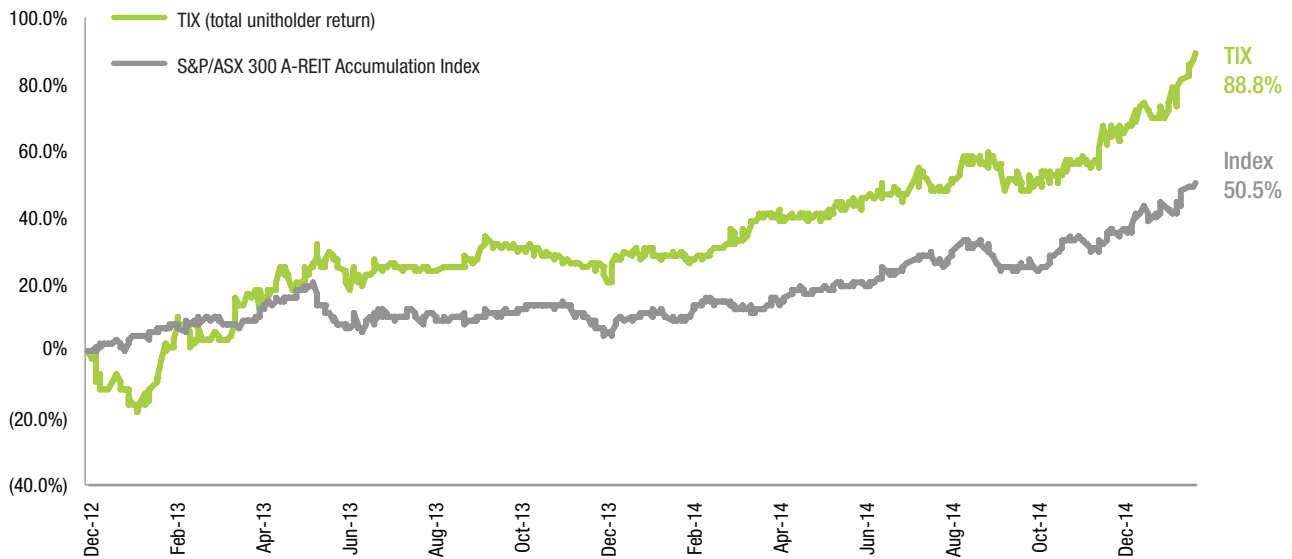
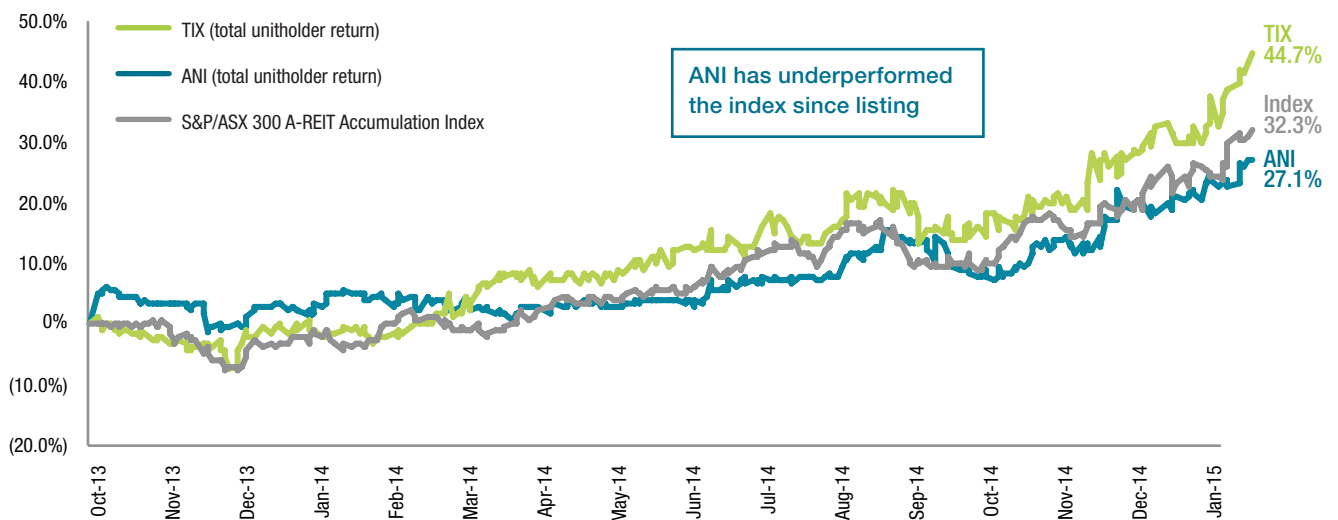


Figure A.7 A.6: relative total unitholder return since ANI listing



4 Strong alignment of interest between 360 Capital and the Combined Group

As part of its strategy of being aligned with its investors, 360 Capital ensures it maintains a significant co-investment in each of the funds it manages. This strategy ensures 360 Capital remains focused and disciplined on the financial returns to TIX Unitholders as it has a material impact on its own financial performance.

360 Capital is the largest unitholder in both ANI and TIX, holding 12.9% and 12.0% respectively of issued units.

Based on the current holdings of 360 Capital, including its subsidiaries, in both TIX and ANI, 360 Capital will hold 12.4%¹ of the units in the Combined Group (representing an investment of approximately \$72.0 million).

This compares to the 0.6% ownership of ANI by Allan Fife, Fife Capital Funds Limited and its related bodies corporate (Fife Funds).

360 Capital's intention is to retain its co-investment in the Combined Group and to continue to be strongly aligned with Unitholders.

Co-investment	Combined Group ¹
Fife Funds	0.2%
360 Capital	12.4% ²

5 Strategy to address ANI's FY16, FY17 and FY18 lease expiry risk

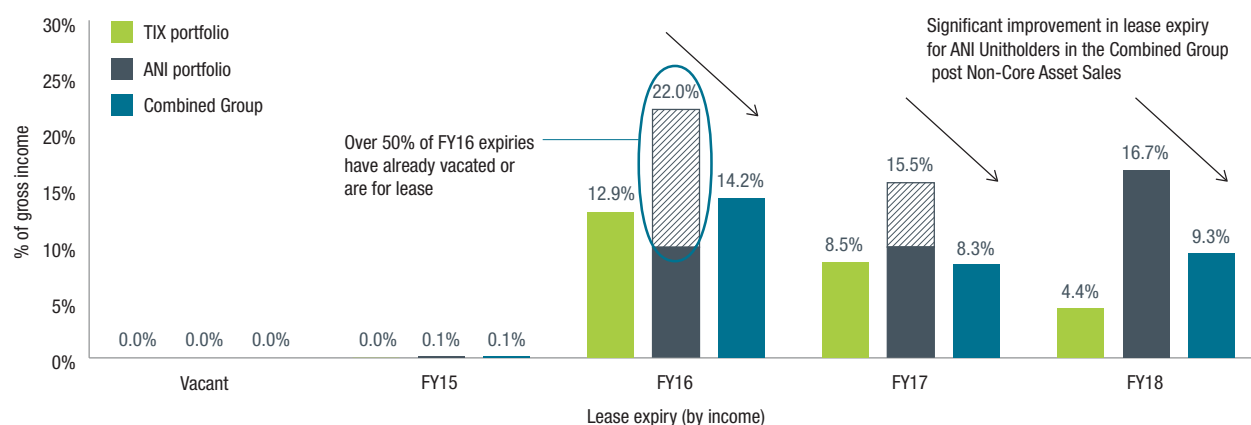
ANI has approximately 54.2% (by income) of its leases expiring in FY16, FY17 and FY18. This will potentially have a significant impact on ANI's earnings for FY17 and FY18 whereby earnings may not be maintained at or above previous year's earnings and in turn be detrimental to ANI maintaining current distribution levels.

By merging the TIX and ANI portfolios the lease expiry profile for current ANI Unitholders in FY16, FY17 and FY18 will be improved. Furthermore, 360 CIML has identified \$46.9 million in Non-Core Asset Sales which it will endeavour to sell within 6-12 months of acquiring ANI, the impact of which will further reduce this imminent risk in the ANI portfolio. The properties identified as a non-core are set out below.

Property	Independent Valuation (\$m)	Capitalisation rate ³	WALE (years)
324-332 Frankston-Dandenong Road, Dandenong South VIC	24.6	8.75%	2.0
49 Temple Drive, Thomastown VIC	13.0	9.00%	1.5
2 Keon Parade, Keon Park VIC	9.3	9.50%	1.5
Total	46.9	8.97%	1.8

These properties were acquired in March 2014 as part of a portfolio and are characterised by older style improvements.

Figure A-8 A.7: TIX, ANI and Combined Group lease expiry profile (by income)⁴



1 Assuming TIX acquires 100% of ANI and all parties accept the Offer in respect of their existing ANI Unitholdings.

2 Assuming TIX acquires 100% of ANI, in certain circumstances 360 Capital may be required to sell up to 5.1% of its current holding in ANI. Refer to section 4.11.2.

3 At purchase.

4 After adjusting for Non-Core Asset Sales noted above, and assuming TIX acquires 100% of ANI.

324-332 Frankston-Dandenong Road, Dandenong South VIC is currently sub-let by Gerard Land to three individual tenants, Schneider Electric, Sullair and LJM Marketing Services. 360 CIML understands the tenancy areas sub-let to Sullair and LJM Marketing are currently being marketed for lease.

49 Temple Drive, Thomastown VIC is leased to Amcor Packaging until June 2016. 360 CIML understands the tenant has vacated the property and is currently marketing the property for sub-lease.

Over 50% of FY16 expiring tenants have already vacated or are for lease. Many of these buildings are [of an](#) older style.

By disposing of these assets, TIX will be improving the quality of the portfolio and will reduce the risk associated with potential expiries in FY16, FY17 and FY18. TIX has a strong track record of disposing of non-core assets and has demonstrated an ability to improve asset quality and fund performance through redeploying sale proceeds into acquisitions of higher quality assets.

Details on the Non-Core Asset Sales are set out in section 5.5.

6 Significantly improved market position, scale, diversification and liquidity¹

Increased scale and leading market position provides enhanced growth prospects

ANI Unitholders who accept the TIX Offer will receive an investment in the largest ASX-listed pure rent-collecting industrial REIT. TIX will have, prior to the Non-Core Asset Sales:

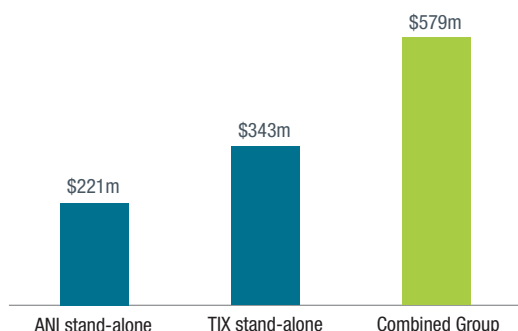
- 38 industrial properties located throughout Australia (versus to 16 industrial ANI stand-alone properties) as at the date of the Bidder's [statement](#) [Statement](#);
- total portfolio value of \$844.5 million (compared to ANI stand-alone portfolio value of \$318.5 million, as at 31 December 2014);
- a market capitalisation of \$579 million² (compared to ANI stand-alone market capitalisation of \$221.5 million³); and
- over 697,000 square metres of industrial space in core Australian industrial markets.

The leading market position and profile of the Combined Group may enhance growth opportunities and improve TIX Unitholder value.

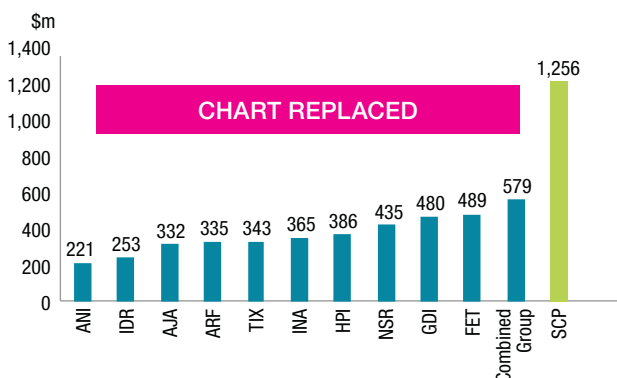
With its larger market capitalisation, the Combined Group's access to capital is likely to be enhanced.

The TIX Offer is believed to provide ANI Unitholders with an opportunity to participate in the expected strategic benefits arising from the Combined Group, or alternatively, the opportunity to sell their units into what is expected to be a more liquid market created by the larger and more attractive Combined Group at a time of their choosing.

Market capitalisation⁴ of ANI, TIX and Combined Group²



Market capitalisation⁴ of S&P/ASX A-REIT constituents < \$1.5bn



¹ Assuming TIX acquires 100% of ANI.

² Combined Group market capitalisation is based on total units outstanding multiplied by the closing price of the TIX Units on 2 February 2015.

³ Market capitalisation is based on the closing price of ANI Units on 2 February 2015.

⁴ Market capitalisation are based on closing prices of securities on 2 February 2015.

WHY YOU SHOULD ACCEPT THE TIX OFFER

(CONTINUED)

Enhanced *Improved* earnings and distribution *quality risk profile* from greater diversification and improved expiry profile

The Combined Group will create a highly diversified industrial portfolio with enhanced diversification across assets, tenants and geography:

- exposure across five Australian States and providing enhanced diversification across assets, tenants and markets;
- added allocations to QLD, SA and ACT with a reduced allocation to its largest market in NSW to 41% from 66%;
- the largest asset (TIX asset leased to Woolworths) to represent approximately 8.5% of total portfolio value;
- the largest single tenant (Woolworths) to represent approximately 8.7% of total portfolio income (compared to Amcor representing 13.4% in the ANI stand-alone portfolio);
- strong tenant representation (top 10 tenants representing 48.8% of total income); and
- *a more diversified portfolio which is expected to reduce risk associated with future earnings and distributions; and*
- significantly improved WALE and lease expiry profile.

Figure A-9 *A.8*: ANI geographic diversification by income (stand-alone)

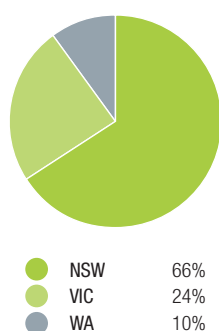


Figure A-10 *A.9*: TIX geographic diversification by income (stand-alone)

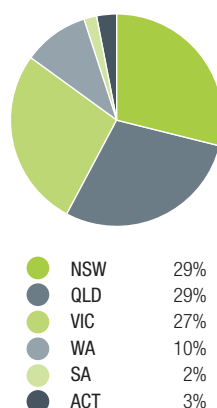
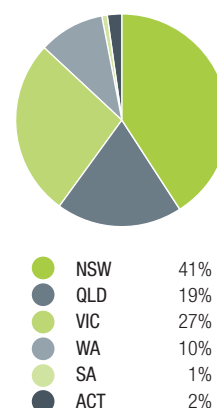


Figure A-11 *A.10*: TIX and ANI Combined geographic diversification by income



Improved liquidity and increased weighting in the S&P/ASX 300 A-REIT Index

The Combined Group may benefit from an increase in ASX market weighting which may lead to an increase in its ranking on the S&P/ASX 300 Index and potential inclusion in the S&P/ASX 200 Index.

Potential for a substantial re-rating and reduced cost of capital

As a result of a larger market capitalisation and improved liquidity (as outlined above), the Combined Group Units may experience a unit price valuation re-rating and increased interest from investors which may improve its cost of equity capital. Likewise, an increase in scale of the Combined Group's balance sheet and borrowing capacity may lead to lower borrowing costs and an improved credit profile.

7 Risks of not accepting the TIX Offer to ANI Unitholders

If ANI Unitholders do not accept the TIX Offer, there is the risk that TIX acquires less than 90% of ANI Units and does not achieve compulsory acquisition. If this occurs:

- the price of ANI Units may fall below the value of the TIX Offer;
- ANI Unitholders who do not accept the TIX Offer may become minority unitholders in a less liquid investment; and
- the TIX and ANI portfolios will not merge, the Non-Core Asset Sales may not proceed and the existing lease expiry risks may remain in the portfolio of ANI.

FREQUENTLY ASKED QUESTIONS

You may have questions in relation to the TIX Offer. The following set of questions and answers is intended to assist in your understanding of the TIX Offer. They are qualified by, and should be read in conjunction with, the detailed information contained in this Bidder's Statement. You should read the Bidder's Statement in full before deciding whether or not to accept the TIX Offer.

If you have any further questions about the TIX Offer or how to accept it, please call the TIX Offer Information Line on 1800 247 697 (callers in Australia) or +61 2 8024 1189 (callers outside Australia) between 8.30am and 5.30pm (Sydney time) on Business Days.

Question	Answer	Section
What is the TIX Offer?	The Bidder is offering to buy all of your ANI Units by way of an off-market takeover bid. If you accept the TIX Offer, and the TIX Offer is declared or becomes unconditional, you will receive the TIX Consideration, being 0.89 TIX Units per ANI Unit. You may also be entitled to receive the Cash Payment of \$0.03 per ANI Unit if the Cash Payment Condition is satisfied. If you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Unitholder, you will not be entitled to receive TIX Units. Instead, you will be paid by the Sale Nominee the net proceeds of the sale of the TIX Units you would have been entitled to. Refer to section 11.5.4 for further details.	Section 11
What is the Cash Payment?	The Cash Payment is a cash payment of \$0.03 per ANI Unit which will be made by 360 Capital to ANI Unitholders who accept the TIX Offer and are entitled to receive the TIX Consideration if the Cash Payment Condition is satisfied as the result of either: - the Bidder receives acceptances under the TIX Offer in respect of more than 50% of the ANI Units; or - a member of the 360 Capital Group is appointed as responsible entity of ANI, on or before the day before the end of the Offer Period. Further, if either of the Cash Payment Conditions is satisfied before the date seven days before end of the end of the Offer Period, the Bidder undertakes to waive all of the Conditions to the TIX Offer to the extent they have not previously been breached. As at the commencement of the Offer Period, the TIX Consideration does not include the Cash Payment and the Offer Terms do not include an obligation to pay, or procure the payment of, the Cash Payment. However if the Cash Payment Condition is satisfied, TIX will vary the TIX Consideration and the Offer Terms to include an obligation on TIX to pay or procure that 360 Capital pay the Cash Payment. If the Cash Payment Condition is satisfied after you accept the TIX Offer and you are entitled to receive the TIX Consideration, you will still receive the Cash Payment. See section 9.3 for further information regarding the Cash Payment.	Section 9.3
Who is making the TIX Offer?	360 CIML as responsible entity of TIX is offering to acquire all your ANI Units.	Section 2
Who is 360 CIML?	360 CIML is a wholly owned subsidiary of 360 Capital, an ASX-listed (ASX code of TGP) real estate investment and funds management group with a market capitalisation of \$261.1 million¹. 360 Capital manages nine listed and unlisted investment vehicles with total assets under management in excess of \$950 million on behalf of over 8,300 investors and has over \$134 million worth of co-investments across the 360 Capital platform. TIX is 360 Capital's only industrial mandate.² The 360 Capital senior management team has an average of almost 20 years' experience across Australian real estate and funds management sectors. 360 Capital is 20.7% owned by Tony Pitt who is 360 Capital's Managing Director, and the 360 Capital management team own a further 6.8% of 360 Capital.	Section 2

¹ As at market close on 2 February 2015.

² Excluding, for the avoidance of doubt, the possible appointment of 360 RE as responsible entity of ANI where TIX does not acquire 100% of ANI.

FREQUENTLY ASKED QUESTIONS

(CONTINUED)

Question	Answer	Section
What is TIX?	TIX is an ASX listed real estate investment trust included in the S&P/ASX 300 A-REIT Index with a market capitalisation of \$343.4 million¹. TIX holds a well-diversified portfolio of 22 institutional grade industrial properties valued at \$526.0 million across Australia. The portfolio has an occupancy of 99.9%, a WALE of 5.8 years, WACR of 8.2% and 97% of all leases incorporate annual fixed or CPI rent reviews providing predictable and stable cashflows.	Section 2
Who are the directors of 360 CIML?	David van Aanholt, Independent Chairman Tony Pitt, Managing Director Andrew Moffat, Independent Director John Ballhausen, Independent Director Graham Lenzner, Independent Director	Section 2.7.2
Do the directors of 360 CIML have any interests in ANI Units?	No.	
What is the value of the TIX Offer?	On the basis of the closing price of TIX Units the day immediately prior to this Bidder's Statement of \$2.75 (2 February 2015), the implied value of the TIX Offer is \$2.45 per ANI Unit and \$2.48 per ANI Unit inclusive of the Cash Payment². The implied value of the TIX Consideration will change as a result of movements in the market price of TIX Units. See the "Important Information" section at the front of this Bidder's Statement for further information. <u>The 4-day VWAP of TIX Units since 28 January 2015, being the date ANI announced its FY15 distributable earnings guidance and the last date any material price-sensitive announcement was made by either TIX or ANI prior to the date of the Bidder's Statement, was \$2.71. This implies a value of the TIX Offer per ANI Unit of \$2.41 and a value of \$2.44 inclusive of the Cash Payment. The 4 day VWAP of ANI Units since 28 January 2015 was \$2.27. Based on these values, the implied value of the TIX Offer is at a 6.3% premium to the price of ANI Units and a 7.7% premium inclusive of the Cash Payment. This compares very closely to the stated closing price premia of 6.4% and 7.7% respectively.</u>	Section 11.2
Are there any circumstances in which I will not be entitled to receive TIX Units?	If you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Unitholder, you will not be provided with TIX Units. See the answer to "What is the TIX Offer" above.	Section 11.5.4
Why should I accept the TIX Offer?	The TIX Offer is designed to provide significant financial and strategic benefits to ANI Unitholders. These benefits include those set out below: ● Attractive premium to ANI Unitholders; ● Improved quality of earnings and distribution risk profile; ● 360 Capital has a demonstrated track record; ● Strong alignment of interest with 360 Capital as fund manager; ● Strategy to address imminent risk in ANI portfolio; and ● Significantly improved market position, scale, diversification and liquidity. See the section "Why you should accept the TIX Offer" on page 6.	Section titled "Why you should accept the Offer"

¹ As at market close on 2 February 2015.

² The payment of the Cash Payment is subject to satisfaction of the Cash Payment Conditions.

Question	Answer	Section
Are there any risks in accepting the TIX Offer?	If you accept the TIX Offer, you will be issued with TIX Units (unless you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Unitholder). There are a number of risks factors associated with an investment in TIX Units and with the TIX Offer itself. These risks include: Availability of capital: Real estate investment is highly capital intensive. TIX's ability to raise funds in the future on favourable terms depends on a number of factors, many of which are outside of its control and may increase the cost and availability of capital; Integration risks: As 360 CIML has not conducted due diligence on ANI, and has not engaged with ANI or Fife Funds in relation to the integration of ANI, there are risks associated with integrating TIX and ANI, which may lead to implementation and other one-off costs of integration being substantial or greater than reasonably anticipated. This could have a material adverse impact on the Combined Group's financial position and performance; Reliance on public information: In preparing the information in relation to ANI contained in this Bidder's Statement, the Bidder has relied on publicly available information relating to ANI. Risks may exist in relation to ANI (which may affect the Combined Group) of which the Bidder may be unaware; Assumptions by the Bidder: The Bidder has made certain assumptions in estimating the accretion to ANI Unitholders' distribution per unit. There is a risk that the assumptions may not be accurate and the accretion to ANI Unitholders' distribution per unit may be higher or lower than estimated; Issue of TIX Units as consideration: ANI Unitholders are being offered TIX Units as consideration under the TIX Offer. As a result, the value of the consideration will fluctuate depending upon the market value of TIX Units. Accordingly, the market value of the TIX Units at the time you receive them may vary significantly from their market value on the date of your acceptance of the TIX Offer, and the tax treatment of the TIX Units you receive may be different from your ANI Units; Sale of TIX Units: Under the TIX Offer, 360 CIML will issue a significant number of new TIX Units. Some ANI Unitholders may not intend to continue to hold their TIX Units and may wish to sell them. There is a risk that increased sales of TIX Units may adversely impact on the price of, and demand for, TIX Units; Failure to acquire 100% of ANI: If TIX fails to acquire 100% of the units in ANI, there is a risk that some of the benefits outlined in this Bidder's Statement may not be fully achieved; and Triggering change of control provisions: As the TIX Offer may result in a change in control of ANI there could be consequences for the Combined Group under pre-emptive rights or change of control provisions affecting ANI's assets or borrowings. If waivers of counter-party rights under pre-emptive rights or change of control provisions cannot be obtained, then this could alter the profile of the Combined Group. The risks outlined above, together with other risk factors including general industry and investment risks, are described in section 8. In deciding whether or not to accept the TIX Offer, you should carefully consider these risks.	Section 8
When does the TIX Offer open and close?	The TIX Offer is open on XX Month 2015 17 February 2015 and is scheduled to close at 7.00pm (Sydney time) on XX Month 2015 24 March 2015. You should note that the Offer Period can be extended as permitted by the Corporations Act.	Section 11.3
How do I accept the TIX Offer?	See the section "How to Accept the TIX Offer" on page 5 and the instructions on the accompanying Acceptance Form.	Section 11.4

FREQUENTLY ASKED QUESTIONS

(CONTINUED)

Question	Answer	Section
What are the conditions of the TIX Offer?	The TIX Offer is subject to a number of Conditions (which are set out in full in Appendix 1), which include requirements that: • ANI does not provide any information relating to ANI which is not 'generally available' to a Third Party for the purposes of enabling that party to make a Competing Proposal without also promptly providing that information to the Bidder and announcing any Inside Information which forms part of that information; • no material adverse change occurs in relation to ANI from the Announcement Date until the end of the Offer Period; • the S&P/ASX 200 Index does not fall by 10% or more below its level as at close of trading on the last trading day on ASX before the Announcement Date; • every person who has certain 'change in control' rights arising in respect of the TIX Offer provides ANI and the Bidder with a waiver or release; • the target's statement issued by ANI either states that there are no such 'change in control' rights or, if there are, provides certain details about them; • other regulatory approvals have been obtained and relevant regulatory waiting periods expired before the end of the Offer Period; • before the end of the Offer Period there is no decision by an Authority or application to an Authority which has a specified adverse effect on rights in respect of ANI Units or the TIX Offer; • ANI does not take certain actions between the Announcement Date and the end of the Offer Period in relation to the conduct of ANI's business; • between the Announcement Date and the end of the Offer Period, ANI does not announce, declare or pay a distribution exceeding 18.2 cents per unit in total for FY15; • there are no 'prescribed occurrences' in relation to ANI between the Announcement Date and the end of the Offer Period; • the two day trading VWAP of TIX Units on ASX ending on the Business Day before that which is five Business Days prior to the commencement of the Offer Period is not less than \$2.376 per unit; and • ANI and 360 CIML do not enter into a merger implementation agreement in connection with a trust scheme pursuant to which TIX will acquire all of the units in ANI on terms which are no less favourable in all material respects to those proposed in relation to the TIX Offer. If any of these Conditions are not satisfied or waived by the Bidder by the end of the Offer Period, then the TIX Offer will lapse and not proceed (i.e. you will retain your ANI Units). In addition, there is a statutory condition (see section 11.11) relating to the ASX quotation of TIX Units to be issued under the TIX Offer. If this condition is not satisfied, the TIX Offer will lapse and not proceed (i.e. you will retain your ANI Units). Note that the above list of conditions is a summary only and you should make sure you read the complete list in Appendix 1.	Section 11.6 and Appendix 1
Is there a minimum acceptance condition?	No, there is no minimum acceptance condition. This means that an ANI Unitholder can accept the TIX Offer and receive TIX Consideration irrespective of the decision of other ANI Unitholders. TIX removed its 50.1% minimum acceptance condition to increase the certainty of success of the TIX Offer.	Section 6.2
What relevant interest does TIX or 360 Capital have in ANI?	TIX does not hold any interest in ANI, however 360 Capital and its subsidiaries have a relevant interest in 12.9% of ANI Units, as at the date of this Bidder's Statement. TIX's ultimate holding in ANI as a result of the TIX Offer will depend on the level of acceptances.	Section 4.9

Question	Answer	Section
Will my new TIX Units be listed on the ASX?	Within seven days of the date of this Bidder's Statement, 360 CIML in its capacity as responsible entity of TIX will apply to the ASX for quotation of the TIX Units to be issued in conjunction with this TIX Offer. Quotation will depend on the ASX exercising its discretion to admit the new TIX Units to the official list. However, as TIX is already admitted to the official list of the ASX and securities in TIX are in the same class or on the same terms as those to be issued under the TIX Offer are already quoted, 360 CIML is of the view that quotation of the TIX Units will be granted.	Section 11.11
Will my TIX Units have the same rights and liabilities as all other TIX Units?	Yes, the TIX Units issued under this TIX Offer will rank equally with existing TIX Units including for any distribution with a record date that falls on or after the TIX Units are issued. Further details of rights in relation to TIX Units are set out in sections 9.1 and 9.2. If on or before 24 March 2015 you accept the TIX Offer and the Conditions have been satisfied or waived, you will be issued the TIX Units in time to receive TIX's March 2015 quarter distribution of 5.0662 cents per TIX Unit you are entitled to receive.	Section 1.1.6
What are the financial implications of the TIX Offer?	The financial impact of the TIX Offer on TIX is set out in more detail in section 6. This section also provides information in relation to TIX and ANI as stand-alone entities and the financial consequences for ANI Unitholders who accept the TIX Offer.	Section 6
What are the fees paid to responsible entity of TIX?	360 CIML, as responsible entity of TIX, receives fees of 0.60% per annum of gross asset value (GAV).	Section 10
When will I receive the TIX Consideration?	If you accept the TIX Offer and the TIX Offer is declared or becomes unconditional, the Bidder will, in the usual case, pay or provide you the TIX Consideration within or on the later of: • five Business Days of your acceptance of the TIX Offer; • if this TIX Offer is subject to a defeating condition when accepted, within 10 Business Days after this TIX Offer or the contract resulting from your acceptance of the TIX Offer becomes unconditional, provided that all relevant documents have been received and correctly completed; and provided that if on or before 24 March 2015 you accept the TIX Offer and the Conditions have been satisfied or waived, you will be issued with the TIX Units you are entitled to receive in time to participate in the TIX March 2015 quarterly distribution. If the Cash Payment Condition is satisfied after you have received your TIX Consideration, then the Cash Payment will be paid to you immediately after the Offer Terms are varied (see section 9.3). Full details of when payments will be made are set out in section 11.5. Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders will be provided with the net proceeds of sale to which they are entitled under the TIX Offer at a different time (refer to section 11.5.4).	Section 11.5
Can I withdraw my acceptance?	Under the Offer Terms, you cannot withdraw your acceptance unless a withdrawal right arises under the Corporations Act. Such a withdrawal right will arise if, after you have accepted the TIX Offer, the Bidder varies the TIX Offer in a way that postpones, for more than one month, the time when the Bidder has to meet its obligations under the TIX Offer (for example, if the Bidder extends the TIX Offer Period for more than one month after your acceptance is received while the TIX Offer remains conditional).	Section 11.7

