

AUSTRALIAN INDUSTRIAL REIT

9 October 2015

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam

Australian Industrial REIT - takeover offer by 360 Capital Investment Management Limited (ACN 133 363 185) as responsible entity of 360 Capital Industrial Fund (ARSN 099 680 252)

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth) please find attached a copy of the fourth supplementary target's statement supplementing the target's statement dated 26 February 2015, as supplemented by the first supplementary target's statement dated 30 March 2015, second supplementary target's statement dated 31 March 2015, third supplementary target's statement dated 21 September 2015 and fourth supplementary target's statement dated 6 October 2015 (**Fifth Supplementary Target's Statement**) in relation to the off-market takeover offer by 360 Capital Investment Management Limited as responsible entity of 360 Capital Industrial Fund (**Bidder**).

The attached Fifth Supplementary Target's Statement has been sent to the Bidder and lodged with the Australian Securities and Investments Commission today.

Yours faithfully



Susan Vuong
Company Secretary

AUSTRALIAN INDUSTRIAL REIT

Fifth Supplementary Target's Statement

This Fifth Supplementary Target's Statement supplements, and is to be read together with, the Target's Statement dated 26 February 2015 issued by **Fife Capital Funds Limited** (ACN 130 077 735) as responsible entity of **Australian Industrial REIT** (ARSN 165 651 301) and its first supplementary target's statement dated 30 March 2015, second supplementary target's statement dated 31 March 2015, third supplementary target's statement dated 21 September 2015 and fourth supplementary target's statement dated 6 October 2015 in response to the unsolicited off-market, predominantly scrip takeover bid made by **360 Capital Investment Management Limited** (ACN 133 363 185) as responsible entity of **360 Capital Industrial Fund** (ARSN 099 680 252).

**TIX LIKELY TO OBTAIN EFFECTIVE CONTROL OF ANI
ACCEPT REVISED TIX OFFER OR SELL ON-MARKET**

**THE REVISED TIX OFFER IS SCHEDULED TO CLOSE AT 5.00PM ON
MONDAY, 12 OCTOBER 2015. YOU SHOULD ACCEPT IMMEDIATELY TO
AVOID MISSING OUT IF THE REVISED TIX OFFER IS NOT EXTENDED.**

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

IF YOU ARE IN ANY DOUBT ABOUT HOW TO DEAL WITH THIS DOCUMENT, YOU SHOULD CONSULT YOUR FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER IMMEDIATELY

ANI Unitholder Information Line

ANI has established a Unitholder Information Line which ANI Unitholders should call if they have any queries in relation to the updated takeover offer from 360 Capital Industrial Fund (the Revised TIX Offer). The telephone number for the Unitholder Information Line is:

- 1300 730 659 (Toll Free for calls within Australia); or
- +61 1300 730 659 (for callers outside Australia),

which is available Monday to Friday between 8.30am and 5.30pm (Sydney time)

Financial advisers



Legal adviser

**KING & WOOD
MALLESONS**

Important notices

Nature of this document

This document is the fifth supplementary target's statement ("**Fifth Supplementary Target's Statement**") to the target's statement dated 26 February 2015 ("**Target's Statement**") issued by Fife Capital Funds Limited as responsible entity of Australian Industrial REIT under Part 6.5 of the Corporations Act and lodged with the Australian Securities and Investments Commission ("**ASIC**") on 26 February 2015, as supplemented by the First Supplementary Target's Statement lodged with ASIC on 30 March 2015, the Second Supplementary Target's Statement lodged with ASIC on 31 March 2015, the Third Supplementary Target's Statement lodged with ASIC on 21 September 2015 and the Fourth Supplementary Target's Statement lodged with ASIC on 6 October 2015, in relation to the Revised TIX Offer made pursuant to the Fourth Supplementary Bidder's Statement which was served on ANI by the Bidder on 28 September 2015 (supplementing the original bidder's statement lodged with ASIC on 3 February 2015) (hereinafter referred to as the "**Bidder's Statement**") and the first supplementary bidder's statement dated 13 February 2015, the second supplementary bidder's statement dated 23 February 2015 and the third supplementary bidder's statement dated 24 March 2015.

