



Australian Securities Exchange - Company Announcements Platform

Centuria Property Funds Limited

Centuria Metropolitan REIT

Dividend Reinvestment Plan

Sydney, 8 April 2015: The Board of Centuria Property Funds Limited, as responsible entity of the Centuria Metropolitan REIT, has approved the introduction of a Centuria Metropolitan REIT Distribution Reinvestment Plan (**DRP**) effective from 27 March 2015.

Attached is a copy of the **DRP** Rules and letter to security holders. Please contact Computershare if you have any questions on the **DRP**.

A copy of the **DRP** Rules is also available on the Listed Property page of Centuria's website at www.centuria.com.au/listed-property/investor-centre/

- Ends -

For more information or to arrange an interview, please contact:

Nicholas Collishaw

CEO

Centuria Listed Property

Phone: 02 8923 8923

Email: nicholas.collishaw@centuria.com.au

Heather Romao

Head of Communications

Centuria Capital Limited

Phone: 02 8923 8914

Email: heather.romao@centuria.com.au

About Us

Centuria Property Funds Limited (CPFL) which is a wholly-owned subsidiary of CNI, is the Responsible Entity for the ASX-listed Centuria Metropolitan REIT "CMA". CMA focusses on investing in office and industrial assets in metropolitan markets across Australia and holds a portfolio of assets valued at \$183 million diversified across Sydney, Brisbane and Adelaide.

CPFL has over \$820 million of property under management in 14 unlisted property funds.

Centuria Capital "CNI" is an ASX-listed specialist investment manager with \$1.6 billion in funds under management.



27 March 2015

Dear Sir/Madam

Re: Centuria Metropolitan REIT - Introduction of Distribution Reinvestment Plan

It is my pleasure to inform you that Centuria Property Funds Limited (**CPFL**) has decided to introduce a distribution reinvestment plan (**DRP**) for Centuria Metropolitan REIT (**CMA**).

The **DRP** provides eligible holders of **CMA** stapled securities (**Stapled Securities**) with the option to reinvest all or part of their distributions into **CMA**.

Enclosed is a copy of the rules of the **DRP (Plan Rules)**, along with some helpful FAQs. Major features of the **DRP** are:

- Participation in the **DRP** is optional.
- You can have all or part of your **Stapled Securities** participating in the **DRP**.
- You can join, vary or withdraw your participation in the **DRP** at any time.
- No fees, brokerage or other transaction costs will apply in relation to **Stapled Securities** issued or transferred to you under the **DRP**.
- **Stapled Securities** under the **DRP** may be issued or transferred at a discount to market price.

To participate in the **DRP** you will need to complete the enclosed Application Form, and return it to **CMA's** Registrar, Computershare Investor Services Pty Ltd in one of the following ways.

By post to: GPO Box 2975 Melbourne VIC 3001

By facsimile: 03 9473 2500 (if outside Australia fax +61 3 9473 2500)

By email: web.queries@computershare.com.au

Once your Application Form has been received you will be contacted by the Registry, Computershare Relations team, to confirm your participation.

You should read the enclosed **DRP** booklet carefully, including the rules, before completing the Application Form to participate in the **DRP**. We also recommend you obtain your own financial and tax advice before deciding whether to participate in the **DRP**.

If you have any questions relating to the **DRP** please call the Registry on 1300 308 185 (if outside Australia call +61 3 9415 4181) or contact your investment, financial or other adviser.

We are pleased to be able to introduce the **DRP** and thank you for your ongoing support of **CMA**.

Yours sincerely

Nicholas Collishaw
CEO - Listed Property Funds

Centuria Metropolitan REIT

Distribution Reinvestment Plan

March 2015

**Centuria Property Funds Limited
(ABN 11 096 553 639 AFSL 231149)**

Responsible Entity of:

**Centuria Metropolitan REIT No. 1
(ARSN 124 364 719); and**

**Centuria Metropolitan REIT No. 2
(ARSN 124 364 656)**

For further information, please telephone the Centuria Metropolitan REIT Registrar, Computershare Investor Services on 1300 721 463 (local call cost within Australia) or +61 (3) 9415 4300 (outside Australia).