FREQUENTLY ASKED QUESTIONS

(CONTINUED)

Question	Answer	Section
Does a cooling off period apply to acceptances of the TIX Offer?	No, cooling off rights do not apply to acceptances made under the TIX Offer.	Section 11.7
Can I sell my ANI Units on the ASX?	Yes, you may sell your ANI Units, but you may incur brokerage and other transaction costs if you do. If you have already accepted the TIX Offer, you will be unable to settle any subsequent sale of your ANI Units, unless you are entitled to withdraw your acceptance in accordance with the terms of the TIX Offer.	Section 11
What if I am a foreign unitholder?	Generally speaking, if your address on ANI's register of Unitholders is in a jurisdiction other than Australia, its external territories or New Zealand, you will be considered an Ineligible Foreign Unitholder. If you are an Ineligible Foreign Unitholder, you are entitled to accept the TIX Offer just like any other ANI Unitholder. However, you will not be entitled to receive TIX Units or rights with respect to TIX Units as a result of acceptance. Instead, the TIX Units to which you would otherwise be entitled will be issued to a Sale Nominee who will sell those TIX Units and provide you with the net sale proceeds. You will receive the Cash Payment if it becomes payable.	Section 11.5.4
What are the tax implications of accepting this TIX Offer?	Section 7 contains a brief guide on the Australian taxation implications of accepting the TIX Offer for individuals who hold their investments on capital account. However, this information is general only and does not take into account your personal circumstances. In addition, the Bidder recommends you seek independent professional advice in relation to your own particular circumstances.	Section 7
Will I need to pay brokerage or stamp duty if I accept the TIX Offer?	If your ANI Units are registered in an Issuer Sponsored Holding in your name and you deliver them directly to the Bidder, you will not incur any brokerage in connection with you accepting the TIX Offer. If your ANI Units are in a CHESS Holding or you hold your ANI Units through a bank, custodian or other nominee, you should ask your Controlling Participant (usually, your Broker) whether it will charge any transaction fees or service charges in connection with you accepting the TIX Offer. If you are an Ineligible Foreign Unitholder or Unmarketable Parcel Unitholder, the cash proceeds that you will receive (following the sale by the Sale Nominee of the TIX Units that you would otherwise be entitled to receive under the TIX Offer) will be net of sale expenses. You will not pay stamp duty on the disposal of your ANI Units or acquisition of TIX Units if you accept the TIX Offer.	Section 1.3.2
What happens if I accept and then the Bidder increases the TIX Consideration¹?	If the Bidder improves the TIX Consideration, all ANI Unitholders who accept the TIX Offer (whether they have accepted the TIX Offer before or after improvement of the TIX Consideration) will be entitled to receive the benefit of the improved TIX Consideration, should the TIX Offer be declared or become unconditional. TIX Consideration will be improved to include the Cash Payment if the Cash Payment Condition is satisfied.	Section 11
Can I accept the TIX Offer for part of my holding?	No, you cannot accept the TIX Offer for part of your holding. You may only accept the TIX Offer for all of the ANI Units held by you.	Section 11
What if the TIX Offer Conditions are not satisfied or waived?	If the Conditions are not satisfied or waived by the end of the Offer Period, then the TIX Offer will lapse and your acceptance will be cancelled. You will continue to hold your ANI Units and be free to deal with your ANI Units as if the TIX Offer had not been made, unless you have already sold your ANI Units to someone else.	Section 11

Question	Answer	Section
What happens if I do not accept the TIX Offer?	If you do not accept the TIX Offer and the Bidder acquires a relevant interest in at least 90% of ANI Units and the TIX Offer becomes unconditional, the Bidder intends to proceed to compulsorily acquire outstanding ANI Units. If this occurs, you will receive the TIX Consideration for each of your ANI Units at the conclusion of this process. You will receive the TIX Consideration sooner if you accept the TIX Offer, rather than waiting for your ANI Units to be compulsorily acquired. If TIX acquires less than 90% of ANI Units and does not become entitled to compulsorily acquire your ANI Units, the Bidder intends to seek the appointment of 360 RE, a controlled entity of 360 Capital, as the responsible entity of ANI. You will remain an ANI Unitholder however the price of ANI Units may fall below the value of the TIX Offer, you may become a minority unitholder in a less liquid investment and the existing lease expiry risks may remain in the portfolio of ANI.	Section 5
What other choices do I have as an ANI Unitholder?	As an ANI Unitholder, you have the following choices in respect of your ANI Units: ● accept the TIX Offer; ● sell your ANI Units on the ASX (unless you have already accepted the TIX Offer for your ANI Units); or ● do nothing.	
Will Fife Funds be replaced as responsible entity of ANI?	The Bidder has stated that its intention is to seek to remove Fife Funds as responsible entity of ANI and appoint 360 RE in its place even if it has a relevant interest in less than 90% of the ANI Units. It may seek to do this even if the TIX Offer is not unconditional. If you accept the TIX Offer, you irrevocably appoint the Bidder as your agent and attorney to vote in favour, or appoint a proxy to vote in favour, of resolutions to replace Fife Funds as responsible entity of ANI with 360 RE at a meeting. The appointment may not be used for any other purpose. By accepting the TIX Offer, you are thereby supporting the replacement of Fife Funds with 360 RE. Having regards to this, and the Bidder's stated intentions, the Bidder believes that this is consistent with your acceptance of the TIX Offer. It is possible that your appointment could be used to replace Fife Funds as responsible entity at a time when the TIX Offer remains subject to conditions. However, in the event 360 RE is appointed as responsible entity of ANI before the date which is seven days before the end of the Offer Period, the Bidder will waive all conditions, to the extent such conditions have not already be breached. <u>The Bidder also undertakes not to exercise any votes at a meeting in connection with this appointment unless the TIX Offer is unconditional before the relevant meeting. This means that the RE Replacement Appointment will not be used to replace the responsible entity in circumstances where you do not receive the TIX Consideration.</u>	Section 5
What if I require further information?	If you have any questions in relation to the TIX Offer or how to accept it, or if you have lost your Acceptance Form and require a replacement, please contact the TIX Offer Information Line on 1800 247 697 (callers in Australia) or +61 2 8024 1189 (callers outside Australia) between 8.30am and 5.30pm (Sydney time) on Business Days if you have any questions in relation to the TIX Offer.	

1 OVERVIEW OF THE TIX OFFER

The following is a summary only of the TIX Offer and is qualified by the detailed information contained in the rest of the Bidder's Statement. You should read this Bidder's Statement in full before deciding how to deal with your ANI Units.

The terms and conditions of the TIX Offer are contained in section 11.

1.1 Summary of the TIX Offer Terms and conditions

1.1.1 TIX Offer

The Bidder is offering to buy all of your ANI Units on the Offer Terms set out in section 11.

Subject to the Offer Terms, you will receive the TIX Consideration of 0.89 TIX Units for every ANI Unit acquired from you.

The TIX Offer relates to ANI Units that exist or will exist as at the Register Date.

If you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Unitholder you will not receive TIX Units or any rights with respect to TIX Units (see section 11.5.4). The TIX Units which you would otherwise receive will be sold for your benefit. However you will receive the Cash Payment if it becomes payable. Persons resident in Australia, its external territories and New Zealand are not Ineligible Foreign Unitholders.

1.1.2 Cash Payment

In addition to the TIX Consideration, you will also receive the Cash Payment of \$0.03 per ANI Unit from 360 Capital if you accept the TIX Offer and you are entitled to receive TIX Consideration and the Cash Payment Condition is satisfied by either:

- the Bidder receives acceptances under the TIX Offer in respect of more than 50% of the ANI Units; or
- 360 RE is appointed as responsible entity of ANI,

on or before the day before the end of the Offer Period.

As at the commencement of the Offer Period, the TIX Consideration does not include the Cash Payment and the Offer Terms do not include an obligation to pay, or procure the payment of, the Cash Payment. However if the Cash Payment Condition is satisfied, TIX will vary the TIX Consideration to include an obligation to pay or procure that 360 Capital pay the Cash Payment.

See section 9.3 for further information regarding the Cash Payment.

1.1.3 Offer period

The TIX Offer is scheduled to close at 7.00pm (Sydney time) on ~~[XX Month 2015]~~ 24 March 2015 (but it may be extended).

1.1.4 Payment date

If you accept the TIX Offer and the TIX Offer is declared or becomes unconditional, subject to section 1.1.6, in the usual case you will be provided with the TIX Consideration within or on the later of:

- five Business Days of your acceptance of the TIX Offer; and
- if this TIX Offer is subject to a defeating condition when accepted, within 10 Business Days after this TIX Offer or the contract resulting from your acceptance of the TIX Offer becomes, or is declared, unconditional, provided that all relevant documents have been received and correctly completed.

If the Cash Payment Condition is satisfied after you receive TIX Consideration, you will receive the Cash Payment immediately after the Offer Terms are varied to include the Cash Payment as part of the TIX Consideration (see sections 1.1.2 and 9.3).

Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders will be provided with the net proceeds of sale to which they are entitled under the TIX Offer at a different time (see section 11.5.4).

1.1.5 Ranking of TIX Units

The TIX Units issued under this TIX Offer will rank equally with existing TIX Units including for any distribution with a record date that falls on or after the TIX Units are issued.

1.1.6 Entitlement to TIX March 2015 quarter distribution

If on or before 24 March 2015 you accept the TIX Offer and the Conditions are satisfied or waived, you will be issued TIX Units in time to receive TIX's March 2015 quarter distribution of 5.0662 cents per TIX Unit.

TIX units issued pursuant to the Offer Terms on or before 31 March 2015 will participate in the TIX 2015 March quarter distribution which is expected to be 4.5 cents per equivalent ANI Unit and TIX Units issued after that date will not. ANI pays distributions 6 monthly. If you accept the TIX Offer and the Conditions are satisfied or waived and the relevant TIX Units are issued on or before the record date for the ANI June 2015 distribution ~~distribution~~ Distribution (which is expected to be 9.6 cents per ANI Unit), TIX and not you will be entitled to receive that distribution. Accordingly, if the TIX Offer was extended and you accepted the TIX Offer and your TIX Units were issued after 31 March 2015 but before the record date for the ANI June 2015 distribution ~~distribution~~ Distribution, you would not receive the ANI June 2015 distribution ~~distribution~~ Distribution or the TIX March 2015 quarter distribution, but you would receive the TIX June 2015 quarter distribution

1.2 Background to the TIX Offer

On 18 December 2014, the Bidder confirmed an unsolicited, indicative, non-binding proposal to acquire all of the units in ANI by way of a trust scheme for 100% scrip consideration of 0.89 TIX Units for each ANI Unit (Trust Scheme Proposal).

On 19 December 2014, TIX announced an intention to make the TIX Offer unless ANI agreed to enter into a trust scheme with TIX on terms no less favourable to ANI members than the TIX Offer.

On 5 January 2015, ANI announced that the independent board committee appointed to consider the Trust Scheme Proposal determined not to engage with the Bidder in relation to the Trust Scheme Proposal.

1.3 How to accept the TIX Offer?

Acceptances for the TIX Offer must be received in sufficient time to be acted upon before the close of the Offer Period. To accept the TIX Offer you should follow the instructions set out in section 11.4 of the Offer Terms and on the relevant Acceptance Form.

1.3.1 What will the tax consequences be?

Section 7 provides a brief overview of the Australian tax implications for ANI Unitholders who accept the TIX Offer. The information applies only to individuals who hold their ANI Units on capital account. Note that this information is general only and does not take into account your personal circumstances. In addition, the Bidder recommends you seek independent professional advice in relation to your own particular circumstances.

1.3.2 Do I pay brokerage or stamp duty if I accept?

You will not pay brokerage or stamp duty on the disposal of your ANI Units if you accept the TIX Offer. If your ANI Units are in a CHESS Holding or you hold your ANI Units through a bank, custodian or other nominee, you should ask your Controlling Participant (usually, your Broker or the bank, custodian or other nominee) whether it will charge any transaction fees or services charges.

If you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Unitholder, the cash proceeds that you will receive (following sale by the Sale Nominee of the TIX Units that you would otherwise be entitled to receive under the TIX Offer) will be net of sale expenses (see section 11.5.4).

1.3.3 Further information

If you have any questions in relation to the TIX Offer or how to accept it, or if you have lost your personalised Acceptance Form and require a replacement, please call the TIX Offer Information Line on 1800 247 697 (callers in Australia) or +61 2 8024 1189 (callers outside Australia) between 8.30am and 5.30pm (Sydney time) on Business Days.

2 INFORMATION ABOUT TIX

2.1 Overview of TIX

The 360 Capital Industrial Fund (ASX code: TIX) is an ASX listed real estate investment trust included in the S&P/ASX 300 Index with a market capitalisation of \$343 million¹.

Since listing on the ASX on 12 December 2012, TIX has provided Unitholders with reliable and growing income distributions on a quarterly basis as well as significant capital growth from its underlying industrial portfolio. TIX has delivered a total return of 88.8% to Unitholders since listing.

TIX is the largest ASX-listed rent collecting pure-play industrial focused REIT. As at 31 December 2014, TIX held a well-diversified portfolio of 22 institutional grade industrial and logistics properties valued at \$526.0 million across Australia.

360 CIML, a member of the 360 Capital Group, is the responsible entity of TIX.

2.2 TIX's Objectives and Strategy

360 CIML's objective is to provide TIX Unitholders with security of income, and potentially capital growth, through a diversified portfolio of industrial properties located across Australia. Specifically, this involves investing in and actively managing Australian-based industrial properties characterised by strong, defensive, income-focused investment fundamentals such as high occupancy, long WALE and fixed annual rental increases from blue chip tenants.

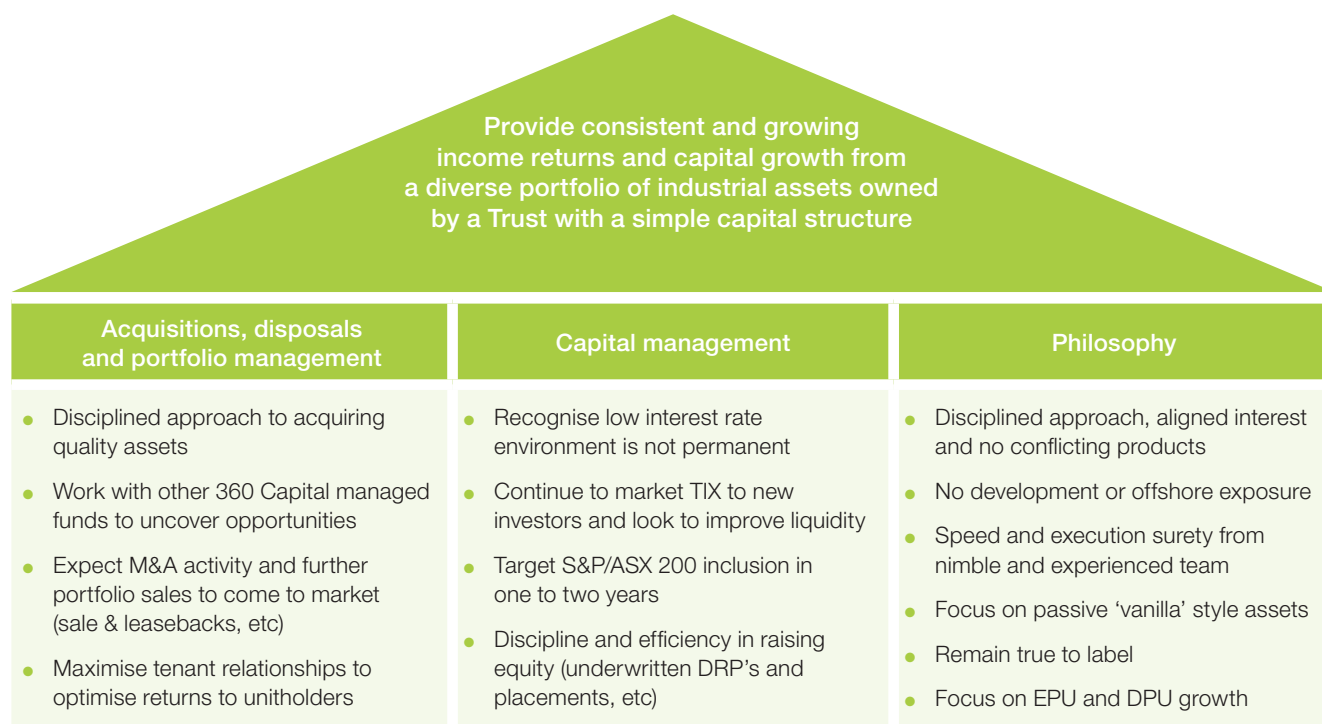
TIX has always raised new equity at issue prices higher than the previous equity raisings, reflecting its focus on earnings and distribution growth.

By continuing to maintain a disciplined investment strategy and active management, 360 CIML believes it will continue to drive regular and sustainable income, improve operating earnings and distributions per TIX Unit and realise potential capital growth. This will be achieved through:

- investing in securely leased generic industrial/logistics properties valued at least \$10.0 million;
- investing in properties with compelling acquisition metrics with a focus on yield and security of income;
- investing in a portfolio diversified by geography and tenant (by number and by industry) which includes exposure to well-located, quality industrial facilities and tenants with strong underlying lease covenants;
- investing in modern, high-quality assets that require low ongoing capital expenditure;
- taking advantage of what, in 360 CIML's view, is an attractive point in the real estate cycle to capitalise on future capital growth potential through a contraction in investment yields; and
- accessing 360 Capital's proven expertise in asset management and sourcing new investment opportunities.

The extent to which TIX acquires properties in the future will depend on the particular circumstances at the time including proposed terms of purchase and the availability of debt and equity funding. Property acquisitions may be funded through either equity, debt or a combination of both.

Figure 2.1: TIX's strategy



¹ As at market close on 2 February 2015.

2.3 TIX's Financial Profile

Financial Metrics of TIX

Forecast FY15 operating earnings	21.2cpu
Forecast FY15 distributions	20.0cpu
Forecast FY16 operating earnings	22.0cpu
Forecast FY16 distributions	21.0cpu
Pro Forma NTA as at 31 December 2014	\$2.19

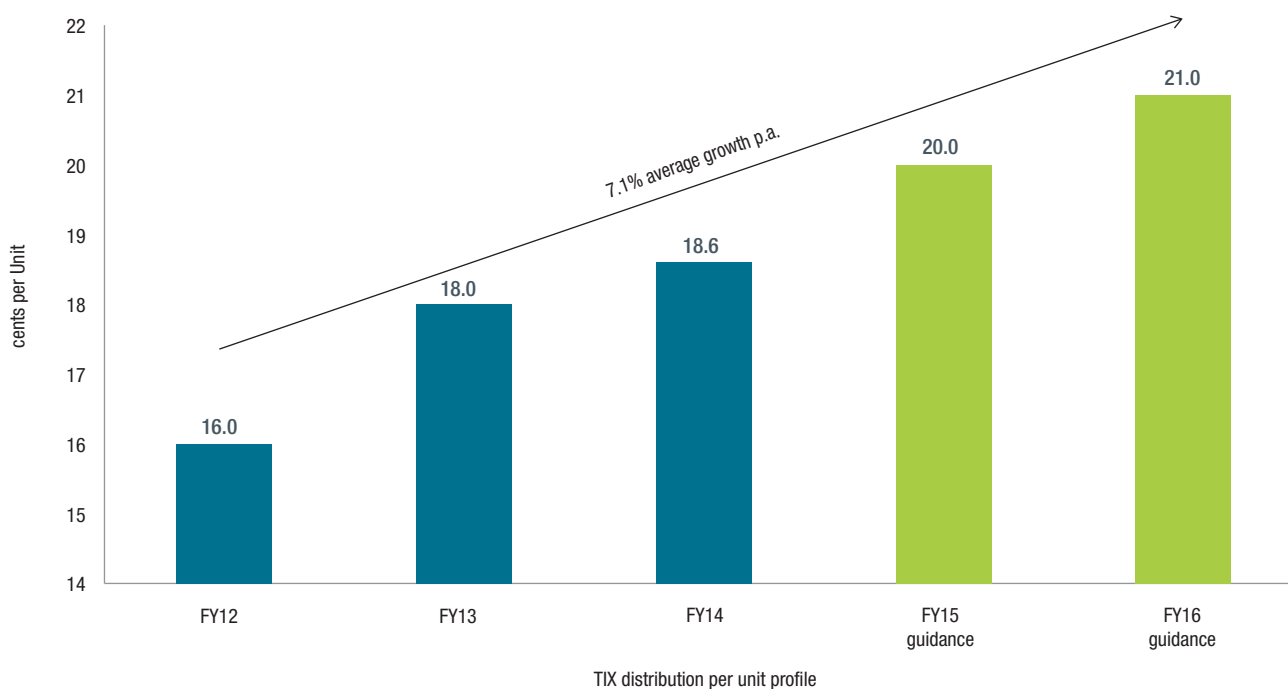
TIX has a strong financial profile which is underpinned by its high quality portfolio, a diversified and quality tenant base and an experienced management team.

TIX's distribution policy is to distribute between 90% and 100% of operating earnings with the expectation that over time the average payout ratio will be approximately 95% of operating earnings.

Growth in operating earnings per TIX Unit has supported TIX's ability to provide sustained increases in distributions to TIX Unitholders. For the year ended 30 June 2014, TIX reported distribution growth of 3.3% per TIX Unit and has provided guidance for the years ending 30 June 2015 and 30 June 2016 of 20.0 cents and 21.0 cents per TIX Unit, respectively. This translates to distribution growth per TIX Unit of 7.5% in FY15 and 5.0% in FY16.

TIX has provided TIX Unitholders with attractive returns relative to the S&P / ASX 300 A-REIT Index since listing, as shown in the chart on page 11.

TIX stand-alone distribution track record and guidances¹



¹ Past performance is not indicative of future performance.

2.4 TIX's capital management

360 CIML is focused on maintaining a prudent capital management framework. TIX's key capital management metrics are shown in the table below.

as at 31 December 2014 ¹	
'All in interest cost'	4.0% p.a.
Duration of debt	3.0 years
Gearing ²	47.7%
Headroom (approximate)	\$52.0m

1 Includes post period pro forma adjustments. See section 6.4.4.

2 Gearing is calculated as net debt divided by total assets less cash.

Reflecting 360 Capital's prudent and disciplined approach to capital and risk management, at 31 December 2014, balance sheet gearing was 44.4%.

TIX Capital Structure	as at 31 December 2014 ¹
Financier	NAB, Bankwest
Facility limit (\$m)	305.0
Amount drawn (\$m)	253.0
Expiry	Dec 17
Hedge ratio	90.9%
Weighted average hedge duration (yrs)	4.9

1 Includes post period pro forma adjustments. See section 6.4.4.

Covenants	
Loan to Value Ratio (LVR) ¹	48.0% (covenant of < 55%)
Interest Cover Ratio (ICR)	4.0 times (covenant of > 1.6 times)

1 Includes post period pro forma adjustments. See section 6.4.4.

2.5 TIX Property Portfolio

The TIX portfolio comprises 22 quality Australian industrial properties. The total value of TIX's portfolio at 31 December 2014 was \$526 million¹, representing a weighted average capitalisation rate (WACR) of 8.2%.

TIX key portfolio metrics	as at 31 December 2014 ¹
Total value	\$526m
Total number of properties	22
Total gross lettable area	423,245sqm
WACR (by income)	8.2%
Occupancy (by area)	99.9%
WALE (by income)	5.8 years

1 Includes contracted properties settled subsequent to 31 December 2014.

The TIX portfolio is well diversified by geography with 85% of the portfolio located in the main Australian East Coast markets of NSW, VIC and QLD. 86% of TIX's income is underpinned by fixed or CPI with floor rent review with an average annual increase of 3.2%.

Figure 2.2: TIX geographic diversification (by income)

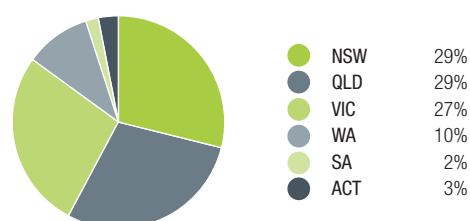
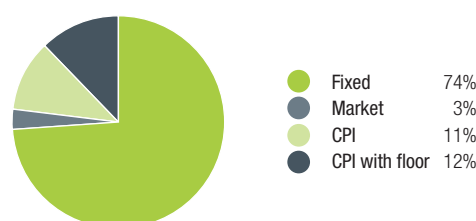


Figure 2.3: TIX rent review profile (by income)



2.5.1 TIX portfolio overview as at 31 December 2014

Property	State	Independent Valuation (\$m)	Last valued	Cap rate	Area (sqm)	Occupancy (%)	WALE (years)
Acquired under 360 Capital Management							
54 Sawmill Circuit, Hume	ACT	14.5	Oct 14	7.75%	8,689	100%	7.2
2 Woolworths Way, Warnervale	NSW	72.0	Oct 14	8.00%	54,533	100%	6.6
457 Waterloo Road, Chullora	NSW	21.9	Oct 14	7.50%	16,051	100%	13.2
69 Rivergate Place, Murarrie	QLD	27.0	Dec 14	7.50%	11,552	100%	8.4
136 Zillmere Road, Boondall ¹	QLD	25.0	Dec 14	8.50%	16,053	100%	8.7
33-37 Mica Street, Carole Park	QLD	23.9	Aug 14	8.00%	18,613	100%	14.7
21 Jay Street, Townsville	QLD	9.6	Jul 14	8.75%	4,726	100%	10.5
22 Hawkins Crescent, Bundamba	QLD	39.0	Oct 14	7.75%	18,956	100%	9.9
1 Ashburn Road, Bundamba	QLD	35.0	Oct 14	8.00%	26,628	100%	5.1
9-13 Caribou Drive, Direk	SA	9.5	Apr 14	8.50%	7,023	100%	4.8
69 Studley Court, Derrimut	VIC	20.4 ²	Dec 14	7.50%	14,319	100%	5.0
Sub-Total (acquired under 360 Capital Management)		297.8		7.92%	197,143	100%	8.3
Pre-existing prior to 360 Capital management							
60 Marple Avenue, Villawood	NSW	20.0	Apr 14	8.75%	18,493	100%	2.4
37-51 Scrivener Street	NSW	23.5	Oct 14	9.00%	27,599	100%	3.5
8 Penelope Crescent, Arndell Park	NSW	14.5	Apr 14	8.50%	11,420	100%	1.4
102-128 Bridge Road, Keysborough	VIC	28.2	Oct 14	8.25%	24,617	100%	3.2
500 Princes Highway, Noble Park	VIC	20.0	Apr 14	8.75%	13,789	97%	1.1
6 Albert Street, Preston	VIC	24.6	Oct 14	8.25%	20,532	100%	4.2
14-17 Dansu Court, Hallam	VIC	15.7	Oct 14	8.00%	17,070	100%	4.2
12-13 Dansu Court, Hallam	VIC	13.1	Oct 14	8.00%	11,542	100%	3.1
33-59 Clarinda Road, South Oakleigh	VIC	10.1	Jun 14	9.25%	10,903	100%	1.0
39-45 Wedgewood Road, Hallam	VIC	8.5	Apr 14	8.25%	10,631	100%	1.1
310 Spearwood Avenue, Bibra Lake	WA	50.0	Oct 14	8.50%	59,508	100%	3.9
Sub-Total (original portfolio)		228.2		8.50%	226,102	99.7%	2.9
Total		526.0		8.20%	423,245	99.9%	5.8

¹ Acquired post period (16 January 2015).

² Internal value. Last independent valuation \$21.0m as at April 2014.

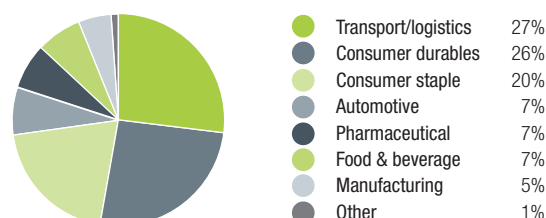
2.5.2 TIX tenant overview

360 Capital actively manages TIX's tenancy profile to ensure diversity of income by tenant, industry and geography. Tenant diversification is a strong feature of TIX's portfolio, with tenants spread across more than eight industries and with no single tenant comprising more than 13.5% of portfolio income.

The top ten tenants comprise large corporate entities and represents approximately 60.9% (by income) of the portfolio as at 31 December 2014.

Top 10 Tenants	Rent (\$m)	% total	Expiry
Woolworths	6.6	13.5%	Jul 21, Jun 25
AWH Pty Ltd	3.7	7.4%	Jul 19
API	3.4	6.9%	Nov 24
The Reject Shop Limited	3.3	6.7%	Feb 20
Visy Industries	2.6	5.2%	Jun 18
Bradnams Windows	2.5	5.0%	Sep 23
Yamaha	2.2	4.5%	May 23
Greens Biscuits Pty Ltd	2.1	4.3%	Sep 29
Elite Wine Logistics	1.9	4.0%	Feb 28
Kent Transport Industries Pty Limited	1.7	3.4%	Feb 17
Total	30.0	60.9%	

Figure 2.4: Tenant diversification (by income)



2.5.3 Leasing and asset management

360 Capital's asset management team have extensive experience through all facets of the operation and management of industrial properties.

360 Capital's strong leasing capability is illustrated by over 338,000 square metres or 80% of the portfolio being leased since 360 Capital took over the management of TIX in December 2010 and over 166,000 square metres or 39% of the portfolio being leased since listing in December 2012.

360 Capital has the ability to add value to the existing portfolio and grow the fund in addition to securing long term income with minimal rental downtime. 360 Capital's asset management capabilities are demonstrated in the examples below:

GM Holden – Hallam VIC

In 2012, 360 Capital leased what was then a vacant building to GM Holden on a two year term with the view of engaging with GM Holden at a later date with regards to a longer term lease. In 2014, whilst GM Holden had announced its departure from Australia from 2016, it remained committed to selling and servicing vehicles in Australia and the facility at Hallam was used to warehouse spare parts. 360 Capital was able to negotiate a new five year term, resetting the rent to market and importantly, no down time or rent free incentive was incurred apart from minor base building upgrades undertaken which added value to the property.

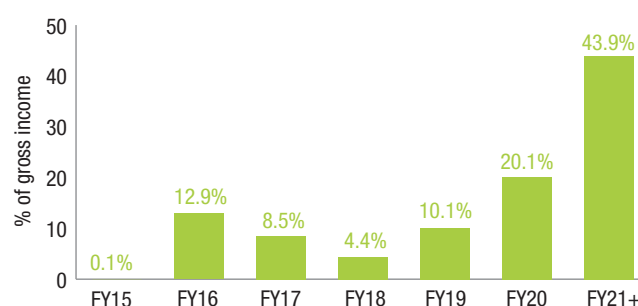
The new lease increased the WALE from 0.5 years to 5.0 years which in turn underpinned an increase in value. 360 Capital's focus on maintaining close relationships with its tenants clearly results in a more predictable outlook for income and therefore future capital value.