This Fifth Supplementary Target's Statement supplements, and is to be read together with, the Target's Statement and the First Supplementary Target's Statement dated 30 March 2015, the Second Supplementary Target's Statement dated 31 March 2015, the Third Supplementary Target's Statement dated 21 September 2015 and the Fourth Supplementary Target's Statement dated 6 October 2015.

Defined terms

Unless the context otherwise requires, defined terms in this Fifth Supplementary Target's Statement have the same meaning as in the Target's Statement. This Fifth Supplementary Target's Statement prevails to the extent of any inconsistency with the Target's Statement and the First, Second, Third or Fourth Supplementary Target's Statements.

Disclaimer regarding forward looking statements

This Fifth Supplementary Target's Statement contains forward looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which ANI operates as well as general economic conditions and

conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and such deviations are both normal and to be expected. None of ANI, Fife Funds, any of its officers or employees, or any person named in this Fifth Supplementary Target's Statement with their consent or any person involved in the preparation of this Fifth Supplementary Target's Statement makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward looking statement.

The forward looking statements in this Fifth Supplementary Target's Statement reflect views held only as at the date of this Fifth Supplementary Target's Statement.

Maps and diagrams

Any diagrams, charts, graphs and tables appearing in this Fifth Supplementary Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, maps, graphs and tables is based on information available as at the date of this Fifth Supplementary Target's Statement.

ASIC and ASX disclaimer

A copy of this Fifth Supplementary Target's Statement has been lodged with ASIC and sent to the ASX. None of ASIC, ASX or any of their respective officers takes any responsibility for the content of this Fifth Supplementary Target's Statement.

ANI Unitholder Information Line

ANI has established a Unitholder Information Line which ANI Unitholders should call if they have any queries in relation to the Revised TIX Offer. The telephone number for the Unitholder Information Line is:

- 1300 730 659 (Toll Free for calls within Australia); or
- +61 1300 730 659 (for callers outside Australia),

which is available Monday to Friday between 8.30am and 5.30pm (Sydney time).

Further information relating to the Revised TIX Offer can be obtained from ANI's website at <http://www.aireit.com.au/>.

Key dates	
Date of TIX Offer	17 February 2015
Date of Target's Statement	26 February 2015
Date of First Supplementary Target's Statement	30 March 2015
Date of Second Supplementary Target's Statement	31 March 2015
Date of Third Supplementary Target's Statement	21 September 2015
Date of Fourth Supplementary Target's Statement	6 October 2015
Date of Fifth Supplementary Target's Statement	9 October 2015
Last date to accept Revised TIX Offer to qualify for TIX September quarter distribution	12 October 2015
Close of Offer Period (unless further extended by TIX) ("Closing Time")	5.00pm, Monday 12 October 2015

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CHAIRMAN'S LETTER

Dear ANI unitholder,

THE INDEPENDENT DIRECTORS RECOMMEND YOU **ACCEPT THE REVISED TIX OFFER IMMEDIATELY OR SELL ON-MARKET**

THE INDEPENDENT EXPERT HAS CONCLUDED THE REVISED TIX OFFER IS FAIR AND REASONABLE IN THE ABSENCE OF A SUPERIOR OFFER

On 22 September 2015, 360 Capital RE as responsible entity of the 360 Capital Industrial Fund ("TIX") announced changes to the predominately scrip off-market takeover offer for all units in Australian Industrial REIT ("ANI"), including an extra 10 cents per unit cash consideration payable by TIX, removal of the conditions relating to the 10 cents per unit cash payment from 360 Capital Group and extension of the offer period to 5pm (Sydney time) on Monday, 12 October 2015 ("**Revised TIX Offer**"). Consequently the Revised TIX Offer comprises:

- 0.90 TIX units per ANI unit; plus
- 24.5 cents per ANI unit in cash (14.5 cents from TIX and 10 cents from 360 Capital Group).