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FREQUENTLY ASKED QUESTIONS

If you have any questions about the Plan, please contact your investment, financial or other adviser.

1 What is the Plan?

The Centuria Metropolitan REIT distribution reinvestment plan (**Plan**) provides holders of Centuria Metropolitan REIT stapled securities (**Stapled Securities**) with the option to reinvest all or part of their distributions (**Distributions**) into Centuria Metropolitan REIT (**Fund**) and to be issued additional Stapled Securities in the Fund.

If an eligible holder of Stapled Securities (**Security Holder**) chooses to participate in the Plan, Distributions the Security Holder would otherwise receive are used to reinvest in Stapled Securities at a price calculated on the basis outlined below.

The Plan will be administered by Centuria Property Funds Limited, in its capacity as the responsible entity of Centuria Metropolitan REIT No. 1 and Centuria Metropolitan REIT No. 2 (**Centuria**). Centuria has the right to modify, vary, suspend or terminate the Plan subject to the Plan Rules.

The full Plan Rules are set out on pages 6 to 13 of this booklet. Capitalised terms used are defined in the Plan Rules.

2 Who may participate in the Plan?

Participation in the Plan is optional and is open to all Security Holders whose registered address is in Australia or New Zealand. The laws of some countries may prohibit participation by Security Holders resident in those countries. Accordingly, Security Holders who are not resident in Australia or New Zealand may not participate in the Plan unless Centuria is satisfied that the issue or transfer of Stapled Securities to them under the Plan is not unreasonable in the circumstances.

3 How do I join the Plan?

To participate in the Plan, you should complete the Distribution Reinvestment Plan Application Form (**Application Form**) and return it to the Registrar by no later than 5.00pm (AEST) on the first business day after the relevant record date.

The record date is the date used to identify Security Holders entitled to participate in the Distribution (**Record Date**), and normally occurs in late December (for the Distribution for the quarter to 31 December), late March (for the Distribution for the quarter to 31 March), late June (for the Distribution for the quarter to 30 June) and late September (for the Distribution for the quarter to 30 September) as the case may be.

You may join the Plan at any time, but if you wish to participate in the Plan for a particular Distribution, your completed Application Form must be received by the Registrar by no later than 5.00pm (AEST) on the first business day after the Record Date for that Distribution.

4 What levels of participation are available?

Participation in the Plan is optional. If you do nothing you will continue to receive Distributions as set out in the product disclosure statement for the Fund. If you wish to participate in the Plan, you have two options:

- (a) **Full participation**, under which all Distributions on all Stapled Securities you hold from time to time are automatically reinvested into Stapled Securities under the Plan.
- (b) **Part participation**, under which Distributions on the number of Stapled Securities you nominate will be automatically reinvested into Stapled Securities under the Plan. Distributions will continue to be paid to you in the usual manner for Stapled Securities you do not nominate for participation in the Plan.

5 How can I vary my participation?

You may vary your participation in the Plan by completing a Distribution Reinvestment Plan Variation Form (**Variation Form**) and returning it to the Registrar.

Copies of the Variation Forms are available on request from Centuria or can be downloaded at www-au.computershare.com/investor.

A variation of your participation in the Plan will take effect from the next Distribution after the Variation Form is first received. Variation Forms received after 5.00pm (AEST) on the first business day after the Record Date for a particular Distribution will not be effective until the following Distribution.

6 How can my participation be withdrawn?

You may withdraw your participation from the Plan by completing the relevant section of the Application Form or Variation Form and returning it to the Registrar.