Grace Records Management (Grace) – Hume ACT

Grace required expansion space and through the development agreement with Walker Corporation TIX was able to accommodate the tenant's requirements. Importantly, under the arrangement with Walker Corporation the land it owned was made available for expansion with no holding costs to TIX prior to development. This is an efficient use of capital and does not expose TIX to the potential cost drag from owning development land. Grace extended its lease to 2022 which resulted in a \$3.3 million uplift in value from the additional income and lease term.

This is an example of how 360 Capital's deep industry relationships accommodate a tenant's growth requirements and in turn improve TIX's portfolio.

Figure 2.5: lease expiry profile



The current lease expiry profile of TIX demonstrates the management team's ability to minimise expiry risk concentration and provide reliable earnings and distributions to investors.

2.5.4 TIX development pipeline

TIX does not undertake any development activity in its own right, with the exception of existing building expansions with pre-commitment from the tenant. This enables TIX to deal with a range of industrial developers as it is not viewed as a competitor.

TIX has an exclusive first right of refusal over the industrial properties developed by Walker Corporation until June 2017. Walker has approximately 500 hectares of industrial land banks for on-going development which could provide over 2 million square metres of industrial property.

This arrangement with Walker Corporation provides TIX with an efficient use of capital and off-market opportunities to grow its asset base with high quality properties to improve the TIX portfolio (see sections 2.5.3 and 2.6). The strategic relationship between TIX and the Walker Corporation is between two non-associated entities acting on arms-length terms. TIX has reviewed, and will continue to review, opportunities provided under that arrangement and exercise its rights where it considers such exercise to be in the best interests of TIX Unitholders.

TIX will consider development fund-throughs or end take-outs of pre-committed assets. Under these types of arrangements, any development risk remains with the developer and not TIX.

2.6 TIX transaction experience

360 Capital has a prudent and focused approach to acquisitions and disposals and has established a process which includes thorough due diligence on all opportunities to limit risks to TIX Unitholders from unknown variables.

A review of the acquisitions and disposals made by TIX since listing demonstrates its focus on executing its strategy of selling riskier, older style assets and purchasing modern, long WALE and well-leased assets to continue to provide security of cashflow.

#	Acquired Property	State	Acquisition price (\$m)	Acquisition date	Capitalisation rate	Area (sqm)	Occupancy	WALE (years)
1	9-13 Caribou Drive, Direk	SA	9.2	Jun 12	8.75%	7,023	100%	7.7
2	54 Sawmill Circuit, Hume	ACT	8.9	Jun 12	8.25%	8,689	100%	6.4
3	1 Ashburn Road, Bundamba	QLD	30.3	Jun 12	8.75%	26,628	100%	8.0
4	22 Hawkins Crescent, Bundamba	QLD	32.0	Jun 12	8.50%	18,956	100%	12.7
5	69 Studley Court, Derrimut	VIC	20.0	Jun 13	8.00%	14,319	100%	10.3
6	457 Waterloo Road, Chullora	NSW	17.3	Jun 13	9.25%	16,051	100%	9.7
7	2 Woolworths Way, Warnervale	NSW	69.8	Jul 14	8.25%	54,533	100%	7.2
8	21 Jay Street, Mount St John, Townsville	QLD	9.6	Jul 14	8.75%	4,726	100%	10.0
9	33-37 Mica Street, Carole Park	QLD	23.9	Aug 14	8.00%	18,613	100%	14.6
10	136 Zillmere Road, Boondall	QLD	25.0	Dec 14	8.50%	16,053	100%	8.7
11	69 Rivergate Place, Murarrie	QLD	27.0	Dec 14	7.50%	11,552	100%	8.4
Total TIX acquisitions			273.0		8.34%	197,143	100%	9.3

#	Disposed Property	State	Disposal price (\$m)	Disposal date	Passing yield	Area (sqm)	Occupancy	WALE (years)
1	Lot 5, 241 Shellharbour Road, Kemblawarra	NSW	5.2	Dec 10	5.31%	6,764	67%	3.0
2	38 Vinnicombe Drive, Canningvale	WA	6.4	Dec 11	8.50%	3,861	100%	4.3
3	244 Eastern Parade Gillman	SA	5.7	Jun 12	8.45%	7,915	100%	3.0
4	71 Stradbroke Street, Heathwood	QLD	6.8	Jun 12	10.69%	5,540	100%	2.4
5	38 Westgate Street, Wacol	QLD	8.8	Oct 12	8.15%	9,454	89%	3.0
6	Lot 3, 241 Shellharbour Road, Kemblawarra	NSW	8.2	Aug 12	11.38%	12,679	68%	2.9
7	145 Archerfield Road, Richlands	QLD	11.0	Oct 12	12.27%	12,168	100%	1.6
8	147 Archerfield Road, Richlands	QLD	7.5	Oct 12	12.27%	7,917	100%	1.9
9	28 Gauge Circuit, Canningvale	WA	2.9	Dec 12	8.67%	2,132	100%	4.0
10	32 Gauge Circuit, Canningvale	WA	7.6	Dec 12	8.67%	5,650	100%	2.5
11	40-48 Howleys Road, Notting Hill	VIC	9.3	Nov 13	9.62%	11,053	100%	3.2
12	223-235 Barry Road, Campbellfield	VIC	4.6	Apr 14	8.41%	11,092	69%	3.5
13	5-9 Woomera Ave, Edinburgh	SA	4.5	Nov 14	0.00%	10,580	0%	0.0
Total TIX disposals			88.3		9.20%	106,805	87%	2.6

In addition to the acquisitions and disposal of direct property, senior management of 360 Capital have experience in corporate activity having overseen a number of completed and proposed mergers and acquisitions of funds. This includes ASX listed mergers, consolidation of unlisted funds and syndicates and the listing and growth of new investment funds.

2.7 TIX corporate governance and management

2.7.1 Corporate governance

The directors of 360 CIML have implemented a corporate governance framework which:

- satisfies the highest standards and procedural requirements of a publicly listed company;
- the appointment of independent directors;
- supports the strategic objectives of TIX;
- defines accountability; and
- sets out a process for managing the risks inherent in its day-to-day operations.

The corporate governance framework meets the requirements of the ASX Corporate Governance Principles and Recommendations with 2010 Amendments (2nd edition) and addresses additional aspects of governance that the directors of 360 CIML consider appropriate.

360 CIML's board of directors currently comprises four independent directors and 360 Capital's Managing Director.

2.7.2 Directors of 360 CIML



David van Aanholt, Independent Chairman

David has over 25 years of experience in the real estate funds management industry. David's previous roles have included Chief Executive Officer (Asia Pacific) of the Goodman Group (previously known as Macquarie Goodman) overseeing the group's operations in Australia, New Zealand, Hong Kong and Singapore. David previously held various Fund Manager roles for Paladin Australia Limited (acquired by Deutsche Bank) and Macquarie Goodman Industrial Fund. David is an Independent Director of the Kennards Self Storage Group and is a Fellow of the Australian Property Institute.



Tony Pitt, Managing Director

A 360 Capital founding Director, Tony has worked in the real estate and real estate funds management industries for over 18 years. As Managing Director, Tony has been responsible for repositioning the 360 Capital Group since December 2010 through the disposal of in excess of \$340.0 million in underlying fund and trust assets and the refinancing of approximately \$500.0 million in debt. Tony was formerly the director of JF Meridian Trust (JFM), an ASX-listed diversified trust and was responsible for growing JFM from \$530.0 million to \$1.1 billion in assets over a three year period. Tony was previously an executive director of James Fielding Funds Management Limited, JF Meridian Management Limited, Hotel Capital Partners Limited, Bankminster Properties Limited and Travelodge Hotel Group.



Andrew Moffat, Independent Director

Andrew has in excess of 20 years of corporate and investment banking experience. Andrew is the sole principle of Cowoso Capital Pty Ltd, a company providing corporate advisory services. Andrew is the Chairman of Pacific Star Network Limited, Chairman of Keybridge Capital Limited, a Director of Rubik Financial Limited and a Director of CCK Financial Solutions Limited. His past public company directorships include itX Group Limited and Infomedia Limited. Andrew was previously a director of Equity Capital Markets and Advisory for BNP Paribas Equities (Australia) Limited.



John Ballhausen, Independent Director

John is a financial services professional with over three decades of experience and is a Responsible Manager for several Australian Financial Services Licences. In 2002, John founded Rimcorp Property Limited and became its Managing Director until its successful sale in 2008, with approximately \$100.0 million in funds under management in four registered property schemes. John has held the position of Chief Investment Officer with a major insurance group, with responsibility for more than \$3.0 billion of funds across the fixed interest, equities and property asset classes.



Graham Lenzner, Independent Director

Graham has had a career spanning four decades, with particular emphasis on funds management and financial markets. Graham was an Executive Director of the Armstrong Jones Group for 12 years, the last four years as Joint Managing Director. Other previous roles include Finance Director and Deputy Managing Director of Aquila Steel, General Manager Finance and Investments of MMI Insurance Limited and Director Head of Equities with Schroder Darling Management Limited. Graham has served on the Board of a number of public and private companies. He is currently Chairman of Device Technologies Australia Pty Limited.

2.7.3 360 Capital management team

360 CIML's Board is well supported by a dedicated management team who are able to draw on broader resources of 360 Capital. The key people responsible for the management and operation of TIX are:



Ben James, Chief Investment Officer

Ben is responsible for all property investment activities within 360 Capital. Ben has over 20 years' experience in real estate funds management. Prior to joining 360 Capital in 2010, Ben was the Trust Manager of Mirvac Property Trust, the \$4.5 billion investment vehicle of Mirvac Group. Prior to his 12 years at Mirvac, Ben held positions in property management and investment sales with Colliers International.



Ben Butler, Industrial Fund Manager

Ben is responsible for the overall performance of TIX and has over 14 years' experience in the property industry. Prior to joining 360 Capital in 2013, Ben was a Senior Portfolio Manager at Centuria Property Funds Limited. Prior to that, Ben spent seven years at ING Real Estate in the roles of Asset Manager and Investment Manager with the \$3.0 billion ASX-listed ING Industrial Fund (IIF), incorporating functions including trust and portfolio management, analytics and investment strategies. Before his ING role, Ben was a valuer with CBRE. Ben is a Certified Practising Valuer, is an Associate of the Australian Property Institute and is an Associate of the Financial Services Institute of Australia.



Jason Griffiths, Industrial Fund Investment Manager

At 360 Capital, Jason is responsible for overseeing the performance of a portfolio of industrial assets across Australia. Jason has over 13 years' experience in property and property funds management and has broad experience in asset management and property development across all sectors. Prior to joining 360 Capital, Jason held the position of Asset Manager at FKP Property Group. Jason has also spent over seven years at Challenger Financial Services Group in the position of Asset Manager and Development Manager.

**Alan Sutton, Company Secretary**

Alan is responsible for all 360 Capital's company secretarial matters and is an accountant with more than 30 years in financial control and company secretarial practice, the last 12 years in property funds management. Prior to 360 Capital, Alan was the Company Secretary for Lachlan REIT Limited, Financial Controller at Paladin Australia Limited and was responsible for all accounting and financial aspects of the Asset Management Property Group at Deutsche Asset Management. Alan is a FCPA, AGIA, FFin and a registered tax agent.

**Glenn Butterworth, Chief Financial Officer**

Glenn is responsible for all 360 Capital's financial management activities. Prior to joining 360 Capital, Glenn spent 11 years at Mirvac, most recently as Financial Controller of the Investment Division. Glenn was responsible for Mirvac Property Trust, listed and wholesale managed funds and partnership structures and has a wealth of transactional and financial management skills, gained from over 20 years' industry experience. Prior to Mirvac, Glenn held a number of senior finance roles including Financial Controller at McGrath Estate Agents. Glenn is a chartered accountant and commenced his career at Deloitte.

**Tim Spencer, Head of Investor Relations**

Tim is responsible for all marketing and communications with key external stakeholders including institutional investors, analysts and media, as well as product and market development initiatives. Tim has 20 years' real estate market experience having held senior property securities analyst positions and roles in investment analysis, portfolio management, trust management, investor relations, research and product development. Previously, Tim was Investor Relations Manager for ING Industrial Fund and ING Office Fund, Head of Listed Securities at Brookfield Multiplex Capital and Fund Manager of the ASX-listed Multiplex Acumen Property Fund.

**Matt Aspinall, Head of Business Development**

Matt joined 360 Capital in September 2014 and is responsible for developing and growing 360 Capital's retail distribution network for the benefit of existing and future 360 Capital funds. With over 18 years of industry experience, Matt was most recently an integral part of business development and research with Zurich and previously at Blackrock, NAB/ MLC and Perpetual.

3 INFORMATION ABOUT TIX UNITS

3.1 Capital structure

As at the date of this Bidder's Statement, TIX has the following units on issue:

Class of security	Total number on issue
TIX Units (quoted on ASX)	124,889,238

3.2 Substantial Unitholders

Based on information lodged with the ASX or known to TIX, as at 2 February 2015, the substantial unitholders of TIX Units are as follows:

Unitholder	Number of TIX Units	Percentage of total issued TIX Units
360 Capital Investment Management Limited	15,072,402	12.03%
First Samuel Limited	7,491,538	6.0%

3.3 Recent Unit price performance

The last recorded sale price of TIX Units on the ASX on 2 February 2015, being the trading day prior to the date of this Bidder's Statement, was \$2.75.

The last recorded sale price of TIX on the ASX on 18 December 2014, being the date before the Announcement Date, was \$2.49.

During the three months ending 2 February 2015 (being the trading day prior to the date of this Bidder's Statement):

- the highest recorded sale closing price for TIX Units on the ASX was \$2.75 on 2 February 2015; and
- the lowest recorded sale closing price for TIX Units on the ASX was \$2.28 on 4 November 2014.

The closing prices of TIX Units on the ASX over the 12 months prior to the date of this Bidder's Statement are shown in the chart below.

Figure 3.1: TIX Unit price history (last twelve months)



None of the above unit prices should be taken as a forecast that TIX Units will trade at any particular price.

3.4 Recent announcements and other publicly available information

TIX is listed on the ASX and is a disclosing entity under the Corporations Act. As such, TIX is subject to the periodic and continuous disclosure requirements of the Corporations Act and ASX Listing Rules. Copies of announcements made by TIX to the ASX are available on the ASX website at www.asx.com.au.

TIX is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by TIX may be obtained from, or inspected at, an ASIC office.

On request to the Bidder and free of charge, ANI Unitholders may obtain a copy of:

- the annual financial report of TIX for the year ended 30 June 2014 (being the annual financial report most recently lodged with ASIC by TIX before the date of this Bidder's Statement);
- the half year financial report lodged with ASX-ASIC by TIX for the half year ended 31 December 2014 (being the half year financial report lodged with ASX-ASIC by TIX before the lodgment of the copy of this Bidder's Statement); and
- any continuous disclosure notice given to ASX by TIX after the lodgment with ASX-ASIC of the annual financial report of TIX referred to above and before the lodgment of this Bidder's Statement with ASIC.

Further information about TIX can be obtained on its website at www.360capital.com.au. Details of the ASX announcements made since 21 August 2014 are listed in Annexure 2.

3.5 Directors' interests in TIX Units

As at the date of this Bidder's Statement, 360 CIML's directors have the following relevant interests in TIX Units.

Director	Number of TIX Units held
David van Aanholt	28,588
John Ballhausen	91,035
Graham Lenzner	91,490
Andrew Moffat	98,913
Tony Pitt	711,777

4 INFORMATION ABOUT ANI

4.1 Disclaimer

The information about ANI contained in this section 4 Bidder's Statement, including the information in sections 4 and 6, has been prepared based on a review of publicly available information publicly available as at the date of this Bidder's Statement.

Subject to the Corporations Act, none of the Bidder nor the directors of 360 CIML make any representation or warranty (express or implied) as to the accuracy or completeness of this information.

Further information relating to ANI may be included in the target statement which must be provided to ANI Unitholders in response to this Bidder's Statement.

4.2 Overview of ANI and its principal activities

4.2.1 ANI overview

ANI is a real estate investment trust which was established to acquire and hold Australian industrial properties. The responsible entity of ANI is Fife Funds. Fife Funds is a member of the Fife Capital group of entities (Fife Capital Group).

ANI was listed on the ASX on 22 October 2013. On listing, ANI had a gross portfolio value of \$175.8 million comprising eight properties located in Sydney and Melbourne. Since listing ANI has acquired eight industrial properties for \$124.0 million.

As at 31 December 2014, ANI holds a portfolio of 16 assets located in NSW (9), VIC (5) and WA (2), with a gross asset value of \$318.5 million post the portfolio revaluation announced on 14 January 2015.

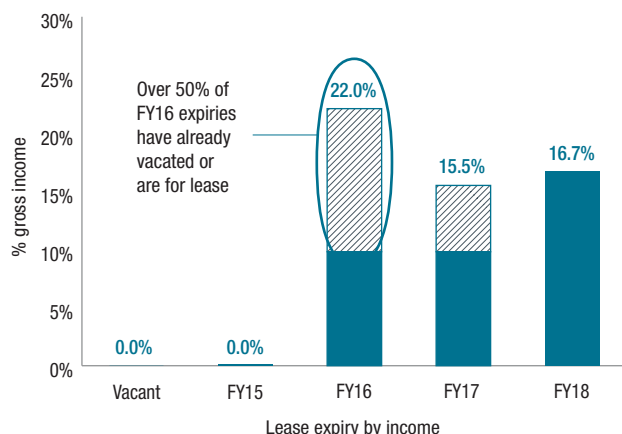
4.2.2 ANI property portfolio

The ANI portfolio, as disclosed in the ANI Annual Report for the 12 months ending 30 June 2014 adjusted for any post-balance date acquisitions and/or disposals and revaluation is outlined below:

Figure 4.1: ANI property portfolio

Property	State	Independent Value (\$m)	Capitalisation rate	Last valued	Area (sqm)	Occupancy	WALE (years)
92-98 Cosgrove Road, Enfield	NSW	36.0	8.25%	Dec 14	33,863	100%	4.1
12 Williamson Road, Ingleburn	NSW	32.5	7.50%	Dec 14	25,666	100%	8.8
10 Williamson Road, Ingleburn	NSW	33.3	8.00%	Dec 14	27,260	100%	4.2
29 Glendenning Road, Glendenning	NSW	32.8	7.25%	Dec 14	21,298	100%	13.9
74-94 Newton Road, Wetherill Park	NSW	23.9	9.25%	Dec 14	17,044	100%	1.5
6 Macdonald Road, Ingleburn	NSW	16.8	7.75%	Dec 14	12,375	100%	3.7
30 Clay Place, Eastern Creek	NSW	15.0	7.00%	Dec 14	6,012	100%	10.8
75 Owen Street, Glendenning	NSW	6.6	8.00%	Jul 13	4,600	100%	3.9
52-74 Quarry Road, Erskine Park	NSW	14.0	7.75%	Dec 14	8,067	100%	7.0
24-32 Stanley Drive, Somerton	VIC	26.5	8.25%	Dec 14	24,350	100%	3.5
324-332 Frankston-Dandenong Road, Dandenong South	VIC	24.6	8.75%	Jan 14	28,316	100%	2.0
49 Temple Drive, Thomastown	VIC	13.0	9.00%	Jan 14	13,438	100%	1.5
2 Keon Parade, Keon Park	VIC	9.3	9.50%	Jan 14	13,125	100%	1.5
9 Fellowes Court, Tullamarine	VIC	3.1	8.50%	Jan 14	4,072	100%	2.0
23 Selkis Road, Bibra Lake	WA	15.8	9.50%	Jan 14	18,235	100%	2.5
99 Quill Way, Henderson	WA	15.5	9.00%	Jan 14	16,419	100%	3.2
Total		318.5	8.21%		274,140	100%	4.9

Figure 4.2: ANI lease expiry profile



4.3 Historical financial information of ANI

As at the date of the Bidder's Statement, ANI's last published reviewed financial statements are for the financial year ended 30 June 2014, as lodged with the ASX on 20 August 2014.

TIX is not aware of any changes to ANI's financial position since the release of these results other than announcements made by ANI to the ASX up to the day before the date of this Bidder's Statement.

On 10 February 2015, ANI announced its results for the half year ending 31 December 2014 to ASX ([ANI Half Year Results](#)). ANI Unitholders should read the information in this Bidder's Statement together with the additional information contained in the ANI Half Year Results.

4.4 Publicly available information about ANI

ANI is a listed disclosing entity for the purposes of the Corporations Act and is therefore subject to regular reporting and disclosure obligations. Specifically, Fife Funds is required, subject to certain exceptions, to continuously disclose to the

market any information of which it is aware that a reasonable person would expect to have a material effect on the price or the value of ANI Units.

Fife Funds is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Fife Funds may be obtained from an ASIC office. Information about ANI may be obtained from either Fife Capital Group's website at www.fifecapital.com.au or the ASX website at www.asx.com.au.

In addition, the Corporations Act requires the directors of Fife Funds to provide a target's statement to ANI Unitholders, setting out certain material information regarding ANI.

4.5 Capital structure

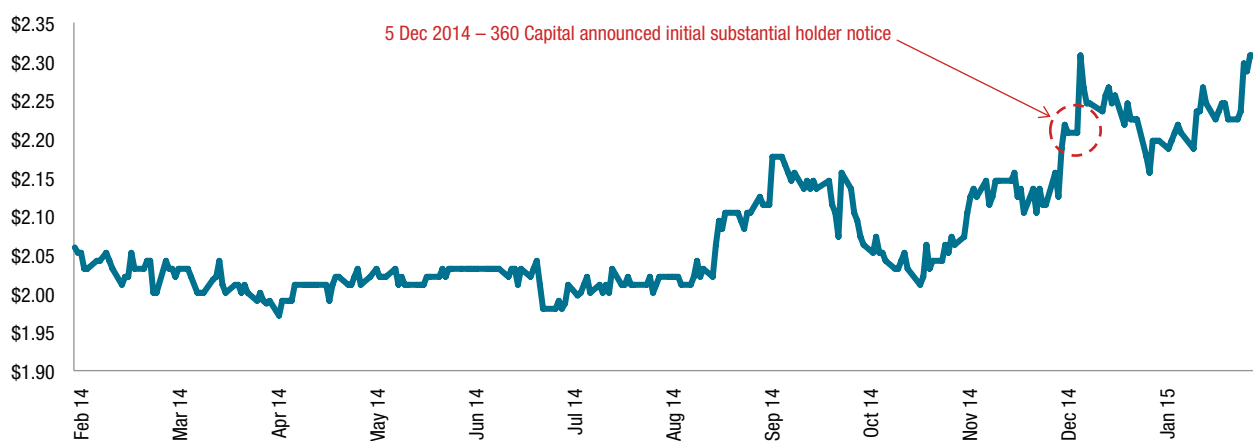
According to documents lodged by ANI with the ASX, as at the day immediately before the date of this Bidder's Statement, ANI has the following securities on issue:

Class of security	Total number on issue
ANI Units (quoted on ASX)	96,288,031

4.6 ANI debt

ANI Capital Structure	
Financier	NAB
Facility limit (\$m)	130.0
Amount drawn (\$m) ¹	114.4
Weighted average debt duration ²	3.9 years
Marginal borrowing cost ^{3,4}	3.9%
Hedge ratio ⁴	80%
Weighted average hedge duration (years) ⁴	4.7
Covenants	
Loan to Value	50%
Interest Cover Ratio	2.0x

Figure 4.3: ANI Unit price history (last twelve months)



¹ Includes post period pro forma adjustments. See section 6.4.4.

² As at 30 June 2014.

³ Inclusive of interest rate swaps, margin and line fees.

⁴ As announced 28 January 2015.

4.7 Substantial Unitholders

Based on information lodged with the ASX or known to 360 Capital the substantial unitholders of ANI are as follows:

Class of security	Last notice	Number of ANI Units	Voting power (%)
360 Capital Investment Management Limited	16 Dec 2014	12,412,759	12.9%
BT Investment Management Limited	3 Nov 2014	6,995,591	7.3%

4.8 Recent Unit price performance

The last recorded sale price of ANI Units on the ASX on 2 February 2015, being the trading day prior to the date of this Bidder's Statement, was \$2.30.

The last recorded sale price of ANI Units on the ASX on 18 December 2014, being the date before the Announcement Date, was \$2.24. ANI Units carried a distribution of 8.6 cents for the six months ending 31 December 2014 with an ex-distribution date of 29 December 2014.

During the three months ending 2 February 2015 (being the trading day prior to the date of this Bidder's Statement):

- the highest recorded sale closing price for ANI Units on the ASX was \$2.30 on 2 February 2015; and
- the lowest recorded sale closing price for ANI Units on the ASX was \$2.07 on 3 November 2014.

The closing prices of ANI Units on the ASX over the 12 months prior to the date of this Bidder's Statement are shown in the chart below [Figure 4.3](#).

4.9 Details of relevant interest in ANI Units and voting power in ANI

As at the date of this Bidder's Statement, 360 Capital has a relevant interest in 12,412,759 ANI Units, and has voting power of 12.9% in ANI.

Immediately before the first offer was sent, 360 Capital had relevant interest in 12,412,759 ANI Units, and had voting power of 12.9% in ANI.

4.10 Interests of Fife Funds' directors in ANI Units

As at the date of this Bidder's Statement, the directors of Fife Funds have the following relevant interest in ANI Units.

Director	ANI Units held
Rod Pearse	379,841
Peter Dransfield	81,353
Michael Allen	52,077
John Hudson	52,077
Allan Fife	532,425

4.11 Consideration provided for ANI Units during previous four months

Except as set out in this Bidder's Statement, neither the Bidder nor its associates has provided (or agreed to provide) consideration of an ANI Unit under a purchase or agreement to purchase during the period of four months before the date of this Bidder's Statement or in the period between the date of this Bidder's Statement and the date of the TIX Offer.

4.11.1 On-market purchases

360 CIML (not in its capacity as responsible entity of TIX) acquired ANI Units on-market on the ASX for cash consideration as set out in the following table:

Date of acquisition	Number of ANI Units acquired	Consideration per ANI Unit (\$)	Consideration (\$)
04 Nov 14	223	2.090	466.07
04 Nov 14	8,479	2.100	17,805.90
05 Nov 14	5,142	2.100	10,798.20
06 Nov 14	1,928	2.100	4,048.80
07 Nov 14	59,561	2.100	125,078.10
25 Nov 14	119	2.095	249.31
25 Nov 14	493,983	2.100	1,037,364.30
26 Nov 14	122,670	2.100	257,607.00
28 Nov 14	15,700	2.120	33,284.00
28 Nov 14	1,932	2.100	4,057.20
28 Nov 14	352,203	2.110	743,148.33
01 Dec 14	22	2.145	47.19
01 Dec 14	64,367	2.140	137,745.38
01 Dec 14	55,623	2.120	117,920.76
01 Dec 14	885,635	2.150	1,904,115.25
02 Dec 14	37,081	2.150	79,724.15
02 Dec 14	8,411	2.140	17,999.54
02 Dec 14	2,000,000	2.170	4,340,000.00
02 Dec 14	219,399	2.120	465,125.88
03 Dec 14	6,710	2.165	14,527.15
03 Dec 14	1,646,522	2.180	3,589,417.96
03 Dec 14	23,290	2.170	50,539.30
03 Dec 14	28,565	2.150	61,414.75
03 Dec 14	135,046	2.160	291,699.36
04 Dec 14	664,849	2.200	1,462,667.80
04 Dec 14	1,044	2.140	2,234.16
04 Dec 14	2,453	2.190	5,372.07
04 Dec 14	271,466	2.180	591,795.88
05 Dec 14	335,836	2.200	738,805.62
05 Dec 14	2,828	2.190	6,193.32
08 Dec 14	48,259	2.200	106,169.80
16 Dec 14	4,913,413	2.200	10,809,508.60
Total	12,412,759	2.177	27,026,931.12

4.11.2 Unit sale agreements

360 CIML in its capacity as responsible entity of 360 Capital Diversified Property Fund acquired:

- 2,409,083 ANI Units from AMP Life Limited for a purchase price of \$2.20 per ANI Unit pursuant to a unit sale agreement dated 16 December 2014; and
- 2,504,330 ANI Units from BNP Paribas Nominees Pty Limited as nominee for:
 - (a) BNP Paribas Securities Services as global sub-custodian for AMP Capital Funds Management Limited as responsible entity for Listed Property Trusts Fund;
 - (b) BNP Paribas Securities Services as global sub-custodian for AMP Capital Funds Management Limited as responsible entity for AMP Capital Property Securities Fund;
 - (c) BNP Paribas Securities Services as global sub-custodian for AMP Capital Funds Management Limited as responsible entity for Wholesale Australian Property Fund; and
 - (d) BNP Paribas Securities Services as global sub-custodian for AMP Capital Investors Limited as responsible entity for AFS Australian Property Securities Fund 1,

for a purchase price of \$2.20 per ANI Unit pursuant to a unit sale agreement dated 16 December 2014.

The above unit sale agreements provide that in certain circumstances, the sellers will have the option to buy back the ANI Units provided they accept those ANI Units into the TIX Offer.

Complete copies of the unit sale agreements were disclosed to the ASX by 360 CIML with a notice of change of interests of substantial holder on 16 December 2014.

4.12 No collateral benefits

Other than as described in section 4.11, neither TIX nor any of its associates has in the four months before the date of this Bidder's Statement or in the period between the date of this Bidder's Statement and the date of the TIX Offer, given, offered to give or agreed to give a benefit which is not offered to all ANI Unitholders under the TIX Offer to another person which was likely to induce the other person (or an associate) to accept the TIX Offer or dispose of ANI Units.

4.13 No escalation agreements

Neither TIX nor any of its associates has entered into any escalation agreement that is prohibited by Section 622 of the Corporations Act.

5 BIDDER'S INTENTIONS

5.1 Introduction

This section sets out the Bidder's intentions in relation to:

- the continued operation of ANI;
- any major changes to be made to the operation of ANI, including any redeployment of the ANI property; and
- any plans to remove the current responsible entity of ANI and appoint a new responsible entity.

These intentions are based on the information concerning ANI, its business and the general business environment which is known to the Bidder at the time of preparation of this Bidder's Statement.

The Bidder does not currently have full knowledge of all material information, facts and circumstances that are necessary to assess the operational, commercial, tax and financial implications of its current intentions. Final decisions regarding these matters will only be made by the Bidder in light of material information and circumstances at the relevant time. Accordingly, the statements set out in this section are statements of current intention only, which may change as new information becomes available to the Bidder or as circumstances change.

5.2 Intentions upon acquisition of 90% or more of ANI Units

This section sets out the Bidder's current intentions if it acquires relevant interests in 90% or more of the ANI Units and it is entitled to proceed to compulsory acquisition of the remaining ANI Units under the Corporations Act.

It is intended that:

- The Bidder will proceed with compulsory acquisition of the outstanding ANI Units in accordance with the provisions of chapter 6A of the Corporations Act;
- The Bidder will arrange for ANI to be removed from the Official List of the ASX; and
- The Bidder will procure the appointment of 360 RE as responsible entity of ANI as soon as practically possible after acquiring 90% of ANI Units. The Bidder may vote on the change of responsible entity if a meeting is held.