ANI unitholders who accept by 12 October 2015 will also be entitled to receive the TIX quarterly distribution equal to 4.8 cents per ANI unit.

Based on the closing price of TIX units on 8 October 2015, the implied total value of consideration under the Revised TIX Offer represents a premium of 15.2% to ANI's NTA of \$2.13 as at 30 June 2015.

The TIX Offer has been improved by approximately \$0.27 since TIX first proposed to acquire all ANI units, an increase of 12.6% (based on the closing price of TIX units on 8 October 2015).

Possible Cash Offer unlikely

On 21 September 2015, Fife Funds announced the receipt of an indicative, non-binding cash proposal from a credible consortium of offshore listed investors to acquire all units in ANI for A\$2.40 per ANI unit. On 5 October 2015, the consortium, comprising Redefine Properties Limited and the Pivotal Fund Limited, ("**Consortium**"), made a further indicative, non-binding proposal for an all-cash off-market takeover offer to acquire all ANI units ("**Possible Cash Offer**").

The IBC considered that the form of consideration under the Possible Cash Offer, being 100% cash, would provide ANI unitholders with a more attractive and certain value outcome relative to the Revised TIX Offer, which comprises approximately 88% TIX scrip. For this reason, on 6 October 2015 and in the morning of 9 October 2015, the IBC recommended that ANI unitholders not accept the Revised TIX Offer at that time but wait to see if the Possible Cash Offer became more certain and capable of acceptance.

The Possible Cash Offer was expressed in the Consortium's communications as being subject to a condition that at least 50.1% of all ANI units are accepted into the offer and the IBC recommend ANI unitholders accept the offer. Given the risk that that such a 50.1% minimum acceptance condition would not be satisfied, the IBC communicated to the Consortium that it would not be willing to recommend that ANI unitholders accept the Possible Cash Offer for so long as the condition remained. The IBC negotiated extensively with the Consortium to attempt to have the 50.1% minimum acceptance condition reduced or removed in order to improve the certainty for ANI unitholders but ultimately those negotiations were unsuccessful. As a result the IBC considers that the Consortium is unlikely to make the Possible Cash Offer at this time and has no expectation that the Consortium will put forward an alternate proposal.

TIX expected to gain control of ANI

On 9 October 2015, TIX announced that it has a beneficial interest in excess of 36% of the ANI units on issue.

As a binding alternative cash offer has not been received and is not expected at this time, the IBC now considers it likely that TIX will obtain sufficient acceptances under the Revised TIX Offer to gain effective control of ANI. If this occurs, ANI unitholders should expect that TIX will be successful in replacing Fife Capital Funds Limited ("**Fife Funds**") as responsible entity of ANI at the meeting of ANI Unitholders to be held at 10.00am (Sydney time) on Monday, 26 October 2015.

Independent Expert's Conclusion

The Independent Expert, KPMG Corporate Finance, has concluded that **the Revised TIX Offer is fair and reasonable in the absence of a superior offer.**

The supplementary Independent Expert's Report was set out in Annexure A of the Fourth Supplementary Target's Statement released on 6 October 2015.

Independent Directors' Recommendation

For these reasons, the Independent Directors of Fife Funds, together with Non-executive Director John Hudson, recommend that ANI unitholders **accept the Revised TIX Offer immediately or sell on-market.** To accept the Revised TIX Offer you should follow the instructions on page 8 of this Fifth Supplementary Target's Statement.

Allan Fife, the Managing Director of Fife Funds, is an ultimate owner of Fife Funds and has elected not to make a recommendation.

Given the risk that the Revised TIX Offer is not extended beyond 5.00pm on Monday, 12 October 2015, you should accept the Revised TIX Offer immediately or sell on-market. You must also accept by that time in order to receive TIX's September quarter distribution (equal to 4.8 cents per ANI unit).

