



27 December 2017

Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

## CLEANSING NOTICE

Dear Manager

**Centuria Capital Group (ASX Code: CNI): Cleansing notice in respect of institutional Placement and cleansing notice in respect of incentive securities issued under the Executive Incentive Plan**

### **Notice under sections 708A(5)(e) and 1012DA(5)(e) of the *Corporations Act 2001* (Cth)**

This notice is given by Centuria Capital Limited ABN 22 095 454 336 (**Company**) and Centuria Funds Management Limited ACN 607 153 588 (**CFML**) as responsible entity of the Centuria Capital Fund ARSN 613 856 358 (**Centuria Capital Fund**) under sections 708A(5)(e) and 1012DA(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**). In this notice, the Company together with CFML are referred to as the **Issuers** or **Centuria**.

Each unit in Centuria Capital Fund is stapled to one share in the Company (**Stapled Securities**).

### **Cleansing notice in respect of Placement**

On 19 December 2017 Centuria announced the issuance of 27,030,596 Stapled Securities in Centuria pursuant to an institutional placement to existing and new institutional investors.

The Issuers advise that:

1. the Stapled Securities have been issued without disclosure to investors under Part 6D.2 and Part 7.9 of the *Corporations Act* and without a prospectus or product disclosure statement being prepared;
2. this notice is being given under sections 708A(5)(e) and 1012DA(5)(e) of the *Corporations Act*;
3. as disclosing entities, the Issuers are subject to regular reporting and disclosure obligations;
4. as at the date of this notice, the Issuers have complied with:
  - (a) the provisions of Chapter 2M of the *Corporations Act* as they apply to each of the Company and Centuria Capital Fund respectively; and
  - (b) section 674 of the *Corporations Act* as it applies to each of the Company and Centuria Capital Fund respectively; and
5. as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708A(7), 708A(8), 1012DA(7) and 1012DA(8) of the *Corporations Act* that needs to be set out in this notice.

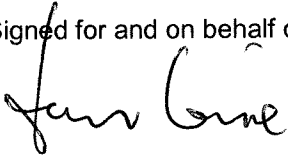
### **Cleansing notice in respect of Incentive Security issues under the Executive Incentive Plan**

This notice is also given in respect of Stapled Securities issued on 27 December 2017 following the vesting of performance rights issued to a non-director executive of Centuria with the approval of securityholders (**Incentive Securities**).

With respect to the Incentive Securities, the Issuers advise that:

1. the Incentive Securities were offered without disclosure under Part 6D.2 of the Corporations Act and without giving a product disclosure statement under Part 7.9 of the Corporations Act;
2. this notice is being given under sections 708A(5)(e) and 1012DA(5)(e) of the Corporations Act;
3. as disclosing entities, the Issuers are subject to regular reporting and disclosure obligations;
4. as at the date of this notice, the Issuers have complied with:
  - (a) the provisions of Chapter 2M of the Corporations Act as they apply to each of the Company and Centuria Capital Fund respectively; and
  - (b) section 674 of the Corporations Act as it applies to each of the Company and Centuria Capital Fund respectively; and
5. as at the date of this notice, there is no excluded information of the type referred to in sections 708A(7), 708A(8), 1012DA(7) or 1012DA(8) of the Corporations Act; and
6. the issue of the Incentive Securities does not have any material impact on the control of Centuria.

Signed for and on behalf of Centuria Capital Group,

A handwritten signature in black ink, appearing to read 'James Lonie', written in a cursive style.

James Lonie  
Company Secretary