The Bidder will procure 360 RE to conduct a detailed review of ANI assets to determine a strategy to deliver superior risk-adjusted returns for the ANI portfolio. In conducting its review, the Bidder will ensure that all actions and strategies undertaken in respect of ANI are in the best interests of TIX Unitholders. Strategies may include:

- operational changes for the portfolio;
- repositioning the portfolio;
- opportunities to improve ANI's leasing and income profile;
- Non-Core Asset Sales (refer to section 5.5);
- review ANI's existing debt and hedging arrangements;
- potentially deregistering ANI as a managed investment scheme; and

- other actions that it can take to maximise the value of the portfolio.

5.3 Intentions upon acquisition of less than 90%

This section sets out the Bidder's intentions for ANI where it acquires a relevant interests in less than 90% of the ANI Units.

5.3.1 Replacement of Fife Funds with 360 RE as responsible entity of ANI

In these circumstances, the Bidder intends to seek the removal of Fife Funds and the appointment of 360 RE as responsible entity of ANI, as soon as is practicable. The Bidder and 360 Capital entities will be entitled to vote their ANI Units in favour of the resolutions to effect such replacement.

The Bidder may seek to replace Fife Funds with 360 RE at a time when the Bidder has relevant interests in less than 90% of the ANI Units and when the TIX Offer remains subject to conditions.

By accepting the TIX Offer, ANI Unitholders also agree to appoint the Bidder as agent and attorney to vote in favour, or appoint a proxy to vote in favour, of resolutions to replace Fife Funds with 360 RE as responsible entity of ANI. The appointment may be used at a time when the TIX Offer is subject to Conditions, but may not be used for any other purpose.

By accepting the TIX Offer, you are thereby supporting the replacement of Fife Funds with a 360 Capital member.

However, the Bidder undertakes not to exercise any votes at a meeting in connection with this appointment unless the TIX Offer is unconditional before the relevant meeting. If the TIX Offer is not unconditional before the relevant meeting, you will be permitted to vote your ANI Units at the meeting (either in person or by proxy). This means that the RE Replacement Appointment will not be used to replace the responsible entity in circumstances where you do not receive the TIX Consideration.

If the 360 RE is nevertheless appointed responsible entity of ANI before the end of the Offer Period at a time when the TIX Offer is subject to Conditions, the Bidder will waive all Conditions to the TIX Offer.

In respect of any RE Replacement Meeting, the Bidder undertakes to ensure that any proxy handling facility is conducted in accordance with all relevant legal requirements.

On 360 RE being appointed responsible entity of ANI, the Bidder will at least seven days prior to the close of the Offer Period waive all conditions to the extent they have not already been breached and are capable of being satisfied.

5.3.2 Intentions should 360 RE replace Fife Funds as responsible entity of ANI

The Bidder will respect the obligation of 360 RE to exercise independent judgement and act in the best interests of all ANI Unitholders. The Bidder does not intend to exercise

any voting control in a manner which would prevent 360 RE from complying with its obligations to act in the best interests of all ANI Unitholders.

The Bidder will invite 360 RE to conduct a detailed review of ANI assets to determine a strategy to deliver superior risk-adjusted returns for the ANI portfolio. In conducting its review, 360 RE will ensure that all actions and strategies undertaken in respect of ANI are in the best interests of ANI Unitholders. Strategies may include:

- operational changes for the portfolio;
- repositioning the portfolio;
- opportunities to improve ANI's leasing and income profile;
- Non-Core Asset Sales (see section 5.5); and
- other actions that 360 RE can take to maximise the value of the portfolio.

360 RE will put in place arrangements to address any conflicts of interest which may arise out of a 360 Capital entity acting as responsible entity of both TIX and ANI.

Should 360 RE replace Fife Funds as responsible entity of ANI, it will receive the same management fees as are currently paid to Fife Funds in accordance with the ANI Constitution.

Further details of 360 RE and its intentions in relation to ANI will be contained in the relevant notice of meeting in relation to the change of responsible entity.

5.3.3 Other intentions upon acquisition of less than 90%

The Bidder currently believes that ANI should continue to be listed on ASX while it meets the ASX requirements for maintaining a listing.

Subject to the above, the Bidder will continue to deal with its stake in ANI with a view to maximising returns for TIX Unitholders.

5.4 Property management and development management

If 360 RE becomes the responsible entity of ANI, it may consider discontinuing existing property management, development management and other ancillary services arrangements. Fife Funds currently charges a 3% property management fee to ANI and any property management fees that are not fully recoverable through the tenant will impact the earnings of ANI.

360 CIML outsources the property management function of the TIX portfolio to reputable companies including Knight Frank, Colliers International and CBRE. Outsourcing the property management function on a portfolio of this size ensures best practice principles are applied within a cost efficient structure. Importantly 360 CIML maintains control of the value-add functions including tenant relationships, lease and rent review negotiation, acquisitions and disposals. The property management fee is generally recoverable by the tenants and averages 1.3% of gross income across the portfolio.

Therefore a lower property management expense will not only reduce gross occupancy costs for the Combined Group's tenants, it may also positively impact the earnings of the Combined Group through a reduction in non-recoverable expenses.

5.5 Non-Core Asset Sales

ANI has approximately 54.2% (by income) of its leases expiring in FY16, FY17 and FY18. This may potentially have a significant impact on ANI's earnings for FY17 and FY18 whereby earnings may not be maintained at or above previous year's earnings and in turn be detrimental to ANI maintaining current distribution levels.

By merging the TIX and ANI portfolios the lease expiry profile for current ANI Unitholders in FY16, FY17 and FY18 will be improved. Furthermore, 360 CIML has identified \$46.9 million in Non-Core Asset Sales which it will endeavor to sell within 6-12 months of acquiring ANI, the impact of which will further reduce this imminent risk in the ANI portfolio. The properties identified are:

Property	Independent valuation (\$m)	Initial yield ¹	WALE (years)
324-332 Frankston-Dandenong Road, Dandenong South VIC	24.6	8.75%	2.0
49 Temple Drive, Thomastown VIC	13.0	9.00%	1.5
2 Keon Parade, Keon Park VIC	9.3	9.50%	1.5
Total	46.9	8.97%	1.8

1 At purchase.

These properties were acquired in March 2014 as part of a portfolio. These properties are characterised by older style improvements leading to the potential for significant capital expenditure in order to maintain and re-let, short remaining lease terms and tenants that have already vacated the building prior to expiry.

324-332 Frankston-Dandenong Road, Dandenong South VIC is currently leased to Gerard Land until December 2016. Gerard Land have sublet the three buildings to individual tenants, Schneider Electric, Sullair and LJM Marketing Services. The Bidder TIX understands the tenancy areas sub-let to Sullair and LJM Marketing are currently being marketed for lease.

49 Temple Drive, Thomastown VIC is leased to Amcor Packaging until June 2016. The Bidder TIX understands the tenant has vacated the property and is currently marketing the property for sub-lease.

2 Keon Parade, Keon Park VIC is leased to Amcor Packaging until June 2016 and together with 49 Temple Drive, Thomastown is held on one title.

By disposing these assets, 360 CIML will be improving the quality of the portfolio and will reduce the risk associated with potential expiries in FY16, FY17 and FY18. TIX has a strong track record of disposing of non-core assets and has demonstrated an ability to improve asset quality and fund performance through redeploying sale proceeds into acquisitions of quality assets. This is highlighted in section 2.6.

Sensitivities around the timing of sales on EPU and TIX Gearing are contained in section 6.

5.6 ANI borrowings

ANI's existing financier is NAB. 360 Capital has a strong relationship with NAB, having approximately \$330 million of finance facilities across its platform and NAB has been the main financier to 360 Capital and its entities since 2010.

The Bidder has received a Letter of Support from one of its existing financiers indicating its willingness to refinance ANI if required as a result of the TIX Offer.

Accordingly given the above and on the basis of the information currently available to the Bidder, the Bidder does not anticipate that the TIX Offer will have a materially adverse impact on the financing of ANI.

5.7 Fife Funds Co-operation Deed

Fife Funds has entered into an agreement with Fife Capital, which based on the summary contained in the PDS prepared in respect of the ANI IPO, has the following features:

- Fife Capital would put opportunities to ANI which it (as opposed to the ANI responsible entity) reasonably considers should be put to ANI except where conflicts under existing mandates mean such opportunities should be offered to other parties first. There is no disclosure in respect of the extent of such existing mandates;
- when ANI acquires additional properties it must first offer Fife Capital the right to carry property management services on pro forma terms (refer to section 5.4); and
- if ANI requires development services it must first offer Fife Capital the right to carry out those development services.

If Fife Funds is removed as responsible entity, the new responsible entity may terminate the agreement.

Based on the above and given the numerous alternative sources of opportunities available to TIX, the Bidder anticipates that it will be in the best interests of TIX and ANI Unitholders to terminate the Co-operation Deed. However, any final decision will be determined in conjunction with the aforementioned strategic reviews.

5.78 Limitations on intentions

For the avoidance of doubt, the intentions and statements of future conduct set out in this section 5 are subject to:

- the law (including the Corporations Act) and the ASX Listing Rules, including in particular the requirements of the Corporations Act and the ASX Listing Rules in relation to conflicts of interest and 'related party' transactions given that, if the Bidder obtains control of ANI and replaces the responsible entity but does not acquire all of the ANI Units, the Bidder will be treated as related parties of ANI for these purposes; and
- the legal obligation of the directors of the responsible entity of ANI at the time, including any nominees of the Bidder, to act in good faith in the best interests of ANI Unitholders and for proper purposes and to have regard to the interests of all ANI Unitholders.

Accordingly, this section must be read and understood on this basis.

6 PROFILE OF TIX ON COMPLETION OF THE TIX OFFER

6.1 Introduction

This section provides a profile of TIX on completion of the TIX Offer.

6.2 TIX strategy and rationale for making the TIX Offer

The proposed TIX Offer for ANI is consistent with the underlying investment strategy of TIX to be the largest ASX-listed pure rent-collecting industrial REIT.

360 CIML believes that there are many compelling strategic and financial benefits that will arise from the acquisition of ANI by TIX for ANI Unitholders. Given that the TIX Consideration is TIX Units, both ANI Unitholders and existing TIX Unitholders will share these benefits going forward.

The Bidder considers that the following strategic and financial benefits will flow to current and new TIX Unitholders if TIX acquires 100% of ANI pursuant to the TIX Offer:

- solidifies TIX's position as the largest ASX-listed pure rent-collecting industrial REIT:
 - number of assets increase from 22 to 38; and
 - portfolio size increases from \$526.0 million to \$844.5 million.
- brings together two complementary industrial portfolios:
 - broadens exposure to quality, blue chip tenants;
- increases the scale of TIX's balance sheet, potentially leading to lower borrowing costs; and
- increase in TIX's market capitalisation from \$343.4 million to \$579.1 million¹ on a pro forma basis. This increase in market weighting may lead to an improvement in TIX's access to, and cost of, capital.

The Bidder has not imposed a minimum acceptance condition because even if it does not acquire 100% of ANI Units, it believes a strategic investment in ANI is in the best interests of TIX Unitholders.

6.3 TIX portfolio post completion of the TIX Offer

This section sets out a description of the TIX portfolio if TIX acquires 100% of ANI Units pursuant to the TIX Offer.

6.3.1 TIX portfolio scale and composition

TIX has a clear and focused strategy and aims to deliver superior risk-adjusted returns from high quality Australian industrial real estate and drive on-going security of income, and potential capital growth, through active asset management.

6.3.2 Combining TIX and ANI industrial portfolios

TIX and ANI's portfolios are focused within key industrial hubs predominantly along eastern sea board markets.

The combination of the two portfolios is highly complementary, retaining core exposure to the key markets of NSW, VIC and QLD whilst providing enhanced diversification across assets, tenants and geographies.

Combined Group	
Number of Properties	38
Number of Tenants	61
Building Area (sqm)	697,426
Value (\$m):	\$844.5
WACR	8.2%
Occupancy	99.9%
WALE (years)	5.5

The combination of two complementary portfolios will broaden exposure to quality, blue chip tenants:

Figure 6.1: TIX major tenants	Figure 6.2: ANI major tenants
Woolworths	Amcor
AWH	Australia Post
The Reject Shop	VIP Petfoods
API	Greens*
Visy Industries*	Gerard Land
Bradnams Windows & Doors	Bluestar Logistics
Yamaha	K&S Freighters
Elite Wine Logistics	CBI Constructors & Kenz
Greens*	Visy Industries*
Kent Removals	Garmin

* Denotes commonality of major tenants between TIX and ANI.

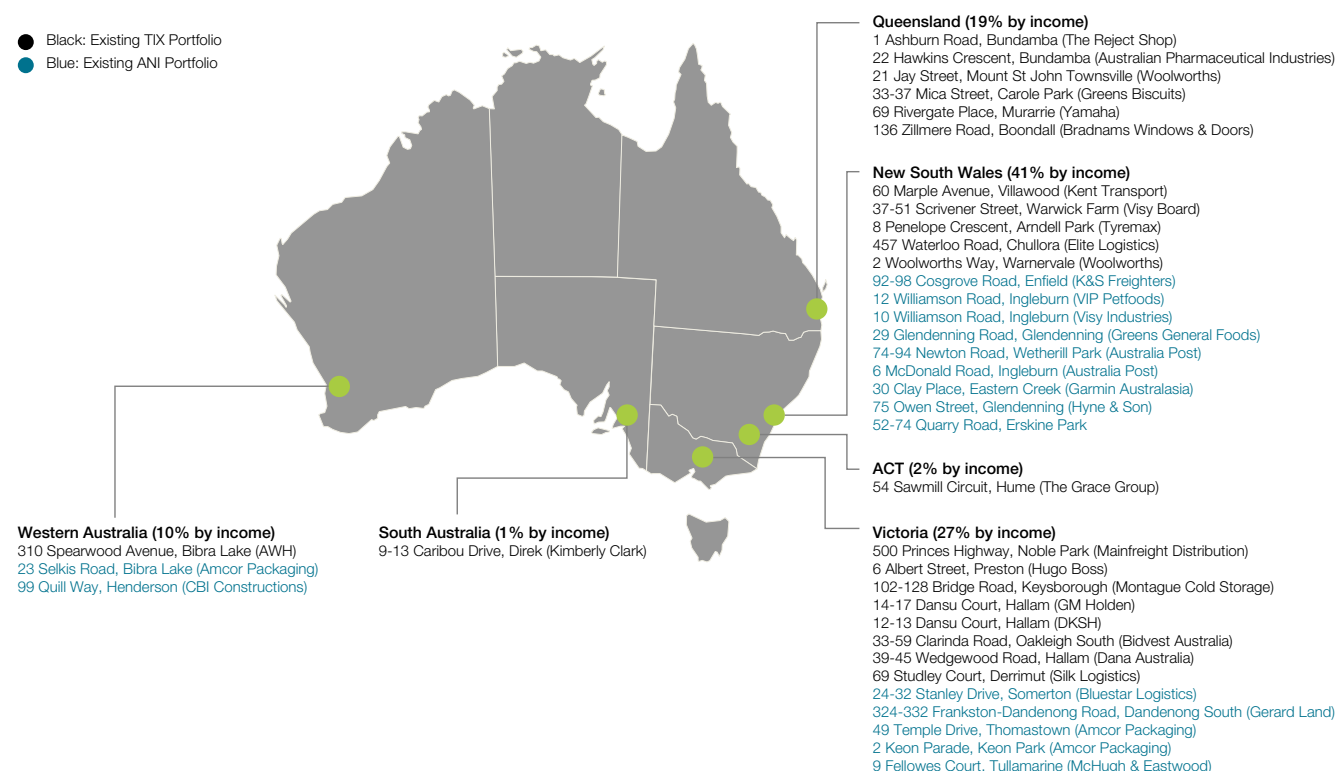
The table below indicates that the Combined Group is not subject to significant exposure to any one tenant with Woolworths Limited being the largest tenant within the Combined Group making up less than 9% of the overall portfolio (by income).

Rank	Tenant	Income (\$'m)	% of Income
1	Woolworths	6.6	8.7%
2	Greens	4.5	5.8%
3	Visy Industries	4.0	5.3%
4	Amcor Packaging	3.7	4.8%
5	AWH Pty Ltd	3.6	4.8%
6	API	3.4	4.4%
7	The Reject Shop Limited	3.3	4.3%
8	Australian Postal Corporation	3.1	4.1%
9	VIP Petfoods	2.6	3.4%
10	Bradnams Windows	2.5	3.2%
		37.3	48.8%

¹ TIX market capitalisation is based on the closing price of TIX Units on 2 February 2015.

² Combined Group market capitalisation is based on the total units outstanding multiplied by the closing price of TIX Units on 2 February 2015.

Figure 6.3: Combined Group geographic diversity and scale



6.3.3 Integration

TIX believes that the ANI portfolio can be successfully integrated into its existing operations with minimal incremental cost. 360 CIML's reasons for this include:

- a proven track record in the successful acquisition of industrial assets. Since taking over the management of TIX in December 2010, TIX has undertaken \$273.0 million of transactions of Australian industrial real estate, including the following acquisitions:
 - 22 Hawkins Crescent, Bundamba QLD;
 - 1 Ashburn Road, Bundamba QLD;
 - 54 Sawmill Circuit, Hume ACT;
 - 9-13 Caribou Drive, Direk SA;
 - 457 Waterloo Road, Chullora NSW;
 - 69 Studley Court, Derrimut VIC;
 - 2 Woolworths Way, Warnervale, NSW;
 - 21 Jay Street, Townsville QLD;
 - 33-37 Mica Street, Carole Park QLD;
 - 69 Rivergate Place, Murarrie QLD; and
 - 136 Zillmere Road, Boondall QLD.
- access to 360 Capital's asset management teams which have extensive experience through all facets of the operation and management of industrial properties:
 - 360 Capital's strong leasing capability illustrated by over 338,000 square metres or 80% of the portfolio being leased since 360 Capital took over the management of TIX in December 2010 and over 166,000 square metres or 39% of the portfolio being leased since listing in December 2012;
- access to 360 Capital's experienced and highly regarded treasury team focused on maintaining TIX's strong balance sheet and access to capital.

6.4 Financial profile of TIX on completion of the TIX Offer

6.4.1 Introduction

This section contains the following pro forma financial information (Pro Forma Financial Information) comprising Pro Forma Historic Statements of Financial Position ('PFHSFP') and Pro Forma Forecast Financial Information ('PFFFI') for TIX on completion of the TIX Offer (Combined Group):

Pro Forma Historic Statements of Financial Position

Stand-alone Pro Forma Historic Statements of Financial Position

The stand-alone PFHSFP have been prepared as at 31 December 2014, the statements presented include:

- reviewed TIX Statement of Financial Position as at 31 December 2014 adjusted for other significant transactions and events that have occurred post 31 December 2014 for TIX ("Unaudited Pro Forma TIX Stand-alone")
- audited ANI Statement of Financial Position as at 30 June 2014 adjusted for other significant transactions and events that have occurred post 30 June 2014 for ANI ("Unaudited Pro Forma ANI Stand-alone")

Combined Group Pro Forma Historic Statements of Financial Position

The Combined Group PFHSFP have been prepared to illustrate the impact of transactions relating to the TIX Offer as if they occurred on 31 December 2014. The Combined Group PFHSFP comprise the Unaudited Pro Forma TIX Stand-alone PFHSFP and the Unaudited Pro Forma ANI Stand-alone PFHSFP as at December 2014 adjusted for transactions to reflect the acquisition by TIX of ANI in accordance with the TIX Offer.

The Combined Group PFHSFP have been presented assuming a range of scenarios:

- acquisition of 100% of ANI ('100% Ownership Case')
- acquisition of 50.1% of ANI ('50.1% Ownership Case')
- acquisition of 30% of ANI ('30% Ownership Case')

Pro Forma Forecast Financial Information

The Combined Group PFFFI have been prepared for the years ending 30 June 2015 and 30 June 2016, the information presented includes:

- Pro Forma Operating Earnings per unit for the Combined Group for the year ending 30 June 2015 as if the acquisition by TIX of ANI had taken place on 1 July 2014 and assuming TIX is successful in acquiring either 100% or 50.1% or 30% of ANI Units set out in section 6.4.5; and
- Pro forma Operating Earnings per unit for the Combined Group for the year ending 30 June 2016 on the same basis as the assumptions for the year ending 30 June 2015

and also assuming the disposal of \$46.9 million of non-core properties as at 31 March 2016 and assuming TIX is successful in acquiring either 100% or 50.1% or 30% of ANI Units set out in section 6.4.5.

The directors of 360 CIML are responsible for the preparation and presentation of the Pro Forma Financial Information which should be read in conjunction with the investment risks set out in section 8 and other information set out in this Bidder's Statement (including the sensitivity analysis in section 6.4.5).

360 CIML has been subject to certain limitations in preparing the Pro Forma Financial Information. In particular Fife Funds has not provided access to ANI's non public information to assist 360 CIML completing the Bidders Statement and Pro Forma Financial Information contained therein. 360 CIML has needed to rely on publicly available financial information to assist in completion the Pro Forma Financial Information.

The Pro Forma Financial Information presented in this statement is provided for illustrative purposes and may not reflect the financial performance or position of the Combined Group that would have resulted had the acquisition of ANI actually been completed on the dates indicated. The Pro Forma Financial Information does not represent 360 CIML's view of its future financial performance or position. The directors of 360 CIML do not guarantee the future performance of TIX with or without the acquisition of ANI.

All amounts disclosed in the tables are presented in Australian dollars (\$) and are rounded to the nearest \$0.1 million dollars unless otherwise noted.

6.4.2 Basis of preparation

The Pro Forma Financial Information has been presented in an abbreviated form. As a result, the Pro Forma Financial Information has not been prepared in accordance with the Corporations Act and does not contain the disclosures required by Australian Accounting Standards ('AAS') when presenting Financial Statements.

Pro Forma Historical Statements of Financial Position

The PFHSFP presents the impact of the acquisition of ANI on TIX's financial position as at 31 December 2014 as if the acquisition of ANI had taken place on 31 December 2014 and are based on the following information:

- reviewed consolidated Financial Statements of TIX for the six months ended 31 December 2014 (as lodged with the ASX on 3 February 2015);
- audited consolidated Financial Statements of ANI for the year ended 30 June 2014 (as lodged with the ASX on 22 August 2014); and
- other significant transactions and events that have occurred post 30 June 2014 for ANI and 31 December 2014 for TIX based on publicly available information and other additional information considered necessary to reflect the director's pro forma adjustments set out in section 6.4.4.

Operating Earnings per unit

The directors of 360 CIML have considered the requirements of applicable law and practice, including ASIC Regulatory Guide 170, in concluding that forecast Financial Statements for the Combined Group cannot be provided as it does not have a reasonable basis for such forecasts.

As an alternative, 360 CIML has provided Operating Earnings per unit for the Combined Group. Operating Profit is a financial measure which is not prescribed by AAS and represents the profit under AAS adjusted for specific non-cash and significant items. The directors of 360 CIML consider Operating Earnings to reflect the core earnings of the Fund and it is used as a guide to assess the Funds ability to pay distributions to unitholders. Operating earnings are derived by taking statutory net profit after tax and excluding non-cash adjustments such as fair value adjustments of investment properties and derivative financial instruments, straight-lining of rental income and amortisation of lease incentives, leasing fees and borrowing costs. Operating earnings also excludes other significant one-off items such as gains or losses on disposal of investment properties, derivative termination cost and corporate transaction associated costs.

The directors of Fife Funds use distributable earnings as a measure to represent ANI's underlying earnings from ongoing operating activities. Fife Funds methodology used to calculate its distributable earnings appears to be materially similar, however not identical, to that used by the directors of 360 CIML to calculate Operating Earnings of TIX. Both measurements use statutory net profit after tax adjusted for non-cash and one-off items and are used as a guide to determine the level of distributions for the respective Funds. For the purpose of providing pro forma Operating Earnings of the Combined Group it has been assumed that the calculation of distributable earnings and Operating Earnings are materially consistent.

Pro forma Operating Earnings and distribution per unit for the Combined Group for the year ending 30 June 2015 presents the impact of the acquisition of ANI on TIX's Operating Earnings and distributions per unit, as if the acquisition of ANI had taken place on 1 July 2014 and is based on the following information:

- TIX's Operating Earnings guidance of 21.2 cents per unit and distribution guidance of 20.0 cents per unit for the year ending 30 June 2015 (as announced on 19 January 2015);
- ANI's distributable earnings guidance of 19.4 cents per unit and distribution guidance of 18.2 cents per unit for the year ending 30 June 2015 (as announced on 28 January 2015);
- Information contained within ASX announcements made by ANI; and
- Other additional information considered necessary to reflect the directors' pro forma adjustments set out in section 6.4.4.

Pro forma Operating Earnings and distribution per unit for the Combined Group for the year ending 30 June 2016 presents the impact of the acquisition of ANI on TIX's Operating Earnings and distribution per unit, as if the acquisition of ANI had taken place on 1 July 2014 and is based on the following information:

- TIX's Operating Earnings guidance of 22.0 cents per unit and distribution guidance of 21.0 cents per unit for the year ending 30 June 2016 (as announced on 19 January 2015);
- ANI's distributable earnings guidance of 19.4 cents per unit for the year ending 30 June 2015 (as detailed above) and applying distributable earnings growth assumptions for the year ending June 2016 and adjusting for the impact of the assumed disposal of \$46.9 million of non-core properties on 31 March 2016;
- Information contained within ASX announcements made by ANI; and
- Other additional information considered necessary to reflect the directors' pro forma adjustments set out in section 6.4.4.

TIX's Operating Earnings per unit reflects the directors' assessment of TIX's performance based on current operating and economic conditions and the implementation of TIX's business strategy.

While the directors of 360 CIML believe the assumptions used in preparing the pro forma Operating Earnings and distribution per unit are appropriate and reasonable at the time of preparation, some events and circumstances are beyond the control of the directors and often do not occur as expected. As a consequence, actual results may differ significantly from the pro forma Operating Earnings and distribution per unit provided. The directors of Bidder do not guarantee that the pro forma Operating Earnings and distribution per unit provided will be achieved and ANI Unitholders are advised to carefully consider both the Investment Risks detailed in section 8 and the assumptions used in preparing the pro forma Operating Earnings and distribution per unit.

Accounting Policies

In preparing the Pro Forma Financial Information, 360 CIML has reviewed publicly available information to identify accounting policy differences where the impact is potentially material to the Combined Group and can be reliably estimated. Although no material differences were identified, significant accounting policy differences may be identified after the acquisition of ANI.

6.4.3 Distributions

It is expected that on completion of the TIX Offer, TIX will maintain its current distribution payout policy of 90% to 100% of Operating Earnings (refer to section 2.3 of the Bidder's Statement for further details). TIX currently distributes quarterly in arrears with payment of the distribution within 1 month of each quarter end.

ANI has stated its distribution payout policy is 90% to 100% of distributable earnings. ANI currently distributes six monthly in arrears with the payment of the distribution within 2 months of the end of the six month period.

6.4.4 Pro forma historic statement of financial position

Pro Forma Historic Statement of Financial Position TIX stand-alone

The table below outlines the Pro Forma Historic Statement of Financial Position TIX stand-alone:

	Reviewed TIX	Pro Forma Adjustments	Unaudited Pro Forma TIX Stand-alone
	31 Dec 2014 (\$m)	(\$m)	31 Dec 2014 (\$m)
Current assets			
Cash	3.0	(2.0)	1.0
Trade and Other Receivables	3.5	(1.3)	2.2
Total Current Assets	6.5		3.2
Non-Current Assets			
Investment Properties	501.0	25.0	526.0
Total Non-Current Assets	501.0		526.0
Total Assets	507.5		529.2
Current Liabilities			
Trade and Other Payables	4.5		4.5
Distribution Payable	6.2	(6.2)	–
Total Current Liabilities	10.7		4.5
Non-Current Liabilities			
Interest Bearing Liabilities	225.2	26.0	251.2
Derivative Financial Instruments	3.0	(2.8)	0.2
Total Non-Current Liabilities	228.2		251.4
Total Liabilities	238.9		255.9
Net Assets	268.6		273.3
Equity			
Issued Equity	324.3	6.2	330.5
Retained Earnings	(55.7)	(1.5)	(57.2)
Total Equity	268.6		273.3
Number of Units on Issue (million)	122.4	2.5	124.9
Gearing	44.4%		47.7%
NTA per Unit (\$)	2.19		2.19

Note:

- Gearing is calculated as interest bearing liabilities (excluding capitalised borrowing costs) less cash divided by total tangible assets (excluding Goodwill) less cash. The Unaudited Pro Forma TIX Stand-alone interest bearing liabilities are \$253.0 million excluding capitalised borrowing costs.
- Net tangible assets is calculated as Total tangible assets (excluding Goodwill) divided by units on issue.

Directors' Pro Forma Adjustments TIX stand-alone

TIX adjustments for events post 31 December 2014 as if they had occurred at 31 December 2014:

- Excess cash of 2.0 million used alongside debt to fund the acquisition of 136 Zillmere Road, Boondall QLD reduces cash to \$1.0 million.
- Reduction in receivables of \$1.3 million representing the deposit paid in December 2014 for the acquisition of 136 Zillmere Road, Boondall QLD reduces receivables to \$2.2 million.
- Settlement of 136 Zillmere Road, Boondall, QLD in January 2015 for \$25.0 million (excluding stamp duty and due diligence costs) increases investment properties to \$526.0 million.
- Payment of the December 2014 quarter distribution comprising \$6.2 million and corresponding issue of equity under the fully underwritten Distribution Reinvestment Plan ('DRP'), decreases distribution payable to NIL and increases issued equity to \$330.5 million.
- Draw down of Debt Facility to fund property acquisition, associated acquisition costs and the termination of an existing derivative financial instrument. Total interest bearing liabilities increase to \$251.2 million.
- Termination of an existing derivative financial instrument.
- Write off of property acquisition costs including stamp duty and due diligence costs.
- Issue of new units relating December quarter DRP, increasing total units on issue to 124.9 million.