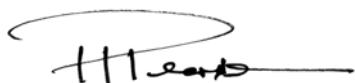
Each of the Directors of Fife Funds, including Allan Fife, do not currently intend to accept the Revised TIX Offer in respect of the units they own in ANI. The Directors may however sell their ANI units on-market.

Conclusion

This Fifth Supplementary Target's Statement sets out the Responsible Entity's response to the Revised TIX Offer.

I would encourage you to read this Fifth Supplementary Target's Statement carefully, having regard to your own risk profile, investment strategy and tax position. You should seek independent financial, tax or other professional advice if you are in doubt as to what you should do in response to the Revised TIX Offer.

The Responsible Entity will keep you informed if there are any material developments with respect to the Revised TIX Offer. Announcements relating to the Revised TIX Offer and ANI can be found on the ASX website (www.asx.com.au ASX code: ANI).



Rod Pearce OAM
Independent Chairman
Fife Capital Funds Limited
as responsible entity of the Australian Industrial REIT

INDEPENDENT DIRECTORS' RECOMMENDATION: ACCEPT THE REVISED TIX OFFER OR SELL ON-MARKET

Each of your Independent Directors together with Non-executive Director John Hudson recommends that ANI Unitholders accept the Revised TIX Offer immediately or sell on-market.

Given Allan Fife's interest in the outcome as described in Section 3.1 of the Target's Statement, he makes no recommendation in relation to the Revised TIX Offer.

If you do not accept the Revised TIX Offer before 5.00pm on Monday, there is a risk that:

- **the Revised TIX Offer closes and there is no takeover offer available for acceptance by ANI unitholders; or**
- **TIX extends the Closing Time of the Revised TIX Offer but not the record date for its quarterly distribution and ANI unitholders who accept the Revised TIX Offer after 12 October 2015 miss out on receiving the quarterly TIX distribution (equivalent to 4.8 cents per ANI unit).**

In order to qualify for the TIX September quarterly distribution equal to 4.8 cents per ANI unit, ANI unitholders must accept the Revised TIX Offer by 12 October 2015.

HOW TO ACCEPT THE REVISED TIX OFFER

To accept the Revised TIX Offer you should follow the instructions on the personalised Acceptance and Transfer Form sent to you by TIX. A summary of how to do this is below.

- **IF YOU HOLD YOUR ANI UNITS IN A CHESS HOLDING** (ie, if your HIN starts with an 'X'), **you do not need to complete and return the Acceptance and Transfer Form** - you should instead instruct your Controlling Participant (usually your Broker) to initiate acceptance of the Revised TIX Offer on your behalf in sufficient time for the Revised TIX Offer to be accepted before the end of the Offer Period.
- **IF YOU HOLD YOUR ANI UNITS IN AN ISSUER SPONSORED HOLDING** (ie, if 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 and Transfer Form) in the reply paid envelope provided or to the address indicated below.

You should ensure that your Acceptance and Transfer Form is received prior to 5.00pm on Monday, 12 October 2015.

Postal address

Boardroom Pty Limited
TIX Offer
GPO Box 3993
SYDNEY NSW 2001

Delivery in person

Boardroom Pty Limited
TIX Offer
Level 12, 225 George Street
SYDNEY NSW 2000

If the Acceptance and Transfer Form is signed by an attorney, you must send a certified copy of the power of attorney with the Acceptance Form. If the Acceptance and Transfer Form is executed by the executor of a will or the administrator of the estate of a deceased ANI unitholder, you must send the relevant grant of probate, letters of administration or certificates of grant with the Acceptance and Transfer Form together with a certificate of payment of death or succession duties (where required by law for the purpose of transfer) and a statement in terms of section 1071B(9)(b)(iii) of the Corporations Act (if necessary).

- **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.
- **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.
- **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.

How to get a new or replacement Acceptance and Transfer Form?