7 Can I sell or trade my participating Stapled Securities?

Stapled Securities issued or transferred under the Plan will be quoted on the ASX and will generally be traded in the same manner as your existing Stapled Securities. All Stapled Securities will trade with the ASX code of "CMA" and will rank equally for future Distributions. Should you sell any participating Stapled Securities before the Record Date for the relevant Distribution you should inform your broker that the Stapled Securities you are selling are participating in the Plan. You should also immediately complete the relevant section of the Variation Form and return it to the Registrar.

Note: Participating Stapled Securities sold after the Record Date for a relevant Distribution will remain subject to the Plan for that Distribution unless your Plan participation is altered or cancelled by you (in writing) by no later than 5.00pm (AEST) on the first business day after the relevant Record Date.

8 At what price are Stapled Securities issued or transferred?

Stapled Securities will be issued or transferred at a price, which is equal to the average of the VWAP for the Stapled Securities for each of the 10 ASX Trading Days from and including the third ASX Trading Day after the last day of the relevant Distribution period less a discount of up to 2%, as determined by Centuria.

Distributions on Units will be pooled for the purpose of calculating your entitlement to additional Stapled Securities under the Plan.

9 How many Stapled Securities are issued or transferred?

Distributions are used to issue you with or transfer to you the maximum possible whole number of Stapled Securities.

If there are any fractional entitlements, they will be carried forward for the next Distribution. No interest will accrue in respect of residual balances.

10 What are the costs?

You will not pay any brokerage, commission or other transaction costs in relation to Stapled Securities issued or transferred to you under the Plan. In addition, no stamp or other duties will, under present law, be payable by you.

11 What statements will I receive?

Centuria will send you a Plan statement at each Distribution payment date providing full details of your transactions in the Plan.

12 What is the tax position of Stapled Securities issued or transferred under the Plan?

Distributions reinvested in Stapled Securities under the Plan are taxed in the same way as cash distributions paid to Security Holders. This may mean that tax is payable by you before the Stapled Securities are realised. You will receive details on the tax deferred and taxable components of the Distributions in the annual tax statement sent to you.

Centuria does not take responsibility for the taxation liability of Security Holders. Security Holders who are overseas residents are advised to make enquiries about their tax liabilities in their country of residence.

Please contact your taxation adviser if you have any questions about the taxation consequences of participating in the Plan. We recommend that you consider obtaining professional taxation advice on these matters.

13 Where can I obtain further information?

You may obtain further information concerning the operation of the Plan from:

Centuria Metropolitan REIT:
Level 39, 100 Miller Street
NORTH SYDNEY NSW 2060
www.centuria.com.au

Or Registrar:
Computershare Investor Services Pty
Limited
Yarra Falls, 452 Johnson Street
ABBOTSFORD VIC 3067

A copy of the following documents is available free of charge from www.centuria.com.au or by contacting Centuria or the Registrar at the address noted above:

- the most recent annual report and financial statements; and
- any current disclosure document relating to Stapled Securities.

PLAN RULES

1 Interpretation

In these Rules unless the context other indicates:

ASX means the Australian Securities Exchange Limited or its successors;

ASX Trading Day means a day which is a "business day" (as the term is defined in the Listing Rules) on which buying and selling occurs through the Stock Exchange Automated Trading System (SEATS);

Centuria means the administrator of the Plan being Centuria Property Funds Limited (ABN 11 086 553 639 AFSL 231149) in its capacity as responsible entity of the Trusts;

Centuria Metropolitan REIT means the stapled entity comprising the Trusts;

Centuria Metropolitan REIT No. 1 means Centuria Metropolitan REIT No. 1 (ARSN 124 364 718);

Centuria Metropolitan REIT No. 2 means Centuria Metropolitan REIT No. 2 (ARSN 124 364 656);

Constitutions means the constitutions of the Trusts;

Distribution means a distribution by the Fund in respect of a Stapled Security;

Fund means the Centuria Metropolitan REIT;

Market Price has the meaning given in Rule 4.3;

Listing Rules means the listing rules of ASX which are applicable to entities admitted to the official list of ASX;

Participant means an eligible Security Holder with Stapled Securities participating in the Plan;