PROFILE OF TIX ON COMPLETION OF THE TIX OFFER

(CONTINUED)

Pro Forma Historic Statement of Financial Position ANI stand-alone

The table below outlines the Pro Forma Historic Statement of Financial Position ANI stand-alone:

	Audited ANI	Pro Forma Adjustments		Unaudited Pro Forma ANI Stand-alone
	30 June 2014 (\$m)	(\$m)	Notes	31 Dec 2014 (\$m)
Current assets				
Cash	0.6			0.6
Trade and Other Receivables	1.1			1.1
Rental Guarantees	0.2			0.2
Total Current Assets	1.9			1.9
Non-Current Assets				
Investment Properties	294.8	23.4	(i)	318.2
Rental Guarantees	0.1			0.1
Total Non-Current Assets	294.9			318.3
Total Assets	296.8			320.2
Current Liabilities				
Trade and Other Payables	2.2			2.2
Distribution Payable	7.8			7.8
Total Current Liabilities	10.0			10.0
Non-Current Liabilities				
Interest Bearing Liabilities	99.1	14.4	(ii)	113.5
Derivative Financial Instruments	1.7	(1.7)	(iii)	–
Total Non-Current Liabilities	100.8			113.5
Total Liabilities	110.8			123.5
Net Assets	186.0			196.7
Equity				
Issued Equity	188.0	0.9	(iv)	188.9
Retained Earnings	(2.0)	9.8	(v)	7.8
Total Equity	186.0			196.7
Number of Units on Issue (million)	95.8	0.5	(vi)	96.3
Gearing	33.6%			35.6%
NTA per Unit (\$)	1.94			2.04

Note:

- Gearing is calculated as interest bearing liabilities (excluding capitalised borrowing costs) less cash divided by total tangible assets (excluding Goodwill) less cash. The Unaudited Pro Forma ANI Stand-alone interest bearing liabilities are \$114.4 million excluding capitalised borrowing costs.
- NTA per unit is calculated as Total tangible assets (excluding Goodwill) divided by units on issue.

Directors' Pro Forma Adjustments ANI stand-alone

ANI adjustments for events post 30 June 2014

- Acquisition of 52-74 Quarry Road, Erskine Park NSW property for a total cost of \$13.3 million, including land acquired for \$5.5 million in September 2014 (as announced on 10 September 2014) and assumed development completed on 31 December 2014. Total development assumed to be funded from undrawn debt facility. Revaluations of nine investment properties as at 31 December 2014 amounting to an increase in the value of investment properties of \$10.1 million (as announced on 14 January 2015).
- Draw down of Debt Facility to fund property acquisition, the break of ANI's hedging arrangements (as announced on 28 January 2015) and the repayment of debt using the proceeds of the June 2014 DRP.
- Termination of derivative financial instruments (as announced on 28 January 2015), payout assumed to be at 30 June 2014 value.
- June 2014 DRP raised \$0.9 million increasing issued equity to \$188.9 million (as announced on 29 August 2014).
- Gain on revaluations of investment properties as at 31 December 2014 of \$10.1 million (as announced on 14 January 2015) off-set by assumed write-off of acquisition costs estimated as 2.5% of total cost of 52-74 Quarry Road, Erskine Park NSW.
- Issue of units relating to the ANI June 2014 DRP.

Pro Forma Historic Statement of Financial Position for 100% ownership case

The table below outlines the Combined Group Pro Forma Historic Statement of Financial Position assuming TIX acquires 100% of ANI's Units:

	Unaudited Pro Forma TIX Stand-alone	Unaudited Pro Forma ANI Stand-alone	Pro Forma Adjustments		Unaudited Pro Forma Combined Group
	31 Dec 2014 (\$m)	31 Dec 2014 (\$m)	(\$m)	Notes	31 Dec 2014 (\$m)
Current assets					
Cash	1.0	0.6			1.6
Trade and Other Receivables	2.2	1.1			3.3
Rental Guarantees	–	0.2			0.2
Total Current Assets	3.2	1.9			5.1
Non-Current Assets					
Investment Properties	526.0	318.2		(i)	844.2
Rental Guarantees	–	0.1			0.1
Goodwill	–	–	39.0	(ii)	39.0
Total Non-Current Assets	526.0	318.3			883.3
Total Assets	529.2	320.2			888.4
Current Liabilities					
Trade and Other Payables	4.5	2.2			6.7
Distribution Payable	–	7.8			7.8
Total Current Liabilities	4.5	10.0			14.5
Non-Current Liabilities					
Interest Bearing Liabilities	251.2	113.5	10.6	(iii)	375.3
Derivative Financial Instruments	0.2	–			0.2
Total Non-Current Liabilities	251.4	113.5			375.5
Total Liabilities	255.9	123.5			390.0
Net Assets	273.3	196.7			498.4
Equity					
Issued Equity	330.5	188.9	42.9	(iv)	562.3
Retained Earnings	(57.2)	7.8	(14.5)	(v)	(63.9)
Total Equity	273.3	196.7			498.4
Number of Units on Issue (million)	124.9	96.3	(10.6)	(vi)	210.6
Gearing	47.7%	35.6%		(vii)	44.4%
NTA per Unit (\$)	2.19	2.04		(viii)	2.18

Note:

- Gearing is calculated as interest bearing liabilities (excluding capitalised borrowing costs) less cash divided by total tangible assets (excluding Goodwill) less cash. The Combined Group Pro Forma interest bearing liabilities is \$377.9 million excluding capitalised borrowing costs.
- NTA per unit is calculated as ~~Total~~ total tangible assets (excluding Goodwill) divided by units on issue.
- NTA per unit of the Combined Group is \$1.94 on an equivalent ANI Unit basis (excludes any impact of the Cash Payment of \$0.03).

Directors' Pro Forma Adjustments for 100% ownership

1. The TIX Offer is assumed to complete on 31 December 2014 as follows:

- TIX acquires 100% ANI issued units, and in accordance with AAS, TIX will consolidate ANI as a business combination.
- TIX appoints 360 CIML as the RE of ANI.
- Non-Core Asset Sales as described in section 5.5 have not been assumed.

2. Acquiring 100% ownership interest in ANI has the following pro forma statement of financial position impacts for TIX (these notes relate to the preceding table):

- (i) TIX ~~Investment~~ investment properties increase to \$844.5 million (including rental guarantees).
- (ii) Goodwill on acquisition of ANI reflecting the premium of the consideration at implied offer price \$2.45 per unit over ANI's NTA per unit multiplied by total ANI issued units, goodwill recognised of \$39.0 million.
- (iii) Draw down of Debt Facility of \$10.6 million to fund the payment of stamp duty and TIX's consultant fees totalling \$7.1 million and ANI consultant fees estimated to be \$3.5 million. TIX's Combined Groups Interest bearing liabilities increase to \$375.3 million.
- (iv) TIX's issued equity increases by \$231.8 million to \$562.3 million, representing the value of additional TIX Units issued to ANI Unitholders in accordance with TIX Offer net of equity raising costs.
- (v) Decrease in retained earnings of \$14.4 million includes the write off of transaction costs associated with the TIX Offer including stamp duty and ANI's consultants and the elimination of ANI pre-acquisition retained earnings.
- (vi) TIX Units on issue increase to 210.6 million via the issue of an addition 85.7 million TIX Units for the acquisition of ANI in accordance with the TIX Offer.
- (vii) TIX Pro Forma Gearing is reduced to 44.4%.
- (viii) TIX Pro forma NTA decreases to \$2.18 per unit.

Pro Forma Historic Statement of Financial Position for 50.1% ownership

The table below outlines the Combined Group Pro Forma Historic Statement of Financial Position assuming TIX acquires 50.1% of ANI's Units:

	Unaudited Pro Forma TIX Stand-alone	Unaudited Pro Forma ANI Stand-alone	Pro Forma Adjustments		Unaudited Pro Forma Combined Group
	31 Dec 2014 (\$m)	31 Dec 2014 (\$m)	(\$m)	Notes	31 Dec 2014 (\$m)
Current assets					
Cash	1.0	0.6			1.6
Trade and Other Receivables	2.2	1.1			3.3
Rental Guarantees	–	0.2			0.2
Total Current Assets	3.2	1.9			5.1
Non-Current Assets					
Investment Properties	526.0	318.2		(i)	844.2
Rental Guarantees	–	0.1			0.1
Goodwill	–	–	19.6	(ii)	19.6
Total Non-Current Assets	526.0	318.3			863.9
Total Assets	529.2	320.2			869.0
Current Liabilities					
Trade and Other Payables	4.5	2.2			6.7
Distribution Payable	–	7.8			7.8
Total Current Liabilities	4.5	10.0			14.5
Non-Current Liabilities					
Interest Bearing Liabilities	251.2	113.5	6.6	(iii)	371.3
Derivative Financial Instruments	0.2	–			0.2
Total Non-Current Liabilities	251.4	113.5			371.5
Total Liabilities	255.9	123.5			386.0
Net Assets	273.3	196.7			483.0
Equity					
Issued Equity	330.5	188.9	(73.9)	(iv)	445.5
Retained Earnings	(57.2)	7.8	(9.5)	(v)	(58.9)
Total Equity Attributable to Unitholders	273.3	196.7			386.6
External Non-Controlling Interest	–	–	96.4	(vi)	96.4
Total Equity	273.3	196.7			483.0
Number of Units on Issue (million)	124.9	96.3	(53.4)	(vii)	167.8
Gearing	47.7%	35.6%		(viii)	43.9%
NTA per Unit (\$)	2.19	2.04		(ix)	2.19

Note:

- Gearing is calculated as interest bearing liabilities (excluding capitalised borrowing costs) less cash divided by total tangible assets (excluding Goodwill) less cash. The Combined Pro Forma interest bearing liabilities is \$373.9 million excluding capitalised borrowing costs.
- NTA per unit is calculated as Total tangible assets (excluding Goodwill) divided by units on issue. Combined Group NTA per unit excludes non-controlling interest.
- NTA per unit of the Combined Group is \$1.95 on an equivalent ANI Unit basis (excludes any impact of the Cash Payment of \$0.03).

Directors' Pro Forma Adjustments for 50.1% ownership

1. The TIX Offer is assumed to complete on 31 December 2014 as follows:

- TIX acquires 50.1% of outstanding ANI Units, and in accordance with AAS, TIX will consolidate ANI as a business combination and will reflect the proportionate ownership of the 49.9% non-controlling interest as an adjustment in equity.
- TIX deemed to control ANI and New 360 RE appointed to replace Fife Funds as RE of ANI.
- Non-Core Asset Sales as described in section 5.5 have not been assumed.

2. Acquiring 50.1% ownership interest in ANI has the following pro forma statement of financial position impacts for TIX (these notes relate to the preceding table):

- (i) TIX Investment properties increase to \$844.5 million (including rental guarantees).
- (ii) Goodwill on acquisition of ANI reflecting the premium of the consideration at implied offer price \$2.45 per unit over ANI's NTA per unit multiplied by 50.1% of ANI issued units, goodwill recognised of \$19.6 million.
- (iii) Draw down of Debt Facility of \$6.6 million to fund the payment of TIX's consultant fees of \$3.1 million and ANI consultant fees estimated to be \$3.5 million. TIX's Combined Groups Interest bearing liabilities increase to \$371.3 million
- (iv) TIX's Issued equity increases by \$115.0 million to \$445.5 million, representing the value of additional TIX Units issued to ANI Unitholders in accordance with TIX Offer net of equity raising costs.
- (v) Decrease in retained earnings of \$9.5 million includes the write off of transaction costs associated with the TIX Offer including 50.1% of ANI's consultants costs and the elimination of ANI pre-acquisition retained earnings.
- (vi) Non-controlling equity interest reflecting the proportionate ownership of the 49.9% non-controlling interest, increases to \$96.4 million, including impact of 49.9% of ANI consultants costs.
- (vii) TIX Units on issue increase to 167.8 million via the issue of an additional 42.9 million TIX Units for the acquisition of 50.1% of ANI in accordance with the TIX Offer.
- (viii) TIX Pro Forma Gearing is reduced to 43.9%.
- (ix) TIX Pro forma NTA decreases to \$2.19 per unit.

Pro Forma Historic Statement of Financial Position for 30% ownership

The table below outlines the Combined Group Pro Forma Historic Statement of Financial Position assuming TIX acquires 30% of ANI's Units:

	Unaudited Pro Forma TIX Stand-alone	Pro Forma Adjustments		Unaudited Pro Forma Combined Group
	31 Dec 2014 (\$m)	(\$m)	Notes	31 Dec 2014 (\$m)
Current assets				
Cash	1.0			1.0
Trade and Other Receivables	2.2			2.2
Rental Guarantees	–			–
Total Current Assets	3.2			3.2
Non-Current Assets				
Investment Properties	526.0		(i)	526.0
Rental Guarantees	–			–
Financial Assets at Fair Value through Profit or Loss	–	70.8	(ii)	70.8
Total Non-Current Assets	526.0			596.8
Total Assets	529.2			600.0
Current Liabilities				
Trade and Other Payables	4.5			4.5
Distribution Payable	–			–
Total Current Liabilities	4.5			4.5
Non-Current Liabilities				
Interest Bearing Liabilities	251.2	0.7	(iii)	251.9
Derivative Financial Instruments	0.2			0.2
Total Non-Current Liabilities	251.4			252.1
Total Liabilities	255.9			256.6
Net Assets	273.3			343.4
Equity				
Issued Equity	330.5	70.1	(iv)	400.6
Retained Earnings	(57.2)			(57.2)
Total Equity	273.3			343.4
Number of Units on Issue (million)	124.9	25.7	(v)	150.6
Gearing	47.7%		(vi)	42.2%
NTA per Unit (\$)	2.19		(vii)	2.28

Note:

- Gearing is calculated as interest bearing liabilities (excluding capitalised borrowing costs) less cash divided by total tangible assets (excluding Goodwill) less cash. The Combined Pro Forma interest bearing liabilities is \$253.7 million excluding capitalised borrowing costs.
- NTA per unit is calculated as Total tangible assets (excluding Goodwill) divided by units on issue.
- NTA per unit of the Combined Group is \$2.03 on an equivalent ANI Unit basis.

PROFILE OF TIX ON COMPLETION OF THE TIX OFFER

(CONTINUED)

Directors' Pro Forma Adjustments for 30% ownership

1. The TIX Offer is assumed to complete on 31 December 2014 as follows:

- TIX acquires 30% of outstanding ANI Units, on the basis TIX does not have the ability to control ANI, TIX will classify its investment in ANI as a financial asset fair valued through the profit and loss. The investment in ANI would be held at market value of ANI's units traded on the ASX at record date.
- TIX not deemed to control ANI as it only holds 30% of the issue units of ANI. Fife Funds remains as RE of ANI.
- TIX investment in ANI would be held at market value of the units traded on the ASX at reporting date, assumed to be \$2.45 per unit.

2. Acquiring 30% ownership interest in ANI has the following pro forma statement of financial position impacts for TIX (these notes relate to the preceding table):

- Investment properties remain unchanged.
- Financial Assets at Fair Value increase to \$70.8 million representing the fair value of ANI Units acquired by TIX. It is assume the value of the consideration paid is equivalent to the market value at 31 December 2014 assumed to be \$2.45 per unit multiplied by 30% of ANI issued units acquired.
- Draw down of Debt Facility of \$0.7 million to fund the TIX Offer transaction costs. TIX's Interest bearing liabilities increase to \$251.8 million.
- TIX's issued equity increases by \$70.1 million to \$400.6 million, representing the value of additional TIX Units issued to ANI Unitholders in accordance with TIX Offer net of equity raising costs for acquisition of 30% of ANI issued units.
- TIX Units on issue increase to 150.6 million via the issue of an addition 25.7 million TIX Units for the acquisition of 30.0% of ANI in accordance with the TIX Offer.
- Pro Forma Gearing is reduced to 42.2%.
- Pro forma NTA increases to \$2.28 per unit.

6.4.5 Pro Forma Operating Earnings and distribution per unit

The Combined Group's pro forma Operating Earnings and distribution per unit for the year ending 30 June 2015 and 30 June 2016 as if the acquisition of ANI Units had taken place on 1 July 2014 and is based on different levels of ownership as follows:

- TIX acquires 100% of ANI Units (100% Ownership Case);
- TIX acquires 50.1% of ANI Units (50.1% Ownership Case); and
- TIX acquires 30.0% of ANI Units (30% Ownership Case)

The tables below provide a summary of the stand-alone, Combined Group and ANI equivalent Operating Earnings and distributions per unit under each of these scenarios.

Pro Forma Operating Earnings and distribution per unit year ending 30 June 2015

	FY15 Guidance		100% Ownership Case			50.1% Ownership Case			30% Ownership Case		
	TIX Stand-alone	ANI Stand-alone	Combined Group	ANI Equivalent (Scrip Ratio) ¹	Movement FY15 ANI Guidance ²	Combined Group	ANI Equivalent (Scrip Ratio) ¹	Movement FY15 ANI Guidance ²	Combined Group	ANI Equivalent (Scrip Ratio) ¹	Movement FY15 ANI Guidance ²
	(cpu)	(cpu)	(cpu)	(cpu)	(%)	(cpu)	(cpu)	(%)	(cpu)	(cpu)	(%)
Pro Forma Operating Earnings	21.2	19.4	21.5	19.1	(1.5%)	21.4	19.0	(2.1%)	21.0	18.7	(3.6%)
Distribution ³	20.0	18.2	20.4	18.2	– %	20.3	18.1	(0.5%)	20.0	17.8	(2.2%)

1 Represents Combined Group Operating Earnings and distribution per unit adjusted to reflect ANI Unitholder equivalent at scrip ratio of 0.89.

2 Movement between FY15 ANI Stand-alone guidance and ANI equivalent (scrip ratio).

3 Distributions under the Combined Group are assumed to be equivalent to a 95% payout ratio.

Pro Forma Operating Earnings and distribution per unit year ending 30 June 2016

	FY16 Guidance		100% Ownership Case			50.1% Ownership Case			30% Ownership Case		
	TIX Stand-alone	ANI Stand-alone	Combined Group	ANI Equivalent (Scrip Ratio) ¹	Movement FY15 ANI Guidance ²	Combined Group	ANI Equivalent (Scrip Ratio) ¹	Movement FY15 ANI Guidance ²	Combined Group	ANI Equivalent (Scrip Ratio) ¹	Movement FY15 ANI Guidance ²
	(cpu)	(cpu)	(cpu)	(cpu)	(%)	(cpu)	(cpu)	(%)	(cpu)	(cpu)	(%)
Pro Forma Operating Earnings ³	22.0	— ⁴	22.4	19.9	2.6%	22.4	19.9	2.5%	22.2	19.8	2.1%
Distribution ⁵	21.0	— ⁴	21.3	19.0	4.4%	21.3	19.0	4.4%	21.1	18.8	3.3%

1 Represents Combined Group Operating Earnings and distribution per unit adjusted to reflect ANI Unitholder equivalent at scrip ratio of 0.89.

2 Movement between FY15 ANI Stand-alone guidance and ANI equivalent (scrip ratio).

3 FY16 assumes the disposal of \$46.9 million in non core assets in March 2016 with the proceeds being used to repay debt.

4 ANI have not released earnings or distribution guidance for FY16.

5 Distributions under the Combined Group are assumed to be equivalent to a 95% payout ratio.

Pro Forma Operating Earnings and distribution assumptions

In preparing the pro forma Operating Earnings and distribution per unit for each scenario, the following best estimate stand-alone and Combined Group assumptions have been adopted:

Year ending 30 June 2015 100% Ownership Case stand-alone assumptions

- TIX's Operating Earnings guidance of 21.2 cents per unit and distribution guidance of 20.0 cents per unit for the year ending 30 June 2015 (as announced on 19 January 2015); and
- ANI's distributable earnings guidance of 19.4 cents per unit and distribution guidance of 18.2 cents per unit for the year ending 30 June 2015 (as announced on 28 January 2015).

Combined Group assumptions

- Acquisition by TIX of 100% of ANI Units occurs on 1 July 2014;
- TIX appoints 360 CIML as the RE of ANI;
- Operating Earnings and distribution consistent with stand-alone assumptions above;
- Assume impact of costs of funding of any ANI transaction costs associated with the TIX Offer have been included in ANI's distributable earnings guidance of 19.4 cents per unit for the year ending 30 June 2015;
- 360 CIML charges a responsible entity fee of 60 basis points of GAV of the Combined Group consistent with existing fees charged to TIX and ANI by 360 CIML and Fife Funds respectively;
- DRP is not activated except to the extent of DRP on distributions that have already occurred during the year ending 30 June 2015;
- Fund expenses assume cost synergies achieved in Combined Group approximating 3 basis points of GAV of the Combined Group;
- TIX Offer does not trigger any requirement to refinance ANI's existing debt facilities and hedge arrangements;

- Additional financing costs incurred associated with funding TIX transaction costs relating to TIX Offer; and
- Combined Group distribution calculated based on 95% payout ratio of Combined Group Operating Earnings.

Year ending 30 June 2016 100% Ownership Case Stand-alone assumptions

- TIX's Operating Earnings guidance of 22.0 cents per unit and distribution guidance of 21.0 cents per unit for the year ending 30 June 2016 (as announced on 19 January 2015); and
- No distributable earnings or distribution guidance has been provided by ANI for the year ending 30 June 2016.

Combined Group assumptions

- Operating Earnings and distribution consistent with stand-alone assumptions above;
- Assumptions consistent with the Combined Group 100% Ownership Case for year ending 30 June 2015 (as detailed above);
- ANI's distributable earnings guidance of 19.4 cents per unit for the year ending 30 June 2015, adjusted for full year impact of interest saving (as announced 28 January 2015) and assuming an increase of 3.80% (equivalent to TIX's forecast growth in Operating Earnings guidance from FY15 to FY16) in distributable earnings for the year ending June 2016;
- Reduction in net property income associated with the \$46.9 million of non-core asset disposals on 31 March 2016, assuming loss of income based on initial yield of identified properties (as announced 24 February 2014 ANI Offer Presentation); and
- Reduction in finance costs relating to non-core asset disposals (identified above) resulting from repayment of debt, interest savings calculated at ANI's marginal borrowing cost of 3.9% (as announced 28 January 2015).

PROFILE OF TIX ON COMPLETION OF THE TIX OFFER

(CONTINUED)

Year ending 30 June 2015 and 30 June 2016 50.1% Ownership Case

- Assumptions consistent as above under 100% Ownership Case, except for;
- Acquisition by TIX of 50.1% of ANI Units;
- 360 RE appointed as RE of ANI;
- Recognition 50.1% of ANI earnings for year ending 30 June 2015 and 30 June 2016; and
- TIX transaction costs are reduced compared to 100% ownership case to the extent they are no longer applicable, these include a reduction in certain advisor fees and stamp duty applicable on the transfer of ownership of ANI property portfolio.

Year ending 30 June 2015 and 30 June 2016 30% Ownership Case

- Assumptions consistent as above under 100% Ownership Case, except for;
- Acquisition by TIX of 30% of ANI Units;
- Fife Funds continues to be RE of ANI;
- TIX will recognise income from ANI based on distributions received from ANI, which will be determined by Fife Funds;
- Recognition ANI earnings based on ANI distribution guidance for the year ending 30 June 2015 and based on 30 June 2016 ANI earnings as calculated above applying a payout ratio of 94% in line with ANI's current forecast payout ratio; and
- TIX transaction costs are reduced compared to 100% ownership case to the extent they are no longer applicable, these include a reduction in certain advisor fees and stamp duty applicable on the transfer of ownership of ANI property portfolio.

Sensitivity analysis

Sensitivities of the impact of the non-core asset disposals on the pro forma Combined Group and ANI Equivalent Operating Earnings per unit and pro forma gearing for each relevant ownership cases, for the year ending 30 June 2016, are shown below.

Sensitivity table impact of timing of non-core asset disposals impact on Combined Group and ANI Equivalent Operating Earnings for year ending 30 June 2016

Disposal Date	100% Ownership Case		50.1% Ownership Case	
	Combined Group (cpu)	ANI Equivalent (Scrip ratio) (cpu)	Combined Group (cpu)	ANI Equivalent (Scrip ratio) (cpu)
31 Dec 15	22.1	19.6	22.2	19.7
31 Mar 2016 (Base Case)	22.4	19.9	22.4	19.9
30 Jun 2016	22.7	20.2	22.5	20.1

1 There is no 30% case as in this scenario as assumed 360 RE would not become the RE of ANI and hence be unable to implement its non-core asset disposal strategy.

Sensitivity table impact of non-core asset disposals impact on Combine Group pro forma gearing as at 31 December 2014

Combined Group Pro Forma Gearing ¹	100% Ownership Case	50.1% Ownership Case
	(%)	(%)
Prior to Sale of Non-Core Assets	44.4%	43.9%
Post Sale of Non-Core Assets	41.2%	40.7%

1 Based on Combined Group Pro Forma Statement of Financial Position as at 31 December 2014.

2 There is no 30% case as in this scenario 360 RE would not become the RE of ANI and hence be unable to implement its non-core asset disposal strategy.

7 TAXATION CONSIDERATIONS

This taxation information provided below is of a general nature only, in relation to the Australian income tax implications relating to the acceptance of the TIX Offer for Australian resident individual ANI Unitholders who hold their ANI Units on capital account and not as trading stock or otherwise on revenue account.

The taxation information provided below is intended as a brief guide only. It is not intended to be an authoritative or complete statement of the law applicable to the particular circumstances of every registered ANI Unitholder.

Australian Income Tax Legislation may be amended at any time and therefore the taxation consequences discussed below may alter if there is a change in the taxation law after the date of this Bidder's statement [Statement](#).

The taxation consequences for a particular ANI Unitholder may vary depending on their own specific circumstances. Accordingly, the information contained below, being of a general nature only, does not constitute taxation advice and cannot be relied upon as such.

ANI Unitholders should seek appropriate independent professional taxation advice that considers the taxation implications of the TIX Offer to their own specific circumstances.

Australian income tax considerations

Disposal of ANI Units

Acceptance of the TIX Offer will result in a disposal of ANI Units by ANI Unitholders and should trigger a CGT event on the date ANI Unitholders enter into the contract for disposal ('Contract Date'). A CGT calculation will be required in respect of each ANI Unit. ANI Unitholders should:

- make a capital gain if the capital proceeds on disposal of their ANI Units are greater than the cost base of their ANI Units; or alternatively
- make a capital loss if the reduced cost base of their ANI Units is greater than the capital proceeds from the disposal of their ANI Units.

The cost base (or reduced cost base) of each ANI Unit to the ANI Unitholders should generally be the acquisition cost (including incidental costs incurred on acquisition) of that ANI Unit. There are special rules in the Australian Income Tax Legislation which determine how to calculate the cost base (or reduced cost base) of assets in particular circumstances. For example, ANI Unitholders will need to take into account any returns of capital and tax deferred distributions received in respect of those ANI Units. In addition, the cost base of the ANI Units will also need to be apportioned where scrip for scrip roll-over relief is chosen and the Cash Payment is received by ANI Unitholders (refer below). ANI Unitholders should seek their own advice on the relevant cost base (or reduced cost base) of their unitholdings.

The capital proceeds attributable to each ANI Unit should be the market value of the TIX Unit consideration and the Cash Payment (if the Cash Payment becomes payable).

ANI Unitholders may be eligible for CGT scrip for scrip roll-over relief in relation to the TIX Unit consideration where certain conditions are satisfied. This is discussed further below.

Capital Gains and Losses

Capital gains and capital losses of a taxpayer in an income year are aggregated to determine whether there is an overall net capital gain or net capital loss for that year. Any net capital gain is included in a taxpayer's assessable income and is subject to income tax at the taxpayer's applicable tax rate. A CGT discount may be available to reduce a capital gain for certain ANI Unitholders.

ANI Unitholders who are individuals, complying superannuation funds or trusts (conditions apply) who have held their ANI Units for at least 12 months before their disposal should be entitled to the CGT discount to the extent there is a net capital gain for the income year. Broadly, the CGT discount rules provide that ANI Unitholders may reduce their capital gain (after the application of any current year or prior year capital losses) by 50% for individuals and trusts (conditions apply) and 33 1/3% for complying superannuation funds. The CGT discount is not available to ANI Unitholders who are companies.

Capital losses may not be offset against other income for tax purposes, but may be carried forward to offset future capital gains made by a taxpayer. Specific capital loss utilisation rules apply to companies. ANI Unitholders should seek their own tax advice in relation to the operation of these rules.

CGT scrip for scrip roll-over

For Australian tax resident ANI Unitholders who hold their ANI Units on capital account, CGT roll-over relief under subdivision 124-M of the ITAA 1997 ('scrip for scrip roll-over') may be available (where certain conditions are satisfied) in relation to the TIX Unit consideration received to defer any resulting capital gains (but not capital losses) arising from the disposal of the relevant portion of their ANI Units. Scrip for scrip roll-over will not be available where an ANI Unitholder makes a capital loss on the disposal of their ANI Units or where an ANI Unitholder holds their ANI Units on revenue account.

Where scrip for scrip roll-over relief is available and elected, ANI Unitholders will need to apportion their cost base in each of their ANI Units on a reasonable basis to reflect the fact that both TIX Unit consideration and the Cash Payment may be received in relation to the disposal of their ANI Units. The capital gain that would otherwise arise from the receipt of the TIX Unit consideration in relation to the disposal of that portion of the ANI Unit would be disregarded and ultimately, that capital gain will be deferred until a future CGT event happens to the TIX Unit consideration acquired. The apportioned cost base of the ANI Unit disposed of to receive the TIX Unit consideration is transferred to the TIX Unit consideration acquired.

It is noted that no roll-over is available for the Cash Payment, if received. Accordingly ANI Unitholders would be assessed on any resultant capital gain that arises in relation to the disposal of that portion of the ANI Unit for which the Cash Payment is received.

Where scrip for scrip roll-over relief is available to ANI Unitholders, they may elect to apply the relief. Broadly, to make the election, an ANI Unitholder should prepare their tax return in a manner consistent with electing scrip for scrip roll-over relief.

In the event that scrip for scrip roll-over relief is not available or, if available, is not chosen by an ANI Unitholder, then the tax consequences on the disposal of their ANI Units are set out above under “Capital Gains and Losses”.

Generally, one of the key requirements for scrip for scrip roll-over to be available is that the arrangement must result in TIX (the acquiring entity) owning 80% or more of the ANI Units (the units in the original entity). Accordingly, if less than 80% of the ANI Units are acquired by TIX as a result of the TIX Offer, scrip for scrip roll-over will not be available to all the ANI Unitholders (including the ANI Unitholders who accept the TIX Offer).

It is recommended that ANI Unitholders obtain independent professional advice on the availability of scrip for scrip roll-over and the consequences of choosing roll-over.

Cost base of TIX Units

Generally, the first element of the cost base (reduced cost base) of a CGT asset includes any money paid in acquiring the asset and the market value (at the time of acquisition) of any property provided for the acquisition of the asset.

Where scrip for scrip roll-over relief is not available (or has not been chosen), the cost base of the new TIX Units will be the market value of the ANI Units (exchanged under the TIX Offer) on the Contract Date. The date of acquisition of the new TIX Units will be the Contract Date.

Where roll-over relief is available and an ANI Unitholder elects to apply scrip for scrip roll-over relief, the cost base (or reduced cost base) of the new TIX Unit will be based on the portion of the historic cost base (or reduced cost base) of their ANI Unit attributable to receiving the TIX Unit consideration. The portion of the historic cost base (or reduced cost base) of the ANI Unit attributable to receiving the TIX Unit consideration will broadly include the acquisition cost (including incidental costs incurred on acquisition) of acquiring that portion of the ANI Unit reduced by any returns of capital or tax deferred distributions received by ANI Unitholders in relation to that portion. The new TIX Unit will also be taken to have been acquired on the date that the ANI Units were initially acquired.