To get a new Acceptance and Transfer Form call the TIX Offer Information Line on the number below.

What to do if you have any questions?

If you have any queries in relation to the Revised TIX Offer, please contact either the ANI Unitholder Information Line or the TIX Offer Information Line on the numbers below between 8.30am and 5.30pm (Sydney time), Monday to Friday.

ANI Unitholder Information Line
1300 730 659 (within Australia)
+61 1300 730 659 (outside Australia)

TIX Offer Information Line
1800 247 697 (within Australia)
+61 2 8024 1189 (outside Australia)

1 KEY REASONS TO ACCEPT THE REVISED TIX OFFER

1.1 The Revised TIX Offer

On 22 September 2015, 360 Capital RE as responsible entity of TIX announced changes to the TIX Offer, including an extra 10 cents per unit cash consideration payable by TIX, removal of the conditions relating to the 10 cents per unit cash payment from 360 Capital Group and extension of the offer period to 5pm (Sydney time) on 12 October 2015. Consequently the Revised TIX Offer comprises:

- 0.90 TIX units per ANI unit; plus
- 24.5 cents per ANI unit in cash (14.5 cents from TIX and 10 cents from 360 Capital Group).

ANI unitholders who accept by 12 October 2015 will be entitled to receive the TIX quarterly distribution equal to 4.8 cents per ANI unit.

The below table illustrates the consideration under the Offer for each ANI unit accepted under the Revised TIX Offer and the total value received under the Revised TIX Offer for ANI unitholders who accept prior to the current scheduled closing time of 5.00pm on Monday, 12 October 2015.

Consideration per ANI unit	Revised TIX Offer
Scrip ratio	0.90 TIX units
Implied value of scrip consideration (based on the close price of TIX units on 8 October 2015 of \$2.40)	\$2.16
Cash consideration	\$0.245
Total consideration	\$2.405
Distribution entitlements per ANI unit	\$0.048 ¹
Total value received	\$2.453

The above table illustrates that the implied total value of consideration under the Revised TIX Offer reflects a premium of 15.2% to ANI's NTA of \$2.13 as at 30 June 2015.

ANI unitholders should be aware that if a large number of ANI unitholders seek to sell their ANI units on-market, there may be downward pressure of the trading price of ANI units and there is no certainty that all ANI unitholders will be able to sell their ANI units at a price equating to current trading prices. Equally, if a large number of ANI unitholders accept the Revised TIX Offer and then seek to sell the TIX units they receive on-market, there may be downward pressure of the trading price of TIX units and there is no certainty that all ANI unitholders will be able to sell those TIX units at a price equating to current trading prices.

1.2 The Possible Cash Offer

On 21 September 2015, Fife Funds announced the receipt of an indicative, non-binding cash proposal from a credible consortium of offshore listed investors to acquire all units in ANI. On 5 October 2015, the Consortium made a further indicative, non-binding proposal for an all-cash off-market takeover offer to acquire all ANI units ("**Possible Cash Offer**"). On 6 October 2015 and in the morning of 9 October 2015, the IBC recommended that ANI unitholders not accept the Revised TIX Offer at that time and instead wait to see if the Possible Cash Offer became more certain. The Possible Cash Offer was subject to a condition that at least 50.1% of all ANI units accept the offer and the IBC recommend ANI unitholders accept the offer. The IBC communicated to the Consortium that it would not be willing to recommend that ANI unitholders accept the Possible Cash Offer for so long as the 50.1% minimum acceptance condition remained given the risk that that condition would not be satisfied. The IBC negotiated extensively with the Consortium to attempt to have the 50.1% minimum acceptance condition reduced or removed but ultimately those negotiations were unsuccessful.

1.3 Independent Expert's assessment

As announced on 6 October 2015, the Independent Expert has concluded the Revised TIX Offer is fair and reasonable in the absence of a superior offer.