Disposal of ANI Units held on revenue account

For completeness, it is noted that where an Australian resident ANI Unitholder holds their ANI Units on revenue account (including as trading stock), the transfer of their ANI Units in exchange for units in TIX under the TIX Offer and the Cash Payment, if received may result in an assessable gain or deductible loss that may be included in the ANI Unitholder's taxable income.

Broadly, an assessable gain may arise where the market value of the TIX Units and the Cash Payment, if received exceeds the cost of the ANI Units transferred under the TIX Offer. A deductible loss may arise where the market value of the TIX Units and the Cash Payment, if received is less than the cost of the ANI Units.

On-going distributions paid on new TIX Units

If the TIX Offer is accepted, the ANI Unitholder will become a TIX Unitholder. TIX Unitholders may in the future receive trust distributions from TIX.

The net income of TIX will be calculated in accordance with the relevant provisions of the Australian Income Tax Legislation. Under Divisions 6B and 6C of the ITAA 1936, if applicable, the trustee is taxed on such net income and distributions to unitholders may qualify as frankable dividends (subject to the availability of franking credits). However, under Division 6 of the ITAA 1936, the trustee is not personally taxed on the net income of the trust provided unitholders are presently entitled to the income of the trust. It is intended that TIX will continue to be a flow through trust such that Divisions 6B and 6C should not apply to it. Accordingly, Division 6 should apply to the net income of TIX. On this basis, TIX Unitholders will include their share of the net income of TIX in their assessable income in the year in which they become presently entitled to their share of the income of TIX.

To the extent that a TIX Unitholder's share of the net income is attributable to a capital gain made by TIX, the TIX Unitholder will be treated as having made a capital gain equal to that amount. Where the capital gain is a discount capital gain, the TIX Unitholder is treated as making a discount capital gain equal to twice the amount that is attributable to the discount capital gain. The TIX Unitholder may be entitled to apply their relevant discount percentage to the discount capital gain to the extent that it is included in a net capital gain made for the income year. Please see comments above under “Capital Gains and Losses” in relation to the applicable CGT discount.

Where the cash distribution that a TIX Unitholder receives exceeds their share of the net income of TIX, the excess may include CGT concession or tax deferred amounts which will be non-assessable to the TIX Unitholder. However, the tax deferred distribution will result in a reduction in the TIX Unitholder's cost base on those TIX Units. The TIX Unitholder will make a capital gain equal to the amount by which the tax deferred distributions received for an income year exceed the TIX Unitholder's remaining cost base in those units.

Tax File Numbers and Australian Business Numbers

Unitholders are not required by law to provide a Tax File Number ('TFN'), however, if a TFN is not quoted, or no appropriate TFN exemption information is provided, tax is required to be withheld from any income distribution entitlement at the highest marginal tax rate plus Medicare levy (currently 49%).

An entity that makes their investment in a unit trust in the course of an enterprise carried on by it may quote their Australian Business Number rather than a TFN.

Goods and Services Tax ('GST')

The disposal of ANI Units and acquisition of TIX Units as contemplated under the TIX Offer should not attract GST.

Tax implications of Cash Payment

The taxation considerations associated with the Cash Payment are discussed throughout the various sub sections above.

8 INVESTMENT RISKS

8.1 Overview

In deciding whether or not to accept the TIX Offer, you should read this entire Bidder's Statement carefully. You should also carefully consider the key risk factors outlined in this section and your personal circumstances. This section is general only and does not take into account your individual objectives, financial situation or needs.

If the TIX Offer becomes unconditional, ANI Unitholders who accept the TIX Offer (other than an Ineligible Foreign Unitholder or Unmarketable Parcel Unitholder) will become TIX Unitholders.

A number of risks and uncertainties, which are both specific to TIX and of a more general nature, may affect the future operating and financial performance of TIX and the value of TIX Units.

This section outlines the key:

- risks that are specific to TIX (see section 8.2);
- specific risks that are common to the existing businesses of TIX and ANI, and which will therefore be risks to which the Combined Group will be exposed (see section 8.3);
- risks that arise from the TIX Offer (see section 8.4); and
- general, investment and industry risks of the Combined Group (see section 8.5).

Many of these risks are outside the control of TIX and ANI. Although the Combined Group will have in place a number of strategies to minimise exposure to, and mitigate the effects of, some of the risks outlined in this section, there can be no guarantee that such arrangements will protect the Combined Group from these risks.

8.2 Risks specific to TIX

This section identifies the key risks associated with an investment in TIX Units. These risk factors are not exhaustive of the risks faced by potential investors in TIX Units.

If any of the following risks materialise, TIX's business, financial condition and operational results are likely to suffer. In this case, the trading price of TIX Units may fall and you may lose all or part of your investment, and / or the distributable income of TIX may be lower than expected or zero, with distributions being reduced or being cut to zero.

a) Availability of capital

Real estate investment is highly capital intensive. TIX's ability to raise funds in the future on favourable terms depends on a number of factors including general economic conditions, political, capital and credit market conditions and the reputation, performance and financial strength of TIX's business. Many of these factors are outside TIX's control and may increase the cost and availability of capital.

b) Impact of financing covenants

TIX's financiers require it to maintain certain gearing and other ratios under various debt covenants. In the event that these covenants are breached, financiers may seek to exercise enforcement rights under debt documentation.

No financiers' rights under TIX's current debt facilities are triggered as a result of adverse market capitalisation movements.

c) Impact of interest rates

TIX's interest cost on floating rate debt will increase if benchmark interest rates increase. This would reduce earnings and cashflow available for distribution to security holders.

TIX manages its exposure to adverse fluctuations in floating interest rates by entering into interest rate hedging instruments, however the impact of interest rate hedging may be negative, depending on the extent, timing or direction of movements in underlying rates.

d) Financial forecasts

There is a risk that the assumptions in the financial information in this Bidder's Statement may not hold such that the forecast earnings and distributions differ.

e) Impact of factors affecting ordinary distributions

TIX's ability to pay distributions to its unitholders is dependent upon underlying earnings and cashflow generated by its business.

8.3 Risks relating to the combined group

In addition to the risk factors set out above in section 8.2, a number of which are risk factors likely to be similar to those already faced by ANI, the following factors may affect the future operating and financial performance of the Combined Group.

a) Counterparty change of control risk

ANI entities are parties to agreements that contain pre-emptive or default rights or change of control provisions that may be triggered if the Bidder acquires ANI Units representing a majority of the voting rights of ANI, ANI is delisted or there is a change in the responsible entity of ANI (refer to section 5).

The operation of these provisions, if triggered, could have negative consequences including enabling a counterparty to terminate a contract, accelerate payment obligations or require an ANI associated entity to renegotiate a contract or sell joint venture interests. These provisions may be waived or a change of control consented to by the counterparty. The Bidder will seek such consents and waivers as it considers are necessary.

In the absence of counterparty consent or appropriate waivers, the operation of any of these change of control provisions could adversely affect the operations and/or financial position and performance of the Combined Group.

b) Integration risks

There is a risk that implementation and other one-off costs of integration may be substantial or greater than reasonably anticipated. This could have a material adverse impact on the Combined Group's financial position and performance.

The transition of information systems and data, technical, financial and legal information and resources may not proceed smoothly and may divert management's attention from managing TIX. There is a risk that revenue streams or operations could be disrupted or that costs associated with the transition may be greater than expected, which could adversely affect the Combined Group's financial position and performance.

c) Impairment of goodwill and other intangible assets

The financial statements of the Combined Group will be prepared in conformity with A-IFRS and consistent with the current accounting policies of TIX. Under A-IFRS, intangible assets that have an indefinite useful life including goodwill, are not subject to amortisation and are reviewed annually for impairment. Individual assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an individual asset may not be recoverable. Changes to the carrying amounts of intangible assets of the Combined Group could have an adverse impact on the reported financial performance of the Combined Group.

d) Accounting revisions may be required

ANI has particular accounting policies and methods which are fundamental to how it records and reports its financial position and results of operations. The management of ANI may have exercised judgments in selecting and applying certain accounting policies or methods which might have been reasonable under the circumstances yet might have resulted in reporting materially different outcomes than would have been reported under TIX's policies and methods.

While no material differences between TIX and ANI policies and methods have been identified to date, it is not certain that those policies have been applied in the same way. The integration of ANI accounting functions may lead to revisions of these accounting policies, which may adversely impact on the Combined Group's reported results of operations and/or financial position and performance.

8.4 Risks that arise from the TIX Offer

Risks that may arise as a result of the TIX Offer include:

a) Acquisition of less than 100% of ANI

If the Bidder acquires less than 90% of all of the ANI Units on issue under the TIX Offer, this would prevent the Bidder compulsorily acquiring all remaining ANI Units and may prevent some of the benefits outlined in this Bidder's Statement from being realised.

ANI Unitholders should note that there is a risk that the ANI Unit price may fall below the value of the TIX Offer and that they may become minority unitholders in a less liquid investment depending on which percentage of ANI the Bidder acquires.

b) Reliance on public information

In preparing the information relating to ANI contained in this Bidder's Statement, the Bidder has relied on publicly available information relating to ANI. Risks may exist in relation to ANI (which may affect the Combined Group) of which the Bidder may be unaware. However, as ANI is an ASX listed entity, any matters material to the value of ANI securities should have been disclosed pursuant to ANI's periodic and continuous disclosure obligations.

If any material risks are known to ANI directors, they must be disclosed in the target's statement to be issued by ANI.

c) Assumptions by the Bidder

The Bidder has made certain assumptions in estimating the accretion to ANI's earnings per unit and distribution per unit. This includes assumptions in relation to TIX's earnings per unit guidance and ANI's earnings per unit and distribution per unit, as well as pro forma adjustments as a result of the acquisition of ANI. There is a risk that the assumptions may not be accurate and the accretion to ANI's earnings per unit and distribution per unit may be higher or lower than estimated.

d) Issue of TIX Units as consideration

ANI Unitholders are being offered TIX Units as consideration under the TIX Offer. As a result, the value of the consideration will fluctuate depending upon the market value of TIX Units.

Accordingly, the market value of the TIX Units at the time you receive them may vary significantly from their market value on the date of your acceptance of the TIX Offer, and the tax treatment of the TIX Unit you receive may be different from your ANI Units.

e) Sale of TIX Units

Under the TIX Offer, 360 CIML will issue a significant number of new TIX Units. Some ANI Unitholders may not intend to continue to hold their TIX Units and may wish to sell them. There is a risk that increased sales of TIX Units may adversely impact on the price of, and demand for, TIX Units.

8.5 General and industry risks of the combined group

The business activities of the Combined Group will be subject to various general economic and industry specific risks that may impact on the future performance of the Combined Group. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Combined Group and cannot be mitigated.

The general risks to which participants in the property investment and development industry are exposed include the following (which you are currently exposed to through your holding of ANI Units and will continue to be exposed to as a TIX Unitholder):

a) Returns from investments

The value, expectations of capital growth, and returns from TIX's and ANI's property assets will fluctuate depending on property market conditions. Rental and occupancy levels may change as a result of changes in the property market and general economic conditions, and this may affect the distributions paid by TIX and the market price of TIX Units.

The ability to procure tenants (including timing and rental paid), demand for property from investors, expenses in operating, refurbishing and maintaining properties, and timing of receiving sale proceeds may influence the value of the Combined Group's assets. The supply of competing buildings, both existing and new, may also affect the ability to secure lease renewals, retain existing tenants or obtain new tenants. If it becomes not possible to negotiate lease renewals or maintain existing lease terms, income and book values may be adversely impacted.

b) Changing investor demand for property investments

The demand for property and listed property securities may change as investor preferences for particular sectors and asset classes change. The demand for property as an asset class changes over time and can be influenced by general economic factors such as interest rates, stock market cycles and exchange rates.

c) Asset and land values

Asset values are affected by many factors including prevailing market conditions, risk appetite, volume of sales, the ability to procure tenants, contracted rental returns, operating, maintenance and refurbishment expenses and the funding environment.

From time to time unanticipated events occur that affect the value of land which may in turn affect the financial returns from property investment, projects and property related business. For example, land resumption, major infrastructure requirements or unanticipated environmental issues may affect these financial returns.

d) Property liquidity

Property assets are by their nature illiquid investments. The Combined Group may be required to dispose of some of its property assets in response to adverse business conditions. Given the relatively illiquid nature of property investments, the Combined Group may not be able to achieve the disposal of the property asset(s) in a timely manner or at an optimal sale price. This may affect the Combined Group's NTA or market price of TIX Units.

e) Competition

The Combined Group will face competition from other property groups active in Australia. Such competition could lead to the following adverse outcomes:

- loss of tenants to competitors;
- a reduction in rents; and
- an inability to secure new tenants resulting from oversupply of space.

f) Counterparty / credit risk

A-REITs are exposed to the risk that third parties, such as tenants, developers, service providers and financial counterparties to derivatives (including foreign exchange and interest rate hedging instruments) and other contracts may not be willing or able to perform their obligations.

g) Fixed nature of costs

Many costs associated with the ownership and management of property assets are fixed in nature. The value of assets may be adversely affected if the income from the asset declines and these fixed costs remain unchanged.

h) Capital expenditure

A-REITs are exposed to the risk of unforeseen capital expenditure requirements in order to maintain the quality of the buildings and tenants.

i) Environmental matters

A-REITs are exposed to a range of environmental risks which may result in project delays or additional expenditure. In these situations, they may be required to undertake remedial works and potentially be exposed to third party liability claims and/or environmental liabilities (e.g. penalties or fines).

j) Regulatory issues and changes in law

A-REITs are exposed to the risk that there may be changes in laws that have a materially adverse impact on financial performance (e.g. by directly or indirectly reducing income or increasing costs).

k) Insurance

A-REITs purchase insurance, customarily carried by property owners, managers, developers and construction entities, that provides a degree of protection for its assets, liabilities and people. These policies include material damage of assets, contract works, business interruption, general and professional liability and workers compensation. There are however certain risks that are uninsurable (e.g. nuclear, chemical or biological incidents) or risks where the insurance coverage is reduced (e.g. cyclone, earthquake). A-REITs also face risk associated with the financial strength of their insurers to meet indemnity obligations when called upon which could have an adverse effect on earnings.

l) Government policy and taxation

Changes in relevant taxation laws, accounting standards, other legal, legislative and administrative regimes, and government policies (including Government fiscal, monetary and regulatory policies), may have an adverse effect on the assets, operations and, ultimately, the financial performance of the Combined Group. These factors may ultimately affect the Combined Group's financial position and performance and the market price of TIX Units.

m) General economic conditions

The operating and financial performance of the Combined Group is influenced by a variety of general economic conditions and business conditions, including the level of inflation, interest rates and exchange rates and Government fiscal, monetary and regulatory policies. Higher than expected inflation rates generally or specific to the property sector could be expected to increase operating costs and development costs. A prolonged deterioration in general economic conditions could materially and adversely affect the Combined Group's operations and/or financial position and performance.

n) Equity market conditions

The market price of TIX Units will be affected by the financial performance of the Combined Group and also varied and often unpredictable factors influencing equity and credit markets generally. These factors include international stock markets, interest rates, domestic and international economic conditions, domestic and international political stability, investor sentiment, and the demand for equities generally.

o) Litigation and disputes

Disputes or litigation may arise from time to time in the course of business activities. There is a risk that material or costly disputes or litigation could adversely affect financial performance and security value.

p) Occupational health and safety

Failure to comply with the necessary occupational health and safety legislative requirements across the jurisdictions in which TIX operates could result in fines, penalties and compensation for damages as well as reputational damage.

q) Other factors

Other factors may impact on an entity's performance including natural disasters, changes or disruptions to political, regulatory, legal or economic conditions or to the national or international financial markets including as a result of terrorist attacks or war.

9 ADDITIONAL INFORMATION

9.1 TIX Units

The TIX Units issued under the TIX Offer will be issued fully paid and will rank equally for distributions and other rights in all respects with existing TIX Units from the date of issue.

Since the TIX Units issued as consideration under the TIX Offer will be issued credited as fully paid, no monetary liability attaches to them.

The rights and restrictions attaching to TIX Units are set out in the TIX Constitution and, in certain circumstances, are regulated by the Corporations Act, ASX Listing Rules, ASX Settlement Operating Rules and general law.

A summary of TIX Constitution is set out in section 9.2 below. It does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of TIX Unitholders.

ANI Unitholders should seek their own advice when trying to establish their rights as TIX Unitholders in specific circumstances.

9.2 Summary of the TIX constitution

TIX is governed by the TIX Constitution. The TIX Constitution binds 360 CIML and all TIX Unitholders. Some important features of the TIX Constitution are summarised below.

- TIX Unitholders are entitled to receive notice of, and to attend and vote at, a general meeting of TIX and to receive all notices and other documents required to be sent to TIX Unitholders under the Corporations Act and general law;
- Each TIX Unitholder present in person, or by proxy, attorney or representative at a general meeting of TIX has one vote on a show of hands and one vote per dollar value of the total TIX Units they have on a poll;
- 360 CIML may issue new TIX Units and TIX Units of different classes at the price and on terms determined in accordance with the TIX Constitution;
- Subject to the terms of any particular class of TIX Unit, a TIX Unitholder who is a TIX Unitholder on the relevant record date will be entitled to share in any distribution on a pro rata basis;
- Subject to law, 360 CIML has all the powers in respect of TIX which it would have if it was the owner of TIX's assets;
- If TIX is wound up, TIX Unitholders will be entitled to participate, subject to the terms of any particular class of TIX Unit, pro rata in any surplus TIX assets;
- 360 CIML and its controlled entities may hold TIX Units and contract with itself in another capacity and may contract with controlled entities for the provision of services to TIX and paid for by TIX;
- The TIX Constitution provides that 360 CIML will be entitled to be paid out of the income or capital of TIX certain fees which are detailed in section 10 of this Bidder's Statement; and
- 360 CIML is entitled to be indemnified out of the assets of TIX for any liability incurred by it in properly performing or exercising its powers.

9.3 Cash Payment

360 Capital has entered into deed poll in favour of all ANI Unitholders to whom the TIX Offer is made in accordance with the Offer Terms pursuant to which it undertakes to pay a cash amount equal to the Cash Payment on the following terms:

- 360 Capital's obligations in respect of the cash payment are subject to the Offer Terms being varied to include the cash payment in the TIX Consideration (see below) and following such variation, 360 Capital must pay the Cash Payment in accordance with such Offer Terms and the Offer Terms, including those which apply to the TIX Consideration, will apply to the Cash Payment;
- payment will be made only to those ANI Unitholders who accept the TIX Offer and who are entitled to receive the TIX Consideration;
- payment will be made only if the Cash Payment Condition is satisfied;
- the Cash Payment will be paid by cheque drawn in Australian currency in your favour that is sent to you, at your risk, by ordinary mail (or, in the case of ANI Unitholders with addresses outside Australia, by airmail) to your address shown on the latest copy of the register provided by ANI to the Bidder and under no circumstances will any interest be paid on or in relation to that amount, regardless of any delay in the remittance of the amount to you; and
- payment is subject to any authorities or clearances referred to in section 11.5.7 having been obtained and the treatment of any withholding amount under section 11.5.8.

The Cash Payment Condition will be satisfied if either:

- (a) the Bidder receives acceptances under the TIX Offer in respect of more than 50% of the ANI Units; or
- (b) a member of the 360 Capital Group is appointed as responsible entity of ANI

on or before the day before the end of the Offer Period.

As at the commencement of the Offer Period, the TIX Consideration does not include the Cash Payment and the Offer Terms do not include an obligation to pay, or procure the payment of, the Cash Payment. However if the Cash Payment Condition is satisfied, TIX will vary the TIX Consideration and the Offer Terms the earlier of five Business Days after the Cash Payment Condition is satisfied and the close of the Offer Period to include an obligation on TIX to pay or procure that 360 Capital pay the Cash Payment.

If the Cash Payment Condition is satisfied before the date seven days before end of the Offer Period, the Bidder undertakes to waive all of the Conditions to the TIX Offer to the extent they have not previously been breached.

The maximum cash amount that 360 Capital is required to pay as part of the Cash Payment is \$2.9 million (Maximum Cash Payment). 360 Capital has sufficient cash reserves, in excess of the Maximum Cash Payment, available to pay the Cash Payment. Given the above, 360 Capital considers it has a reasonable basis to believe that it can pay the Cash Payment in accordance with the above Deed Poll.

If the Cash Payment Condition is satisfied, the Offer Terms will be varied to require TIX to pay or procure the payment of the Cash Payment. In the event 360 Group does not meet its obligation in respect of the Cash Payment, TIX will pay the Cash Payment out of its available cash reserves by drawing down under its existing facilities. In that case, TIX will take all steps to recover that amount from 360 Capital. TIX expects 360 Group to meet its undertakings in respect of the Cash Payment.

If the Cash Payment Condition is satisfied after a person receives the TIX Consideration, they will be paid the Cash Payment immediately after the TIX Offer is varied.

9.4 ASIC modifications

ASIC has published various instruments providing modifications and exemptions in relation to the operation of Chapter 6 of the Corporations Act that apply generally to all persons, including the Bidder.

9.5 Consents

The persons listed in the table below have given and have not, before the lodgment of this Bidder's Statement with ASIC, withdrawn their written consent to:

- be named in this Bidder's Statement in the form and context in which they are named;
- the inclusion of their respective reports or statements noted next to their names and the references to those reports or statements in the form and context in which they are included in the Bidder's Statement; and
- the inclusion of other statements in this Bidder's Statement which are based on or referable to statements made in those reports or statements in the form and context in which they are included in the Bidder's Statement.

Name of person	Named as	Reports or statements
Clayton Utz	Legal Advisor	Nil
Ernst & Young	Tax Advisor	Taxation Considerations set out in section 7
Moelis & Company	Financial Adviser	Nil
360 Capital	Itself	Various statements attributed to 360 Capital

None of these persons have caused or authorised the issue of this Bidder's Statement or have in any way been involved in the making of the TIX Offer. The TIX Offer is made by the Bidder.

Each of the above persons:

- other than a statement or report included in this Bidder's Statement with consent as specified above, does not make, or purport to make, any statement in this Bidder's Statement, or any statement on which a statement in this Bidder's Statement is based; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this document, any statements or omissions from the Bidder's Statement, other than other than a reference to its name or a statement or report included in the Bidder's Statement with the consent of that person as specified above.

In addition, this Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or given to the ASX. Under the terms of ASIC Class Order 13/521, the persons making those statements are not required to consent to, and have not consented to, the inclusion of those statements, or of statements based on those statements, in this Bidder's Statement.

If you would like to receive a copy of any of these documents or publications, please contact the TIX Offer Information Line on 1800 247 697 (callers within Australia) or +61 2 8024 1189 (callers outside Australia). Bidder will, on request during the Offer Period, provide within 2 Business Days of the request, a copy of these documents or publications free of charge to any ANI Unitholder.

9.6 Status of conditions

The TIX offer is subject to the Conditions set out in full in Appendix 1. Below is the status of conditions the day before the date of this Bidder's Statement. The Bidder will provide updates on any material developments relating to the status of these conditions through announcements to ASX.

As at the date of this Bidder's Statement, the Bidder is not aware of any events or circumstances which would result in the non fulfilment of any of the Conditions. If the Conditions are not fulfilled or waived, then no contract in respect of the purchase of your ANI Units will be capable of arising at all from acceptances of the TIX Offer.

The fulfilment of a number of the Conditions depends upon the conduct of Fife Funds as responsible entity of ANI. The Bidder asked Fife Funds on 27 January 2015 to confirm by 29 January 2015 whether a number of such Conditions had been breached so that this information could be included in this Bidder's Statement. Fife Funds did not provide the requested confirmation.

We note that a minimum acceptance condition was included by the Bidder in its announcement of intention to make the TIX Offer on 19 December 2014. The TIX Offer contained in this Bidder's Statement does not include, and is not subject to, any minimum acceptance condition.

9.7 Approvals for provision of consideration

The Bidder is not aware of any ANI Unitholders who require any approval referred to in section 11.5.7 in order to be entitled to receive the TIX Consideration.

9.8 Date for determining holders of ANI Units

For the purposes of 633 of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of Section 633(1) for the TIX Offer is the Register Date.

9.9 Valuation date – ASIC Class Order 00/2338

For the purposes of the TIX Offer, the Bidder may rely on the provisions of ASIC Class Order 00/2338 entitled 'Relief from the Minimum Bid Price Principle – s621(3)'.

The Class Order provides relief from the requirement in Section 621(4) of the Corporations Act and allows a bidder to nominate a date up to five Business Days before the date of a takeover bid for the purpose of valuing quoted securities that it is offering as part of its bid consideration.

Relying on the relief, the Bidder may value TIX Units to be provided as consideration under the TIX Offer at any time nominated by the Bidder (the Valuation Date) up to five Business Days before the date of the TIX Offer. The valuation is determined by calculating the VWAP of TIX Units in the ordinary course of trading on the ASX during the two full trading days before the Valuation Date.

In accordance with Section 621(4A) (as inserted in the Corporations Act by Class Order 00/2338) the following information is provided:

Valuation of fully paid TIX Units under Section 621(4A)	\$\$XX 2.690 per TIX Unit
Valuation Date	[XX Month 2015] 10 February 2015
Trading days on which valuation based	[XX Month 2015] 6 February 2015 and 9 February 2015

The value of the TIX Consideration per ANI Unit for the purposes of Section 621 of the Corporations Act using the valuation is therefore ~~\$\$XX~~ 2.690. This value equals or exceeds the maximum value of consideration paid or agreed to be paid by the Bidder and its associates for ANI Units in the four months prior to the date of the TIX Offer, described in section 4.11 of this Bidder's Statement.

9.10 Management of conflicts

As described in section 4.9, members of the 360 Capital Group have an interest in ANI as a result of both 360 CIML in its capacity as responsible entity of 360 Capital Diversified Property Fund and 360 CIML in its capacity as responsible entity of Trafalgar Opportunity Trust No. 4 acquiring ANI Units (**Unit Acquisitions**).

Consistently with the requirements of the applicable Fund Conflicts Policy of 360 CIML, at all relevant times, and 360 CIML and 360 Capital Group have acted in accordance with their applicable fiduciary and other duties and appropriately managed all actual and potential conflicts in connection with the Unit Acquisitions and the TIX Offer.

To assist in managing any potential conflicts of interest that may arise as a result of the above circumstances in the context of the TIX Offer, the boards of 360 CIML and 360 Capital Group adopted procedures and protocols to ensure that decisions in relation to the TIX Offer are subject to appropriate controls (**Conflict Protocols**).

Those Conflict Protocols provide, among other things, for the establishment of an independent board committee comprising David Van Aanholt and John Ballhausen (**TIX IBC**) which would be responsible for overseeing decisions in respect of the TIX Offer to ensure that those decisions are in the best interests of TIX Unitholders. Moelis & Company has been engaged to provide independent financial advice in respect of the TIX Offer to the TIX IBC.

9.11 Ethical considerations

TIX does not take into account labour standards or environmental, social or ethical considerations for the purpose of selecting, retaining or realising TIX's investments. However, sometimes these matters may indirectly affect the economic factors upon which investment decisions are based.

9.12 Complaints

The Bidder is committed to striving for excellence in relation to its products and services and wants to ensure that it responds to customers' concerns as quickly and efficiently as possible. Despite its best endeavours, the Bidder realises that complaints will occur from time to time and, to this end, has in place comprehensive complaints resolution processes to ensure they are resolved with minimum inconvenience to all parties. If you have a complaint, please contact the Bidder on 1800 247 697 (free call from within Australia) or +61 2 8024 1189 (from outside Australia) between 8.30am and 5.30pm (Sydney time) on Business Days.

We will either try to resolve your complaint or put you in contact with someone who is better placed to resolve the complaint. If you are not satisfied with the response you receive or if you wish to submit a written complaint, you may write to us at:

The Complaints Officer
360 Capital Investment Management Limited
GPO Box 5483
Sydney NSW 2001

Please provide the detail and reason for your complaint and we will attempt to resolve the matter and respond within 45 days of receipt.

If you are dissatisfied with our response, you may raise the matter directly with the Financial Ombudsman Service (FOS). Its contact details are:

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001

Telephone: 1300 780 808 (within Australia) or
+61 3 9613 7366 (from outside Australia)
Fax: +61 3 9613 6399
Email: info@fos.org.au

Please note that a complaint must have gone through the Bidder's complaints handling process before it can be referred to FOS.

9.13 No other material information

Except as set out in this Bidder's Statement, there is no other information that:

- i. is material to the making of a decision by an ANI Unitholder whether or not to accept the TIX Offer;
- ii. is known to the Bidder;
- iii. does not relate to the value of TIX Units; and
- iv. has not previously been disclosed to ANI Unitholders.

9.14 Privacy and the use of personal information

You do not need to give us any personal information requested in an Acceptance Form or in any other document or communication relating to the products or services we supply you. However, without this information, we may not be able to process your Acceptance Form or provide you with an appropriate level of service.

By completing an Acceptance Form, you agree to us:

- collecting, holding and using your personal information to process your Acceptance Form as well as administering and managing TIX. This includes monitoring, auditing and evaluating TIX, modelling data, testing data, communicating with you and dealing with any complaints or enquiries;
- providing your personal information to other entities in 360 Capital as well as to external service providers situated in Australia or offshore, which provide services in connection with TIX provided they agree to treat your information in accordance with the Privacy Act 1988 (Cth) (Privacy Act). These may include for example, mail houses or professional advisers;
- using your personal information to offer products or services that may be of interest to you unless you request us not to (including for the purposes of the Spam Act 2003 (Cth), via commercial emails);
- supplying your financial adviser with information about your investment, if a financial adviser's stamp appears on an Acceptance Form or there is evidence of their status; and
- disclosing your personal information to other parties if we believe that the law requires or permits us to do so, or to any person proposing to acquire an interest in our business, provided they agree to treat your information in accordance with the Privacy Act.

Other entities in 360 Capital may use your personal information to offer products or services that may be of interest to you unless you request us not to allow this. Should you not wish to receive this information, please email investor.relations@360capital.com.au.

We will not sell your personal information to other organisations to enable them to offer products or services to you.

Information you provide in an Acceptance Form is collated by Boardroom Pty Limited as TIX's Registry provider. The Registry's Privacy Policy can be viewed on its website www.boardroomlimited.com.au

Under the Privacy Act, you may request access to any of your personal information that we hold. You can contact us to make a request relating to the privacy of your personal information by contacting:

The Privacy Officer
360 Capital Investment Management Limited
GPO Box 5483
Sydney NSW 2001

A copy of the 360 Capital's Privacy Policy can be found at www.360capital.com.au

10 FEES

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your Fund balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay administration fees where applicable. Ask the fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities & Investments Commission (ASIC) website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

10.1 Fees and other costs

This section shows fees and other costs that you may be charged in respect of TIX Units. These fees and costs will be deducted from the TIX's monies prior to distribution of income to Unitholders unless specified otherwise. There is therefore no separate payment required in relation to any of the fees and costs listed below.

Except as otherwise stated, the fees and costs set out below show the net effect of GST i.e. inclusive of 10% GST less any input tax credits, including reduced input tax credits.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

A further description of the fees and costs outlined in the table below is provided in section 10.3.

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the fund		
Establishment fee The fee to open your investment	Nil	There is no establishment fee.
Contribution fee The fee on each amount contributed to your investment	Nil	There is no contribution fee.
Withdrawal fee The fee on each amount you take out of your investment	Nil	There is no withdrawal fee.
Exit fee The fee to close your investment	Nil	There is no termination fee.
Management costs		
The fees and costs for managing your investment ¹	Estimated at 0.83% per annum of the gross asset value of TIX comprising: Management Fee of 0.60% per annum in FY15 of the gross asset value of TIX during the relevant year plus expenses relating to the proper performance of 360 CIML's duties in connection with TIX estimated to be approximately 0.23% per annum of the gross asset value of TIX.	The Management Fee is payable to 360 CIML quarterly in arrears. Ongoing expenses are reimbursable to 360 CIML from TIX's assets when incurred from time to time.
Service fees		
Switching fee The fee for changing investment options	Nil	There is no switching fee.

¹ For a description of the fees and costs comprising management costs, refer to section 10.3.

10.2 Example of annual fees and costs

The following table gives an example of how the fees and costs can affect your investment over one year period.¹ You should use these tables to compare this product with other managed investment products.

Example	Amount	Balance of \$50,000 with a contribution of \$5,000 during the year
Contribution fee	Nil	Nil
PLUS Management Costs	0.83% per annum of the gross assets of TIX. ¹	For every \$50,000 you have invested you will be charged \$586 each year. ²
EQUALS cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you invested an additional \$5,000 during that year, you would be charged and expenses of between \$586 and \$644 for that year. ²

10.3 Additional explanation of fees and costs

10.3.1 Management costs

The management costs in the tables above are the fees and costs paid for general administration of the TIX and comprise the TIX Management Fee and an estimate of all other expenses recoverable by 360 CIML.

10.3.2 Management Fees

Under the TIX Constitution, 360 CIML is entitled to a TIX Management Fee of 0.65% per annum of the gross value of the assets of TIX during the relevant year for its role in managing and administering TIX. As set out in the tables above, 360 CIML is charging 0.60% per annum, payable quarterly in arrears. If 360 CIML determines to change the TIX Management Fee subject to the maximum limit in the Constitution, it will provide TIX Unitholders with 30 days' prior notice.

10.3.3 Expense recoveries

360 CIML is entitled to recover all expenses properly incurred in managing and administering TIX, including in relation to the following:

- TIX costs incurred by 360 CIML in accordance with the TIX Constitution;
- compliance committee costs;
- audit fees;
- legal fees;
- independent consultant report preparation fees;
- asset custody expenses; and
- bank fees, government fees and taxes.

CIML estimates that TIX will incur expenses of approximately 0.23% of the gross asset value of TIX per annum. This estimate has been included in the tables set out in sections 10.1 and 10.2 above.

10.3.4 Professional services fees

If 360 CIML or any of its associates provides additional services to TIX in a professional capacity, it will also be entitled to receive fees for providing these services in accordance with the terms of the TIX Constitution. These fees will be charged on an arms' length basis in accordance with the market rates for those services at the relevant time.

¹ This calculation is based on FY14 figures and assumes TIX has a 42.1% gearing ratio. This equates to an indirect cost ratio of 1.17% per annum of the net asset value of TIX.

² Additional fees may apply in a given year including professional service fees. Refer to section 10.3.

10.3.5 GST

Unless otherwise stated, all fees in this section of the Bidder's Statement show the net effect of GST (i.e. inclusive of GST less any input tax credits including reduced input tax credits). Where TIX is entitled to an input tax credit or reduced input tax credit under the GST legislation for GST paid in respect of the services provided to it, the cost to TIX of paying GST will be reduced proportionally. For additional information in relation to the taxation implications of an investment in TIX please see section 7.

10.3.6 Administration services

Persons investing through an administration service or investor directed portfolio service (IDPS), such as a master fund or wrap account, or a nominee or custody service should be aware that in addition to the fees and charges described above, they will also be liable to pay fees to the operator of the service as described in the offer document or guide for the relevant service. The Responsible Entity may pay fees to the operator of an administration service where they provide marketing and product support in relation to TIX, or 360 CIML may draw on its own resources to provide marketing and product support to an administration service.

10.3.7 Adviser remuneration

TIX does not pay commissions or other amounts to advisers.

10.3.8 Taxation

Taxation information is set out in section 7.

11 FORMAL TERMS OF THE TIX OFFER

11.1 TIX Offer

- i. The Bidder offers to acquire all of your ANI Units on the terms and conditions set out in this section 11.
- ii. The TIX Offer relates to ANI Units that exist or will exist at the Register Date and extends to any ANI Units that are issued between that date and the end of the Offer Period due to:
 - a. the conversion of securities convertible into ANI Units, where such securities exist or will exist at the Register Date; or
 - b. the exercise of rights to be issued ANI Units, where such rights are conferred by securities that exist or will exist at the Register Date.
- iii. You may accept the TIX Offer only in respect of all of your ANI Units.
- iv. It is a term of the TIX Offer that the Bidder will be entitled to all Rights attaching to or arising from ANI Units acquired by the Bidder pursuant to the TIX Offer (see sections 11.5.5 and 11.5.6).
- v. A TIX Offer in this form is being made to each ANI Unitholder registered in the ANI Unit Register as at the Register Date.
- vi. If, at the time the TIX Offer is made to you, or at any time during the Offer Period, another person is, or is entitled to be, registered as the holder of some or all of the ANI Units to which the TIX Offer relates:
 - a. a corresponding offer on the same terms and conditions as the TIX Offer will be deemed to have been made to that other person in respect of those ANI Units;
 - b. a corresponding offer on the same terms and conditions of the TIX Offer will be deemed to have been made to you in respect of any other ANI Units you hold to which the TIX Offer relates; and
 - c. the TIX Offer will be deemed to have been withdrawn immediately at that time in relation to the ANI Units you have ceased to hold.
- vii. The TIX Offer is dated ~~[XX Month 2015]~~ **17 February 2015**.

11.2 Consideration

11.2.1 Consideration offered

Subject to this section 11, the consideration offered under the TIX Offer for each of your ANI Units is 0.89 TIX Units.

11.2.2 Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders

If you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Unitholder then, despite any other provision of this TIX Offer, you will not receive TIX Units under this TIX Offer. Instead, if you accept this TIX Offer, you will receive a cash amount determined in accordance with section 11.5.4.

11.2.3 Rounding of securities

Any fractional entitlements to TIX Units will be rounded up to the nearest whole TIX Unit. If the Bidder reasonably believes that an ANI Unitholder's holding has been manipulated to take advantage of any rounding, then any fractional entitlement will be aggregated and rounded to the nearest whole number of TIX Units.

11.2.4 Ranking of TIX Units

The TIX Units to be issued under the TIX Offer will, from the date of issue, rank equally in all respects with existing TIX Units currently on issue, including for any distribution with a record date that falls on or after the TIX Units are issued.

11.3 Offer period

The TIX Offer will, unless withdrawn, remain open for acceptance during the period commencing on the date of the TIX Offer being ~~[XX Month 2015]~~ **17 February 2015**, and ending at 7.00pm (Sydney time) on the later of:

- i. ~~[XX Month 2015]~~ **24 March 2015**; or
- ii. any date to which the period of the TIX Offer is extended in accordance with the Corporations Act.

11.4 How to accept this TIX Offer

11.4.1 Acceptance Forms

The Acceptance Form which accompanies the TIX Offer forms part of the TIX Offer. The requirements on the Acceptance Form must be observed in accepting the TIX Offer in respect of your ANI Units.

11.4.2 All your ANI Units

The TIX Offer is for, and you may only accept the TIX Offer in respect of, all of your ANI Units.

11.4.3 Acceptance procedure for ANI Unitholders

You may accept the TIX Offer during the Offer Period in the manner specified below. How you accept the TIX Offer depends on whether your ANI Units are held in a CHES Holding or an Issuer Sponsored Holding (your personalised Acceptance Form outlines which type of holding you have).

In all cases, your acceptance of the TIX Offer must be received before the end of the Offer Period, which is 7.00pm (Sydney time) on ~~[XX Month 2015]~~ **24 March 2015**, unless the TIX Offer is extended.

- i. **If you hold your ANI Units in a CHES Holding** (your HIN starts with an 'X'), to accept the TIX Offer you must comply with the ASX Settlement Operating Rules by doing one of the following:
 - a. instruct your Controlling Participant (usually your Broker) to initiate acceptance of the TIX Offer on your behalf in sufficient time for the TIX Offer to be accepted before the end of the Offer Period; or

- b. complete and sign your personalised Acceptance Form and send it (together with all other documents required by the instructions on the form) directly to your Controlling Participant (usually your Broker) in sufficient time for the TIX Offer to be accepted before the end of the Offer Period with instructions to initiate acceptance of the TIX Offer on your behalf before the end of the Offer Period; or
- c. complete and sign your personalised Acceptance Form and lodge it by returning it in the reply paid envelope provided or to the address indicated on the form so that your acceptance is received before 7.00pm (Sydney time) on the second last Business Day of the Offer Period, being ~~XX Month 2015~~ **23 March 2015** unless the TIX Offer is extended. This will authorise Bidder to instruct your Controlling Participant to initiate acceptance of the TIX Offer on your behalf.
- ii. **If you are a Broker or an ASX Settlement Participant**, to accept the TIX Offer you must initiate acceptance in accordance with the requirements of the ASX Settlement Operating Rules before the end of the Offer Period.
- iii. **If you hold your ANI Units in an Issuer Sponsored Holding** (your SRN starts with an 'I'), you must complete and sign your personalised Acceptance Form in accordance with the instructions on it and lodge it by returning it (together with all other documents required by the instructions on your personalised Acceptance Form) in the reply paid envelope provided or to the address indicated on the form (and set out below) so that your acceptance is received before the end of the Offer Period.
- iv. **If some of your ANI Units are held in an Issuer Sponsored Holding and some in a CHESS Holding**, you will need to accept the TIX Offer separately for each holding if you wish to accept the TIX Offer for all of your ANI Units across those holdings.
- v. **If you are a beneficial owner of ANI Units** which are registered in the name of a Broker, investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in accepting the TIX Offer.

11.4.4 Power of attorney, deceased estate

When accepting the TIX Offer you must also forward for inspection:

- i. if the Acceptance Form is executed by an attorney, a certified copy of the power of attorney; and
- ii. if the Acceptance Form is executed by the executor of a will or the administrator of the estate of a deceased ANI Unitholder, the relevant grant of probate, letters of administration or certificates of grant accompanied (where required by law for the purpose of transfer) by a certificate of payment of death or succession duties and (if necessary) a statement in terms of Section 1071B(9)(b)(iii) of the Corporations Act.

11.4.5 When acceptance is complete

Acceptance of the TIX Offer is complete once either:

- i. the completed Acceptance Form (together with all other documents required by the instructions on it) has been received at the address referred to on the Acceptance Form and the requirements of this section 11 have been met, provided that:
 - a. the Bidder may in its sole discretion waive any or all of those requirements at any time; and
 - b. where such requirements have been complied with in respect of some but not all of your ANI Units, the Bidder may, in its sole discretion, deem your acceptance of the TIX Offer complete in respect of all or none of your ANI Securities, and the Bidder is not required to communicate with you prior to making its determination as to the above matters and the determination of the Bidder will be final and binding on all of the parties; or
- ii. in relation to a CHESS Holding, acceptance has been carried out in accordance with Rule 14.14 of the ASX Settlement Operating Rules.

11.5 Provision of consideration for your ANI Units

11.5.1 When consideration is provided

Subject to this section 11.5 and the Corporations Act, if you accept the TIX Offer, and the Conditions of the TIX Offer are satisfied or waived, then the Bidder will provide the consideration for your ANI Units to which you are entitled on acceptance of the TIX Offer on or before the later of:

- i. five Business Days after the date the TIX Offer is validly accepted by you; and
- ii. if this TIX Offer is subject to a Condition when accepted, within 10 Business Days after this TIX Offer or the contract resulting from your acceptance of the TIX Offer becomes, or is declared, unconditional,

provided that if on or before 24 March 2015 you accept the TIX Offer and the Conditions have been satisfied or waived, the TIX Units you are entitled to receive will be issued in time to participate in the TIX March 2015 quarterly distribution.

11.5.2 Where additional documents are required

Where additional documents are required, either by the Acceptance Form or otherwise, to be given to the Bidder with your acceptance of the TIX Offer to enable the Bidder to become the holder of your ANI Units (such as a power of attorney) then, subject to this section and the Corporations Act:

- i. if the documents are given with your Acceptance Form, the Bidder will provide the consideration in accordance with section 11.5.1 above;

- ii. if the documents are given after your Acceptance Form has been received and before the end of the Offer Period, the Bidder will provide the consideration to you by the later of:
 - a. ten Business Days after Bidder is given those documents; and
 - b. if the TIX offer is subject to a Condition when accepted, within ten Business Days after the TIX offer becomes, or is declared, unconditional;
- iii. if the documents are given after the end of the Offer Period and the TIX Offer is unconditional at that time, the Bidder will provide the consideration to you within ten Business Days after the documents are given. However, if at the time the Bidder is given the documents, the TIX Offer is still subject to one or more of the Conditions referred to in Appendix 1, the Bidder will provide the consideration to you within 10 Business Days after the contract which arises upon your acceptance of the TIX Offer becomes unconditional

If you do not provide the Bidder with the required additional documents within one month after the end of the Offer Period, the Bidder may, in its sole discretion, rescind any contract resulting from your acceptance of the TIX Offer.

11.5.3 Obligation to issue TIX Units

Subject to section 11.5.4, the obligation of the Bidder to issue and allot any TIX Units to which you are entitled will be satisfied by the Bidder:

- i. entering, or procuring that your name is entered, on the register of unitholders of TIX; and
- ii. dispatching or procuring the dispatch to you by pre paid post to your address recorded in the Bidder's copy of ANI's register of unitholders immediately before dispatch (or such other address as you may notify to Bidder in writing), a holding statement in your name in accordance with the ASX Listing Rules (for Issuer Sponsored Holdings) or a confirmation of issue in your name (for CHESS Holdings). If your ANI Units are held in joint names, a holding statement or confirmation of issue will be issued in the name of, and despatched to, the holder whose name appears first in the Bidder's copy of ANI's register of unitholders.

11.5.4 Payments to Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders

If you are an Ineligible Foreign Unitholder or Unmarketable Parcel Unitholder (or if the Bidder believes that you are an Ineligible Foreign Unitholder or Unmarketable Parcel Unitholder) and you accept this TIX Offer, you will not be entitled to receive TIX Units as part of the consideration for your ANI Units. Instead, you agree that:

- i. the Bidder will arrange for the issue to a nominee approved by ASIC (the Sale Nominee) of the TIX Units to which you and all other Ineligible Foreign Securityholders and Unmarketable Parcel Unitholders would have been entitled but for this section 11.5.4 and the equivalent section in each other offer under the TIX Offer;

- ii. the Bidder will cause those TIX Units to be offered for sale by the Sale Nominee on the ASX or another relevant financial market licensed under Section 795B of the Corporations Act through which retail clients may trade in securities as soon as practicable and otherwise in such manner, at such price and on such terms as are determined by the Sale Nominee;
- iii. the Bidder will cause the amount ascertained in accordance with the formula below to be paid to you:

$$\text{net proceeds of sale} \times \frac{\text{your ANI Units}}{\text{total ANI Units}}$$

where:

net proceeds of sale is the amount (if any) remaining after deducting the expenses of sale and any costs of appointing the Sale Nominee from the total proceeds of sale of the TIX Units issued to the Sale Nominee under this section 11.5.4 and the equivalent provision in each other offer under the TIX Offer;

your TIX Units is the number of TIX Units that would, but for this section 11.5.4, have been issued to you under this TIX Offer; and

total TIX Units is the total number of TIX Units issued to the Sale Nominee under this section and the equivalent provision in each other offer under the TIX Offer;

- iv. payment of the amount calculated in accordance with section 11.5.4(iii) will be made by cheque drawn in Australian currency in your favour that is sent to you, at your risk, by ordinary mail (or, in the case of ANI Unitholders with addresses outside Australia, by airmail) to your address shown on the latest copy of the register provided by ANI to the Bidder, and that under no circumstances will any interest be paid on or in relation to that amount, regardless of any delay in the remittance of the amount to you; and
- v. you irrevocably appoint the Bidder as your agent to receive any notice, including a Financial Services Guide (if any) (and any update of any such notice or document), that the Sale Nominee and/or its broker may provide under the Corporations Act and you acknowledge and agree that any such notice or document will be made available by the Bidder on the Bidder's website (www.360capital.com.au).

Neither the Bidder nor the Sale Nominee makes any representation, warranty, undertaking or assurance as to the price that will be achieved for the sale of TIX Units described in this section 11.5.4.

11.5.5 Where Bidder is entitled to any Rights

If the Bidder becomes entitled to any Rights on acceptance of the TIX Offer, it may require you to give the Bidder all documents that the Bidder needs to vest with the Bidder title to those Rights or otherwise give the Bidder the benefit or value of those Rights. If you do not give those documents to the Bidder, or if you have received or become entitled to the benefit of those Rights before the Bidder provides the consideration to

you, the Bidder may deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by the Bidder) of those Rights in accordance with section 11.5.6.

11.5.6 Rights generally

If:

- i. you have (or any previous holder of your ANI Units has) received the benefit of any Rights (whether in respect of non-cash benefits or otherwise);
- ii. you are (or any previous holder of your ANI Units is) entitled to receive the benefit of any Rights under the terms that provide for or otherwise apply to those Rights (for example, if the Right is to receive a distribution, if you are (or any previous holder of your ANI Units is) the registered holder of the unit at the specified time for determining those entitled to the distribution); or
- iii. your ANI Units were issued (or otherwise came into existence) on or after the record date in respect of any Rights to ANI Units,

then:

- iv. in the case of Rights to non-cash benefits, the Bidder may deduct the value (as reasonably assessed by the Bidder) of such Rights from any consideration otherwise payable to you; or
- v. in the case of Rights to cash benefits, the Bidder may deduct the amount of such Rights from any consideration otherwise payable to you.

If the Bidder does not, or cannot, make such a deduction, you must pay such value or amount to the Bidder.

11.5.7 Clearances for offshore residents

If, at the time of acceptance of this TIX Offer:

- i. any consent, authority or clearance of an Authority is required for you to receive the TIX Consideration under the TIX Offer, including, but not limited to, consent, authority or clearance of:
 - a. the Minister for Foreign Affairs (whether under the Charter of the United Nations Act 1945 (Cwlth), the Charter of the United Nations (Terrorism and Dealings with Assets) Regulations 2002 or any other regulations made thereunder, or otherwise);
 - b. the Reserve Bank of Australia (whether under the Banking (Foreign Exchange) Regulations 1959 (Cwlth) or otherwise); or
 - c. the Australian Taxation Office; or
- ii. you are a:
 - a. resident in, or a resident of, a place to which; or
 - b. person to whom,

any of the following applies:

- c. the Autonomous Sanctions Regulations 2011 (Cth);
- d. the Banking (Foreign Exchange) Regulations 1959 (Cth);
- e. Part 4 of the Charter of the United Nations Act 1945 (Cth);
- f. the Charter of the United Nations (Dealing with Assets) Regulations 2008 (Cth);
- g. any other regulations made under Part 4 of the Charter of the United Nations Act 1945 (Cth); or
- h. any other law of Australia that would make it unlawful for the Bidder to issue the TIX Consideration that you are entitled to under the terms of the TIX Offer,

then the acceptance of the TIX Offer will not create or transfer to you any right (contractual or contingent) to have the TIX Consideration provided to you unless and until all requisite authorities or clearances have been obtained.

11.5.8 Withholding of consideration by Bidder

If any amount (withholding amount) is required, under any Australian law or by any Government Agency, to be:

- i. withheld from any consideration otherwise payable to you under this TIX Offer and paid or provided to a Government Agency; or
- ii. retained by the Bidder out of any consideration otherwise due to you under this TIX Offer,

the payment, provision or retention by the Bidder of the withholding amount (as applicable) will constitute full discharge of the Bidder's obligation to provide the consideration to you to the extent of the withholding amount.

11.5.9 Issue price for TIX Units

Without prejudice to the obligation to provide the TIX Consideration, the issue price of TIX Units pursuant to the TIX Offer will be determined in accordance with the TIX Constitution and ANI Unitholders who accept the TIX Offer acknowledge and agree that the price so determined will be the issue price of TIX Units for all purposes in connection with the TIX Offer.

11.6 Conditions of this TIX Offer

11.6.1 Conditions

The TIX Offer and any contract arising from acceptances of the TIX Offer is subject to fulfilment of the Conditions set out in Appendix 1.

11.6.2 Nature of conditions

Each of the Conditions set out in Appendix 1:

- i. constitutes and will be construed as a separate, several and distinct condition;
- ii. is a condition subsequent; and
- iii. until the expiration of the Offer Period will be for the benefit of the Bidder alone and may be relied upon only by the Bidder.

11.6.3 Effect of breach or non-fulfilment

The breach or non-fulfilment of any of the Conditions set out in Appendix 1 does not prevent a contract arising to acquire your ANI Units resulting from your acceptance of this TIX Offer but if:

- i. the Bidder has not declared the TIX Offer to be free from the Conditions set out in Appendix 1 in accordance with subSection 650F(1) of the Corporations Act; and
- ii. the Conditions in Appendix 1 have not been fulfilled at the end of the Offer Period,

all contracts resulting from the acceptance of the TIX Offer and all acceptances that have not resulted in binding contracts are void. In such a case, the Bidder will at its election either return the Acceptance Form, together with all documents, to the address shown in the Acceptance Form or destroy the Acceptance Form, together with all documents, and notify ASX Settlement of the lapse of the Offer in accordance with Rule 14.19 of the ASX Settlement Operating Rules.

11.6.4 Best endeavours in relation to conditions

The Bidder will:

- i. use its best endeavours to procure that the Conditions titled “No Regulatory Action” and “Other Regulatory Approvals” in Appendix 1 are, to the extent within its control or the control on the 360 Capital Group, satisfied; and
- ii. not do or omit to do anything for the purpose of causing a breach of those conditions.

11.6.5 Date for declaring TIX Offer free from Conditions

Subject to the Corporations Act, the Bidder may declare the TIX Offer, and any contract resulting from your acceptance of the TIX Offer, free from the Conditions set out in Appendix 1, generally or in relation to a specific occurrence, in accordance with subSection 650F(1) of the Corporations Act:

- i. in the case of the Condition titled “No Prescribed Occurrences” in Appendix 1 – not later than three Business Days after the end of the Offer Period; or
- ii. in any other case – not less than seven days before the end of the Offer Period.

11.6.6 Date for giving notice on status of conditions

The date for giving the notice on the status of the Conditions required by Section 630(3) of the Corporations Act is ~~{XX March 2015}~~ **16 March 2015**, subject to variation in accordance with Section 630(2) of the Corporations Act if the Offer Period is extended.

11.7 Effect of acceptance

11.7.1 Revocation of acceptance

Subject to section 11.8 and other than as provided elsewhere in this section 11, once you have accepted the TIX Offer, you will be unable to revoke your acceptance. The contract resulting from your acceptance will be binding on you and you will be unable to withdraw your ANI Units from the TIX Offer or otherwise dispose of your ANI Units, except if the Offer Period is extended for more than one month and at the time this TIX Offer is subject to one or more of the Conditions in Appendix 1, in which case you may be able to withdraw your acceptance in accordance with Section 650E of the Corporations Act.

11.7.2 Your agreement

By signing and returning the Acceptance Form or otherwise accepting the TIX Offer in accordance with section 11.4:

- i. you irrevocably accept the TIX Offer (and any variation of it) in respect of, and subject to all of the Conditions being fulfilled or waived, and agree to transfer to the Bidder all of your ANI Units (such securities being the Tendered Units);
- ii. irrevocably authorise Bidder, its directors and nominees to alter your personalised Acceptance Form on your behalf by:
 - a. inserting correct details of your ANI Units (including details of a parcel of ANI Units required by section 11.10.4(ii));
 - b. filling in any blanks remaining on your personalised Acceptance Form; and
 - c. rectifying any errors in, and omissions from, your personalised Acceptance Form,as may be necessary to make your personalised Acceptance Form a valid acceptance of the TIX Offer and to enable registration of the transfer of your ANI Units to Bidder, and agreed to provide any document reasonably requested by Bidder to make your personalised Acceptance Form a valid acceptance of the TIX Offer or to otherwise give better effect to your acceptance.
- iii. you represent and warrant to the Bidder as a fundamental condition going to the root of the contract resulting from your acceptance that:
 - a. your Tendered Units will, at the time of your acceptance of the TIX Offer, be fully paid up; and
 - b. the Bidder will acquire good title to and beneficial ownership of your Tendered Units free from Encumbrances and that you have paid to ANI all amounts which are due for payment in respect of your Tendered Units.
- iv. you represent and warrant to the Bidder that you have full power and capacity to accept the TIX Offer and to sell and transfer the legal and beneficial ownership in your Tendered Units to the Bidder;

- v. you irrevocably authorise the Bidder to notify ANI on your behalf that your address for the purpose of serving notices upon you in respect of your ANI Units is the address specified by the Bidder in the notification;
- vi. if and when the contract resulting from your acceptance of the TIX Offer becomes unconditional (even though the Bidder has not yet paid the consideration due to you) you irrevocably appoint the Bidder and each director of, and any nominee of, the Bidder severally as your agent and attorney on your behalf to:
 - a. exercise all your powers and rights in relation to your Tendered Units, including (without limitation) powers and rights to requisition, convene, attend and vote in respect of your Tendered Units at all general and class meetings of ANI or appoint a proxy or proxies to attend and vote in the manner directed by the Bidder on your behalf in respect of your Tendered Units at any such meeting and to request ANI to register, in the name of the Bidder or its nominee, your Tendered Units, as appropriate, with full power of substitution;
 - b. execute all forms, notices, documents (including a document appointing a director of the Bidder as a proxy for any of your Tendered Units) and resolutions relating to your Tendered Units and generally to exercise all powers and rights which you have as the registered holder of your Tendered Units; and
 - c. direct ANI to pay to the Bidder or to account to the Bidder for all Rights attaching to your Tendered Units, subject however to any such Rights received by the Bidder being accounted for by the Bidder to you, in the event that the TIX Offer is withdrawn or avoided;
- vii. you agree that in exercising the powers conferred by the power of attorney set out in paragraph (v) above, the Bidder and each of its directors and its nominees is entitled to act in the interests of the Bidder;
- viii. you represent and warrant to the Bidder that, unless you have notified it in accordance with section 11.10.4 your ANI Units do not consist of separate parcels of securities;
- ix. if and when the contract resulting from your acceptance of the TIX Offer becomes unconditional (even though the Bidder has not yet paid the consideration due to you), you agree not to attend or vote in person at any general or class meeting of ANI or to exercise or to purport to exercise, in person, by proxy or otherwise, any of the powers conferred on the directors of the Bidder by paragraph (v) above;
- x. if and when the contract resulting from your acceptance of the TIX Offer becomes unconditional (even though the Bidder has not yet provided the consideration due to you), you authorise the Bidder (or its agents or nominees) to do all things necessary to transfer your ANI Units into the name of the Bidder (including, if at the time of acceptance of this TIX Offer some or all of your ANI Units are in a CHESS Holding), to cause a message to be transmitted to ASX Settlement in accordance with Rule 14.17.1 of the ASX Settlement Operating Rules to transfer your ANI Units to the Bidder's holding of ANI Units on the CHESS subregister of the Bidder established for the purposes of this TIX Offer; and
- xi. you agree to indemnify the Bidder and each of its agents in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or Securityholder Reference Number or in consequence of the transfer of your Tendered Units being registered by ANI without production of your Holder Identification Number or Securityholder Reference Number in consequence of the transfer of your Tendered Units being registered by ANI without production of your Holder Identification Number or Securityholder Reference Number.
- xii. irrevocably authorise Bidder, its directors and nominees to alter your personalised Acceptance Form on your behalf by:
 - a. inserting correct details of your ANI Units (including details of a parcel of ANI Units required by section 11.10.4(ii));
 - b. filling in any blanks remaining on your personalised Acceptance Form; and
 - c. rectifying any errors in, and omissions from, your personalised Acceptance Form,
 as may be necessary to make your personalised Acceptance Form a valid acceptance of the TIX Offer and to enable registration of the transfer of your ANI Units to Bidder, and agreed to provide any document reasonably requested by Bidder to make your personalised Acceptance Form a valid acceptance of the TIX Offer or to otherwise give better effect to your acceptance.

11.7.3 Appointment of Bidder to vote at RE Replacement Meeting

Without limiting section 11.7.2, by signing and returning the Acceptance Form or otherwise accepting the TIX Offer in accordance with section 11.4, you also separately irrevocably (and for valuable consideration which you hereby acknowledge) appoint the Bidder and each director of, and any nominee of, the Bidder severally as your agent and attorney on your behalf to exercise all your powers and rights in relation to your Tendered Units, on the following terms (**RE Replacement Appointment**):

- i. the appointment is effective immediately upon acceptance of the TIX Offer in accordance with section 11.4 whether or not the TIX Offer and any contract resulting from acceptance of the TIX Offer has become unconditional;

- ii. the appointment ends on the later of 30 June 2015 and the date which is 10 Business Days after the close of the Offer Period;
- iii. the appointment is for the limited purpose of attending and voting at any RE Replacement Meeting, or appointing a proxy to attend and vote on your behalf at any such RE Replacement Meeting, in respect of your Tendered Units;
- iv. any votes cast at any such RE Replacement Meeting in accordance with this appointment (or proxy) must be cast in favour of resolutions to remove Fife Funds as responsible entity of ANI and appoint 360 RE as responsible entity of ANI; and
- v. you agree in connection with the appointment that you will not attend any such RE Replacement Meeting and vote any of your units unless they are voted in favour of resolutions to remove Fife Funds as responsible entity of ANI and appoint 360 RE as responsible entity of ANI.

11.7.4 Continuation of undertakings and authorities

The undertakings and authorities referred to in this section 11.7.2 and 11.7.3 will remain in force after you receive the consideration for your Tendered Units and after the Bidder becomes registered as the holder of your Tendered Units.

11.8 Withdrawal

To the extent not accepted at the relevant time, the Bidder may withdraw the TIX Offer at any time with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

If, at the time the TIX Offer is withdrawn, all the Conditions in Appendix 1 have been satisfied or waived, all contracts arising from acceptance of the TIX Offer before it was withdrawn will remain enforceable.

If, at the time the TIX Offer is withdrawn, the TIX Offer remains subject to one or more of the Conditions in Appendix 1, all contracts arising from its acceptance will become void (whether or not the events referred to in the relevant conditions have occurred).

11.9 Variation

The Bidder may vary the TIX Offer in accordance with the Corporations Act.