¹ This distribution will only be received if the Revised TIX Offer is accepted before 12 October 2015. TIX units will trade ex-distribution on Monday, 12 October and ANI unitholders might reasonably expect that the price at which TIX units trade will reduce as a result.

1.4 No certainty that Closing Time of the Revised TIX Offer will be extended

TIX can extend the Revised TIX Offer at any time up until 5.00pm on Monday, 12 October 2015. However, there is no certainty that TIX will do so.

On 9 October 2015, TIX announced that it has a beneficial interest in excess of 36% of ANI units on issue.

As a binding alternative cash offer has not been received and is not expected at this time, the IBC now considers it likely that TIX will obtain sufficient acceptances under the Revised TIX Offer to gain effective control of ANI. If this occurs, ANI unitholders should expect that TIX will be successful in replacing Fife Funds as responsible entity of ANI at the meeting of ANI Unitholders to be held at 10.00am (Sydney time) on Monday, 26 October 2015.

If TIX were to receive acceptances under the Revised TIX Offer which result in its unitholding in ANI exceeding 50% of all ANI units on issue the Closing Time of the Revised TIX Offer would automatically be extended by 14 days. On 9 October 2015, TIX announced that it has a beneficial interest in excess of 36% of ANI units on issue. There is no certainty that TIX will reach 50% by the scheduled Closing Time of 5.00pm on Monday, 12 October 2015.

Given that the Revised TIX Offer is scheduled to close at 5.00pm on Monday, 12 October 2015, your IBC recommends that you accept the Revised TIX Offer immediately or sell on-market. This will also ensure that you qualify for TIX's September quarter distribution equal to 4.84 cents per ANI unit.

2 ADDITIONAL INFORMATION

Consents

Consents to inclusion of a statement

- Each of the persons listed below has given and has not, before the lodgement of this Fifth Supplementary Target's Statement with ASIC, withdrawn its written consent to the inclusion of the statements in this Fifth Supplementary Target's Statement that are specified below in the form and context in which the statements are included and to all references in this Fifth Supplementary Target's Statement to those statements in the form and context in which they are included;
- KPMG Corporate Finance (a division of KPMG Financial Advisory Services) – to be named as Independent Expert, and to the inclusion of statements said to be based on statements made in the supplementary Independent Expert's Report;
- Each Director – to be named in this Fifth Supplementary Target's Statement and to the inclusion of statements made by them.

Consents to be named

- King & Wood Mallesons has given and has not, before the date of this Fifth Supplementary Target's Statement, withdrawn its consent to the inclusion of its name in this Fifth Supplementary Target's Statement as legal adviser to ANI.
- Fort Street Advisers Pty Ltd and UBS AG, Australia Branch each have given and have not, before the date of this Fifth Supplementary Target's Statement, withdrawn their consent to the inclusion of their name in this Fifth Supplementary Target's Statement as financial advisers to ANI.

Disclaimer regarding statements made and responsibility

Each person named above as having given its consent to the inclusion of a statement or to being named in this Fifth Supplementary Target's Statement:

- does not make, or purport to make, any statement in this Fifth Supplementary Target's Statement or any statement on which a statement in this Fifth Supplementary Target's Statement is based other than, in the case of a person referred to above as having given their consent to the inclusion of a statement, a statement included in this Fifth Supplementary Target's Statement with the consent of that person; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Fifth Supplementary Target's Statement, other than a reference to its name and, in the case of a person referred to above as having given their consent to the inclusion of a statement, any statement or report which has been included in this Fifth Supplementary Target's Statement with the consent of that party.

Date of Fifth Supplementary Target's Statement

This Fifth Supplementary Target's Statement is dated 9 October 2015, which is the date on which it was lodged with ASIC.

Approval of Fifth Supplementary Target's Statement

This Fifth Supplementary Target's Statement has been approved by a resolution passed by the Independent Directors.

Dated 9 October 2015



Michael Allen
Independent Director
Fife Capital Funds Limited
as responsible entity of the Australian Industrial REIT