11.10 Acceptances by transferees and nominees

11.10.1 Who may accept this TIX Offer

During the Offer Period:

- i. any person who is able to give good title to a parcel of your ANI Units may accept (if they have not already accepted an offer in the form of the TIX Offer) as if an offer on terms identical with the TIX Offer has been made to them; and

- ii. any person who holds one or more parcels of ANI Units as trustee or nominee, or otherwise on account of another person, may accept as if a separate and distinct offer had been made in relation to:
 - a. each of those parcels; and
 - b. any parcel they hold in their own right.

11.10.2 Holding securities

A person is taken to hold ANI Units if the person is registered as the holder of those ANI Units.

11.10.3 Holding securities on trust or as a nominee

A person is taken to hold ANI Units on trust for, as nominee for, or on account of, another person if they:

- i. are, or are entitled to be, registered as the holder of particular ANI Units; and
- ii. hold their interest in the ANI Units on trust for, as nominee for, or on account of, that other person.

11.10.4 Effective acceptance

In the case of a person who may accept under section 11.10.1(ii) as if a separate and distinct offer, on the same terms and conditions as the TIX Offer, has been made to that person for a parcel of ANI Units within a holding, an acceptance of that offer is ineffective unless:

- i. the person gives the holder a notice stating that the ANI Units consist of a separate parcel; and
- ii. the acceptance specifies the number of ANI Units in the parcel.

11.10.5 Notice of acceptance

A notice under section 11.10.5 [11.10.4](#) must be made:

- i. if it relates to ANI Units in a CHESS Holding, in an electronic form approved under the ASX Settlement Operating Rules for the purposes of Part 6.8 of the Corporations Act; or
- ii. otherwise, in writing.

11.11 Official quotation of TIX Units

- i. The TIX Offer and any contract resulting from your acceptance of the TIX Offer are subject to the condition set out in Section 625(3) of the Corporations Act. If that condition is not fulfilled, any contract resulting from your acceptance of the TIX Offer will be automatically void. The condition set out in Section 625(3) of the Corporations Act is not a defeating condition for the purposes of the Corporations Act and Section 625(3) of the Corporations Act provides that the TIX Offer cannot be freed of that condition. No statement made by the Bidder, or any member of the 360 Capital Group, can be taken to be a waiver of that condition.

- ii. Within seven days of the date of this Bidder's Statement, the Bidder will apply to the ASX for quotation of the TIX Units to be issued in connection with this TIX Offer. Quotation will not be automatic but will depend on the ASX exercising its discretion. TIX has already been admitted to the mainboard of the ASX and the TIX Units to be issued under the TIX Offer are of the same class as TIX Units already quoted on the ASX. The Bidder does not guarantee, and does not represent or imply, that the TIX Units will be listed on the ASX following issue.

11.12 Other matters

11.12.1 Notices and other communications

Any notice, nomination, or other communication to be given by the Bidder to you under the TIX Offer will be deemed to be duly given if it is given in writing and is signed or purports to be signed (whether in manuscript, printed or reproduced form) on behalf of the Bidder by any of its directors or managers and is delivered to or sent by post in a pre-paid envelope or by courier to your address as recorded on the register of ANI Unitholders or the address shown on the Acceptance Form.

11.12.2 Return of documents

If:

- i. the TIX Offer is withdrawn after your Acceptance Form has been sent to the Bidder, but before it has been received; or
- ii. for any other reason the Bidder does not acquire the ANI Units to which your Acceptance Form relates,

the Bidder will, at its election, either dispatch at your risk your Acceptance Form together with all other documents forwarded by you, to your address as shown on the Acceptance Form or such other address as you may notify in writing to the Bidder by, where such address is inside Australia, pre-paid ordinary post, or where such address is outside Australia, pre-paid airmail, or destroy those documents and notify ASX Settlement of this.

11.12.3 Costs and expenses

All costs and expenses of the preparation, dispatch and circulation of the TIX Offer and all stamp duty payable in respect of a transfer of your ANI Units in respect of which the TIX Offer is accepted, will be paid by the Bidder.

11.12.4 Foreign laws

This TIX Offer is not registered in any jurisdiction outside Australia (unless an applicable foreign law treats it as registered as a result of this Bidder's Statement being lodged with ASIC). It is your sole responsibility to satisfy yourself that you are permitted by any foreign law applicable to you to accept this TIX Offer.

11.12.5 Governing law

The TIX Offer and any contract that results from your acceptance of it are to be governed by the laws in force in New South Wales, Australia.

12 GLOSSARY

Term	Definition
360 Capital	means the 360 Capital Group, comprising 360 Capital Group Limited ACN 113 569 136 and its controlled entities and 360 Capital Investment Trust ARSN 104 552 598 and its controlled entities.
360 Capital Group	means 360 Capital and its controlled entities.
360 Capital Industrial Fund	360 Capital Industrial Fund (ARSN 099 680 252) (ASX code: TIX) or Bidder .
360 Capital Investment Management Limited	360 Capital Investment Management Limited (ACN 133 363 185, AFSL 340304), responsible entity of 360 Capital Industrial Fund.
360 CIML	means 360 Capital Investment Management Limited.
360 RE	an appropriately licenced entity within the 360 Group.
Acceptance Form	means the acceptance form enclosed with this Bidder's Statement or, as the context requires, any replacement or substitute acceptance form provided by or on behalf of the Bidder.
ANI	means Australian Industrial REIT including any of its Subsidiaries or Controlled Entities and, where the context requires Fife Capital Funds Limited as responsible entity of Australian Industrial REIT.
ANI June 2015 Distribution	means a distribution of 9.6 cents per ANI Unit with a record date of 30 June 2015.
ANI Unit	means a fully paid unit in ANI.
ANI Unitholder	means a person who is the registered holder of one or more ANI Units.
Announcement Date	means 19 December 2014.
Approvals	has the meaning given in paragraph F of Appendix 1 of this Bidder's Statement.
ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given in Section 12 of the Corporations Act.
ASX	means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.
ASX Listing Rules	means the Listing Rules of ASX.
ASX Settlement	means ASX Settlement Pty Ltd (ACN 008 504 532).
ASX Settlement Operating Rules	means the operating rules of the settlement facility provided by ASX Settlement.
ATO	means the Australian Taxation Office.
Authority	means: (a) ASX, ACCC, ASIC, the Takeovers Panel and the ATO; (b) a government or governmental, semi-governmental or judicial entity, whether foreign, federal, state, territorial or local; (c) a minister, department, office, commission, delegate, instrumentality, agency, board, authority or organisation of any government; or (d) any regulatory or self-regulatory organisation established under statute; and (e) any securities or stock exchange.
Bidder	means 360 Capital Investment Management Limited in its capacity as responsible entity of the 360 Capital Industrial Fund.
Bidder Group	means Bidder and its controlled entities.
Bidder's Statement	means this document, being the statement of the Bidder under Part 6.5 of the Corporations Act relating to the TIX Offer.
Business Day	means a day (other than a Saturday or Sunday) on which banks are open for general business in Sydney, Australia.
Cash Payment	means a cash payment of \$0.03 per ANI Unit which 360 Capital has agreed to make to ANI Unitholders which have accepted the TIX Offer and are entitled to receive the TIX Consideration if either of the Cash Payment Conditions are is satisfied and subject to the further terms set out in section 9.3.
Cash Payment Condition	will be satisfied if either: (a) the Bidder receives acceptances under the TIX Offer in respect of more than 50% of the ANI Units; or (b) a member of the 360 Capital Group is appointed as responsible entity of ANI on or before the day before the last day of the Offer Period.
Change	has the meaning given in paragraph B of Appendix 1 of this Bidder's Statement.
CHESS	means the Clearing House Electronic Subregister System, which provides for the electronic transfer, settlement and registration of securities in Australia.

GLOSSARY

(CONTINUED)

Term	Definition
CHESS Holding	means a holding of ANI Units on the CHESS Subregister of ANI.
Closing Date	means [XX Month 2015] 24 March 2015 .
Combined Group	means the Bidder Group following completion of the TIX Offer and other than in section 6 and unless the context otherwise requires assumes TIX acquires 100% of ANI the Bidder acquiring control of ANI.
Competing Proposal	means a transaction or arrangement which is proposed by a Third Party pursuant to which a Third Party will, if the proposed transaction or arrangement is entered into or completed substantially in accordance with its terms: (a) acquire a Relevant Interest in any ANI Units, as a result of which the Third Party will have a Relevant Interest in 20% or more of the ANI Units or voting power of more than 20% of ANI; (b) otherwise acquire control of ANI within the meaning of Section 50AA of the Corporations Act; or (c) directly or indirectly acquire, merge with, or acquire (or have the right to so merge with or acquire) a significant economic interest in ANI or all or a significant part of the assets or business of ANI, whether by way of takeover offer, scheme of arrangement, shareholder approved acquisition, capital reduction, share buy-back, sale or purchase of assets, joint venture, reverse takeover, dual-listed company structure, recapitalisation, or other synthetic merger or any other transaction or arrangement, where, for the avoidance of doubt, assets of ANI which have a book value (as recorded in ANI's statement of financial position as at 30 June 2014) of more than A\$20 million in aggregate will be taken to be a 'significant part' of the assets of ANI for the purposes of this definition.
Conditions	means the conditions set out in Appendix 1 of this Bidder's Statement.
control	has the meaning given in section 50AA of the Corporations Act, except that in addition an entity controls a second entity if the first entity would be taken to control the second entity, but for section 50AA(4).
controlled entity	means, in relation to an entity, another entity which is a subsidiary of it, or which is controlled by it.
Controlling Participant	has the meaning given in the ASX Settlement Operating Rules. Usually your Controlling Participant is a person, such as a broker, with whom you have a sponsorship agreement (within the meaning of the ASX Settlement Operating Rules).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
CPI	means consumer price index.
Due Diligence Information	has the meaning given in paragraph B of Appendix 1 of this Bidder's Statement.
entity	includes a natural person, a body corporate, a partnership, a trust and the trustee of a trust.
Fife Capital Group	has the meaning given in section 4.2.1 of this Bidder's Statement.
Fife Funds	means Fife Capital Funds Limited ABN 130 077 735 (which is currently the responsible entity of ANI).
GAV	means gross asset value, being total assets of the fund.
HIN	means a Holder Identification Number.
Holder Identification Number	means the number used to identify an ANI Unitholder on the CHESS Subregister of ANI.
Ineligible Foreign Unitholder	means an ANI Unitholder whose address as shown in the register of members of ANI is in a jurisdiction other than Australia or its external territories and New Zealand, unless the Bidder otherwise determines after being satisfied that it is not unlawful, not unduly onerous and not unduly impracticable to make the TIX Offer to an ANI Unitholder in the relevant jurisdiction and for TIX Units to be issued to such ANI Unitholder on acceptance of the TIX Offer, and that is not unlawful for such an ANI Unitholder to accept the TIX Offer in such circumstances in the relevant jurisdiction.
Inside Information	has the meaning given in Section 1042A of the Corporations Act as that meaning applies to 'significant part'.
Issuer Sponsored Holding	means a holding of ANI Units on the Issuer Sponsored Subregister of ANI.
Material Contract	means any agreement, contract or other arrangement or instrument to which ANI is a party or any of its respective assets may be bound or subject to, and which: (a) imposes obligations or liabilities on any party of at least A\$500,000 per annum or A\$2 million over the life of the agreement, contract or other arrangement; (b) relates to, concerns, or is connected with, the management of ANI; or (c) is otherwise material in the context of the businesses, assets or properties of ANI (which for the avoidance of doubt is taken to include any agreement, contract or other arrangement under which ANI borrows or raises funds from any source or otherwise incurs financial indebtedness from a financial institution).

Term	Definition
Moelis & Company	means Moelis Australia Advisory Pty Ltd ACN 142 008 446.
NTA	means net tangible assets.
Non-Core Asset Sales	has the meaning given in section 5.5.
Offer Period	means the period during which the TIX Offer will remain open for acceptance in accordance with section 11.3 of this Bidder's Statement.
Offer Terms	means the formal terms of the TIX Offer as set out in section 11 of this Bidder's Statement, as amended.
Official List	means the official list of the ASX.
Prescribed Occurrence	means any of the following events: (a) ANI converts all or any of the ANI Units into a larger or smaller number of ANI Units; (b) ANI resolves to reduce its capital in any way or reclassifies, combines, splits, redeems or repurchases directly or indirectly any units; (c) ANI: (i) enters into a buy-back agreement; or (ii) resolves to approve the terms of a buy-back agreement under subSection 257C(1) or 2570(1) of the Corporations Act; (d) ANI issues ANI Units or units, or grants an option over ANI Units or units, or agrees to make such an issue or grant such an option; (e) ANI issues, or agrees to issue, convertible notes or convertible units; (f) ANI disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property; (g) ANI charges, or agrees to charge the whole, or a substantial part, of its business or property; (h) ANI resolves to be wound up; (i) a liquidator or provisional liquidator of ANI is appointed; (j) a court makes an order for the winding up of ANI; (k) an administrator of ANI is appointed under Section 436A, 436B or 436C of the Corporations Act; (l) ANI executes a deed of company arrangement; or (m) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of ANI.
Pro Forma Financial Information	has the meaning given in section 6.4 of this Bidder's Statement.
Pro Forma Historic Statements of Financial Position	has the meaning given in section 6.4 of this Bidder's Statement.
Register Date	means 9.00am on Wednesday, 4 February 2015 being the date set by the Bidder under section 633(2) of the Corporations Act.
RE Replacement Meeting	means any general meeting of ANI Unitholders at which resolutions to remove Fife Funds as responsible entity of ANI and appoint a member of the 360 Capital Group as responsible entity of ANI will be considered.
RE Replacement Appointment	means the appointment described in section 11.7.3 in relation to voting at the RE Replacement Meeting.
REIT	means real estate investment trust.
related body corporate	has the meaning given in section 50 of the Corporations Act, provided that the definition of 'subsidiary' in this Bidder's Statement will be used in interpreting the meaning of 'related body corporate' and 'holding company' used in the Corporations Act.
Related Entity	has the meaning given in the Corporations Act.
relevant interest	has the meaning in Section 9 of the Corporations Act.
Rights	means all accretions, rights and benefits of whatever kind attaching to or arising from the ANI Units directly or indirectly at or after the date of this Bidder's Statement (including all distributions and all rights to receive them and rights to receive or subscribe for units, notes, bonds, options or other securities or entitlements declared, paid or issued by ANI or any subsidiary of ANI), other than in the case of the ANI 2015 June distribution which the Bidder will only be entitled to where the relevant TIX Units issued pursuant to acceptance of the TIX Offer are issued on or before the record date for that distribution.
Sale Nominee	means the nominee approved by ASIC for the purpose of section 11.5.4.
Securityholder Reference Number	means the number allocated by ANI to identify an ANI Unitholder on the Issuer Sponsored Subregister of ANI.
SRN	means Securityholder Reference Number.

GLOSSARY

(CONTINUED)

Term	Definition
subsidiary	has the meaning given to that term in the Corporations Act, provided that: (a) an entity will also be deemed to be a subsidiary of a body corporate if it is controlled by that body corporate; and (b) a trust may be a subsidiary (for the purposes of which a unit or other beneficial interest will be deemed to be a share in the capital of a body corporate) and an entity may be a subsidiary of a trust if it would be a subsidiary if that trust were a body corporate.
Tendered Units	has the meaning given in section 11.7.2 of this Bidder's Statement.
Third Party	means any of the following: (a) a person other than Bidder or its respective associates; or (b) a consortium, partnership, limited partnership, syndicate or other group in which neither Bidder, nor any of its respective associates participate.
TIX	means the 360 Capital Industrial Fund (ASX code: TIX) and, where the context requires, 360 Capital Investment Management Limited as responsible entity of 360 Capital Industrial Fund.
TIX Consideration	means the consideration which you are entitled to receive in accordance with the terms of the TIX Offer being, subject to the terms of the TIX Offer, 0.89 TIX Units for every 1 of your ANI Units. As at the commencement of the Offer Period, the TIX Consideration does not include the Cash Payment and the Offer Terms do not include an obligation to pay, or procure the payment of, the Cash Payment. However if the Cash Payment Condition is satisfied, TIX will vary the TIX Consideration and the Offer Terms to include an obligation on TIX to pay or procure that 360 Capital pay the Cash Payment.
TIX Constitution	means the constitution of TIX.
TIX Offer	means, as the context requires, the offer for ANI Units contained in section 11 of this Bidder's Statement, or the off-market takeover bid constituted by that offer and each other offer by the Bidder for ANI Units in the form of that offer, including in each case as varied in accordance with the Corporations Act.
TIX Offer Information Line	means 1800 247 697 (callers in Australia) or +61 2 8024 1189 (callers outside Australia).
TIX Unit	means a fully paid ordinary unit in the capital of TIX.
TIX Unitholder	means a person who is the registered holder of one or more TIX Units.
Trust Scheme Proposal	has the meaning given in section 1.2 of this Bidder's Statement.
unconditional	means, in relation to the TIX Offer, all Conditions have been satisfied or waived.
Unmarketable Parcel	means that number of TIX Units which is less than a 'marketable parcel' under the market rules of the ASX (currently a parcel of less than \$500) calculated based on the highest closing price of TIX Units on the ASX during the period from the date of this Bidder's Statement until the earlier of the end of the Offer Period and 5 ASX trading days before the first day on which the Bidder must provide TIX Consideration under the TIX Offer.
Unmarketable Parcel Unitholder	means an ANI Unitholder who would be entitled to receive a total number of TIX Units as consideration under the TIX Offer which is an Unmarketable Parcel.
VWAP	means volume weighted average price.
WACR	means weighted average capitalisation rate.
WALE	means weighted average lease term to expiry.
withholding amount	has the meaning given in section 11.5.8.
your ANI Units	means, subject to section 11: (a) the ANI Units in respect of which you are registered or entitled to be registered as a holder in the register of members of ANI at the Register Date, and in respect of which no other person becomes registered or entitled to be registered as a holder before you accept the TIX Offer; and (b) any other ANI Units to which you are able to give good title at the time you accept the TIX Offer (including any ANI Units in respect of which you become registered or entitled to be registered as a holder due to the conversion of, or exercise of rights attached to, other securities convertible into ANI Units that are on issue at the Register Date.

13 APPROVAL OF BIDDER'S STATEMENT

The copy of this Bidder's Statement that is to be lodged with ASIC has been approved by a unanimous resolution passed by all of the directors of the Bidder.

A handwritten signature in black ink, appearing to read 'Aanholt', enclosed within a large, stylized loop.

Signed by David van Aanholt in accordance with Section 351 of the Corporations Act.

APPENDIX 1: CONDITIONS OF THE TIX OFFER

A. DUE DILIGENCE INFORMATION

Before the end of the Offer Period, ANI (or its officers, employees or agents) does not provide any information relating to ANI which is not 'generally available' (as defined in the Corporations Act) to a Third Party for the purposes of enabling that party to make a Competing Proposal (Due Diligence Information) without also promptly (in any event within 2 Business Days) providing that Due Diligence Information to Bidder and announcing to ASX any Inside Information which forms part of the Due Diligence Information.

B. NO MATERIAL ADVERSE CHANGE

Without limiting the operation of any other condition, between the Announcement Date and the end of the Offer Period, no matter, event, change, condition, circumstance, information or thing (Change(s)) occurs, is announced, becomes likely to occur or becomes known to Bidder which alone or in aggregate with any other Change, would result in and/or would reasonably be likely to result in:

- i. the value of the consolidated net assets of ANI being reduced by at least \$5 million against what they would have reasonably have been expected to have been but for the Change(s), other than to the extent such reduction arises from transactions effected in the ordinary course of ANI's ordinary business; or
- ii. a material adverse effect on the business, assets, liabilities, financial position or performance, profitability or prospects of ANI.

C. S&P / ASX 200 Index

During the period between the Announcement Date and the end of the Offer Period, the S&P/ ASX 200 Index is not at any time 10% or more below its level as at the close of trading on the last trading day on ASX before the Announcement Date.

D. CHANGE OF CONTROL CONSENT

Before the end of the Offer Period, every person who, as a result of the making of the TIX Offer, the acquisition of ANI Units by Bidder, the change in control or delisting of ANI if the TIX Offer is successful, is or will be entitled, or states an intention to exercise or asserts any right, under any provision of any contract or understanding to which ANI is a party or is bound, to (in all cases whether absolutely or contingently):

- i. terminate, vary the terms of or accelerate the performance of obligations under a Material Contract;
- ii. acquire or require the disposal of any interest in or alter the terms of investment in any one or more companies, businesses, trusts, assets, units or shares held by ANI with a value of more than A\$10 million in aggregate; or
- iii. without limiting (i), require the repayment, immediately or earlier than the repayment date would otherwise have been, of any monies borrowed or raised by, or any other monetary obligations of ANI,

provides to ANI and to Bidder in writing a binding, irrevocable and unconditional waiver or release of that right.

E. ANI STATEMENT REGARDING CHANGE OF CONTROL CONSENTS

The target's statement issued by ANI in respect of the TIX Offer as required by the Corporations Act contains a statement which either:

- i. if there is any such contract or understanding referred to in paragraph (e) ~~above~~ [D of this Appendix](#), sets out the details of that contract or understanding, the relevant rights or clauses and the impact of such rights or clauses on ANI's annual earnings before interest, tax depreciation and amortisation and ANI's consolidated assets and liabilities; or
- ii. if there is no such contract or understanding, confirms that fact.

F. OTHER REGULATORY APPROVALS

Before the end of the TIX Offer Period, all applicable regulatory waiting periods (including any extensions) have expired or otherwise been terminated in respect of the TIX Offer or any matter arising from the proposed acquisition by Bidder of ANI Units under the TIX Offer and Bidder has obtained on an unconditional basis all approvals, licences, authorisations, authorities, consents, permissions, clearances, grants, confirmations, orders, exemptions, waivers or rulings (together, Approvals) required by law or by any Authority as are necessary:

- i. to permit the TIX Offer to be lawfully made to and accepted by holders of ANI Units;
- ii. as a result of the TIX Offer, as a result of the acquisition of ANI Units by Bidder under the TIX Offer or to permit completion of the TIX Offer;
- iii. for the continued operation of ANI's business and ownership of ANI's assets on substantially the same terms as at the Announcement Date;
- iv. to ensure there is no right or power to require the divestiture by Bidder of any ANI Units or material assets, or the divestiture of any material assets of ANI;

and all such Approvals remain in full force and effect as at the end of the TIX Offer Period, provided that this condition shall not apply to Approvals that are only required as a result of the Bidder not availing itself of paragraph 4(c) of ASIC Class Order 13/521 in respect of members of ANI who are foreign.

G. NO REGULATORY ACTION

Before the end of the Offer Period:

- i. there is not in effect any preliminary or final decision, order or decree issued by an Authority; and
- ii. no application is made to any Authority (other than by Bidder), or action or investigation is announced, threatened or commenced by an Authority in consequence of or in connection with the TIX Offer, which:
- iii. other than an application to or a determination by ASIC or the Takeovers Panel in the exercise of the powers and discretions conferred by the Corporations Act, restrains, impedes or prohibits (or if granted could restrain, impede

or prohibit), or otherwise materially adversely impacts upon, the making of the TIX Offer, the acquisition of ANI Units under the TIX Offer or any transaction contemplated by the Bidder's Statement (including the implementation of the Bidder's intentions expressed in the Bidder's Statement), the TIX Offer or the rights of the Bidder in respect of ANI or ANI Units, or requires the divestiture by the Bidder of any interest in ANI Units or material assets, or the divestiture of any material assets of ANI; or

- iv. amends, prejudices or otherwise affects any existing rights (as at the Announcement Date) of, or imposes any obligation on, Bidder in respect of ANI Units or any debt instruments, mortgages or charges relating to any unit granted over ANI Units.

H. CONDUCT OF ANI'S BUSINESS

Other than as specifically disclosed by ANI to ASX prior to the Announcement Date or approved by Bidder by written notice to ANI, ANI does not between the Announcement Date and the end of the Offer Period:

- i. enter into or vary any agreement with Fife Capital Funds Limited or a Related Entity of Fife Capital Funds Limited;
- ii. enter into any agreement to acquire or dispose of an asset or a company, trust or other vehicle containing an asset having a value in aggregate in excess of \$10.0 million;
- iii. enter into, or materially amend, any agreement, joint venture, asset or profit share, partnership or commitment which would require capital expenditure or liability, or the foregoing of revenue, by ANI (or bring forward the time of that requirement) of an amount, or one or more related amounts which are in aggregate, more than \$0.5 million;
- iv. incur or increase any financial indebtedness (excluding any drawing or redrawing on existing facilities) or issues any indebtedness or debt units for an amount of more than \$10.0 million in aggregate;
- v. enter into, amend, terminate or waive or otherwise forego rights under any Material Contract;
- vi. make any changes to its constitution or other constituent documents or convene a meeting to consider a resolution to make such a change;
- vii. pass any resolution of its members;
- viii. do any of the following:
 - a. have the trust terminated;
 - b. effect or facilitate the resettlement of the property of the trust;
 - c. have a trustee or responsible entity which ceases to be the trustee or responsible entity of that trust or registered managed investment scheme;
 - d. have a resolution passed by its unitholders or members to remove or replace its trustee or responsible entity other than in respect of the appointment of New 360 RE; or

- e. have a meeting convened to consider a resolution for the removal, retirement or replacement of its trustee or responsible entity;
- f. have any application made in any court for the appointment of a temporary responsible entity in accordance with the Corporations Act;
- ix. have any claim or claims made or threatened against it, or litigation, arbitration proceedings, prosecution or other legal proceedings commenced against it, involving more than \$2.0 million in aggregate;
- x. waive or compromise any claim or right otherwise than in the ordinary course of business;
- xi. create, or agree to create, any mortgage, charge, lien or other encumbrance over any of its assets, other than liens in the ordinary and usual course of business;
- xii. be deregistered as a registered managed investment scheme or otherwise dissolved;
- xiii. enter into any corporate transaction which would or would be likely to involve a material change in the manner in which it conducts its business or the nature (including balance sheet classification), extent or value of its assets or liabilities;
- xiv. resolve, agree, offer, commit or announce an intention to do any of the things referred to in paragraphs (i) to (xiii) above.

I. RESTRICTIONS ON DISTRIBUTIONS

Between the Announcement Date and the end of the Offer Period, ANI does not announce, make, declare or pay any dividend or other form of distribution of profits or capital (whether in cash or in specie), other than in the case of the ANI June 2015 ~~distribution~~ **Distribution**.

J. NO PRESCRIBED OCCURRENCES

Between the Announcement Date and the end of the Offer Period, no Prescribed Occurrence occurs.

K. BIDDER TRADING PRICE

The two trading day VWAP of Bidder units in the ordinary course of trading on the ASX ending on the Business Day before that which is five Business Days prior to the date of the takeover bid is not less than \$2.376 per unit.

L. MERGER IMPLEMENTATION AGREEMENT

ANI and 360 CIML do not enter into a merger implementation deed in connection with a trust scheme pursuant to which 360 CIML will acquire all of the units in ANI on terms which are no less favourable in all material respects to those proposed in relation to the TIX Offer.

APPENDIX 2: ASX ANNOUNCEMENTS

A list of the public announcements TIX has released since its annual financial report for the year ended 30 June 2014 is summarised below. This information may be relevant to your assessment of the TIX Offer.

No.	Date	Announcement title
1.	03/02/2015	TIX Half Year Results
2.	03/02/2015	TIX Half Year Results Presentation
3.	03/02/2015	TIX Half Year Results – Appendix 4D
4.	03/02/2015	TIX Offer Update and Bidders Statement
5.	30/01/2015	Update to Bidders Statement and Release of HY15 Fin Results
6.	28/01/2015	Change of Directors Interest Notice x 3
7.	28/01/2015	Cleansing Notice
8.	27/01/2015	Confirmation of December 2014 Quarter Distribution
9.	27/01/2015	Appendix 38 – Issue of New Units under DRP
10.	23/01/2015	MIT Notice – Estimated Taxable Components
11.	20/01/2015	DRP Price December 2014 Quarter
12.	19/01/2015	FY15, FY16 Earnings & Distribution Guidance
13.	16/01/2015	Settlement of Boondall Acquisition
14.	05/01/2015	TIX – Amendment to Formal Off Market Takeover Offer for ANI
15.	05/01/2015	ANI: Review of 360 Capital Industrial Fund Scheme Proposal
16.	22/12/2014	December 2014 Quarter Estimated Distribution
17.	19/12/2014	ANI: Unsolicited off-market all scrip takeover offer
18.	19/12/2014	FORMAL TAKEOVER FOR ANI
19.	19/12/2014	Settlement of Murarrie Acquisition
20.	18/12/2014	TIX confirms proposal to acquire ANI
21.	18/12/2014	ANI: Unsolicited, indicative non-binding proposal
22.	17/12/2014	Acquisition and Capital Management Initiatives
23.	28/11/2014	Settlement of Edinburgh Parks SA
24.	26/11/2014	Distrib Upgrade & Acquisition 69 Rivergate PI Murarrie
25.	03/11/2014	31 October 2014 Property Valuations
26.	29/10/2014	Appendix 3Y x 3
27.	24/10/2014	Cleansing Notice
28.	24/10/2014	Appendix 3B
29.	24/10/2014	Confirmation of September 2014 Quarter Distribution
30.	23/10/2014	MIT Notice – Estimated Taxable Components
31.	21/10/2014	Disposal of 5-9 Woomera Avenue Edinburgh Parks SA
32.	17/10/2014	DRP Price September 2014 Quarter
33.	08/10/2014	Morgans Queensland Conference Presentation
34.	30/09/2014	Ceasing to be a substantial holder
35.	23/09/2014	September 2014 Quarter Estimated Distribution
36.	23/09/2014	Amended DRP Policy
37.	22/09/2014	Settlement of Carole Park Acquisition
38.	19/09/2014	Supplemental Deed and Consolidated Constitution
39.	08/09/2014	Meeting of Members 8 September 2014 – Voting Results
40.	02/09/2014	Ceasing to be a substantial holder from APD
41.	28/08/2014	Appendix 3Y X 5
42.	27/08/2014	Updated Appendix 3B
43.	25/08/2014	Retail Entitlement Offer Allocation

CORPORATE DIRECTORY

Bidder

360 Capital Investment Management Limited in its capacity as responsible entity of the 360 Capital Industrial Fund

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

Financial Adviser

Moelis Australia Advisory Pty. Ltd.

Level 27
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia

Australian Legal Adviser

Clayton Utz

Level 15
1 Bligh Street
Sydney NSW 2000
Australia

TIX Offer Information Line

If you have any questions in relation to the TIX Offer or how to accept it, or if you have lost your Acceptance Form and require a replacement, please call the TIX Offer Information Line between 8.30am and 5.30pm (Sydney time) on Business Days:

Callers within Australia: 1800 247 697

Callers outside Australia: +61 2 8024 1189

Share registry for the TIX Offer

You can contact the share registry, Boardroom Pty Limited, at the addresses set out below:

Postal address

Boardroom Pty Limited
TIX Offer
GPO Box 3993
Sydney NSW 2001
Australia

Hand delivery

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