Plan means the distribution reinvestment plan of Centuria Metropolitan REIT which has been adopted by Centuria as a Stapled Security reinvestment plan to permit Distributions to be reinvested in Stapled Securities;

Registrar means Computershare Investor Services Pty Limited (ABN 48 078 279 277), the registrar for the Fund, or such other registrar for the Fund as appointed by Centuria from time to time;

Rules means these rules governing the operation of the Plan;

Security Holder means the registered holder of a Stapled Security;

Stapled Security means a security formed by Stapling together one unit in Centuria Metropolitan REIT No.1 and one unit in Centuria Metropolitan REIT No. 2;

Stapling means the linking together of two or more securities so that one security may not be issued, transferred or otherwise dealt with without a corresponding and simultaneous issue, transfer or dealing with the other securities and in the context of quoted securities, means that they are quoted on the ASX jointly as a stapled security;

Trust means either Centuria Metropolitan REIT No. 1 or Centuria Metropolitan REIT No. 2, as the circumstances require, or together, **Trusts**;

Unit means a unit in a Trust or the Trusts as the circumstances require; and

VWAP in respect of a Stapled Security for an ASX Trading Day, means the volume weighted average of the Stapled Security prices for that ASX Trading Day for all sales of Stapled Securities recorded on ASX for the day. Centuria may include, or may substitute, in VWAP calculations trading on another financial market on which trading in Stapled Securities is permitted. Centuria may exclude sales that occur otherwise than in the ordinary course of trading on ASX or other financial market (such as special crossings, crossings prior to the commencement of normal trading, crossings during the closing phase and the after-hours adjust phase, overseas sales, sales pursuant to the exercise of options over Stapled Securities and overnight crossings) and any other sales which Centuria reasonably considers may not be fairly reflective of natural supply and demand.

2 Participation in the Plan

- 2.1 Participation in the Plan by a Participant is optional and may be full or partial.
- 2.2 A Security Holder who is subject to the laws of a country or place other than Australia or New Zealand may not be eligible to participate in the Plan because of legal requirements that apply in that place or if it would be unreasonable in the circumstances, taking into account:
 - (a) the number of Security Holders in that place;
 - (b) the number or value of the interests of the Security Holders in that place; and
 - (c) the costs of complying with legal requirements for offering the Plan to Security Holders in that place.
- 2.3 Issue of Stapled Securities to Security Holders who are not resident in Australia at the time of allotment will be subject to all necessary government approvals. It is the responsibility of each Security Holder to obtain any such approvals. Before electing to participate in the Plan, Security Holders who are not resident in Australia should seek professional advice to ascertain if any restrictions apply.
- 2.4 Centuria has an overriding discretion to determine at any time that the right to participate in the Plan shall not be available to Security Holders whose registered addresses are in a country or place where, in the absence of a registration statement or other formality, their participation in the Plan would or might be unlawful, impossible or impracticable.

- 2.5 An application to participate in the Plan must be made on a Distribution Reinvestment Plan Application Form (**Application Form**). When the Registrar has received a correctly completed Application Form, a Security Holder's participation in the Plan will begin on the next date and time specified by Centuria for determining entitlement to a distribution (**Record Date**).
- 2.6 An Application Form for joint Security Holders must be signed by all joint holders.
- 2.7 Centuria may, from time to time, establish an online application process for Security Holders to participate in the Plan. Details of the online application process will be made available via Centuria's website, www.centuria.com.au.

3 Level of participation

- 3.1 A Security Holder must specify on the Application Form the extent to which the Security Holder wishes to participate in the Plan in respect of its Stapled Security holding. Participation in the Plan may be either:
- (a) **Full participation** for the whole of that Security Holder's holding from time to time however acquired (including any Stapled Securities issued or transferred under the Plan); or
 - (b) **Part participation** for a nominated number of that Security Holder's Stapled Securities (together with any Stapled Securities issued or transferred under the Plan). If at the Record Date for a Distribution the number of Stapled Securities held by the Participant is less than the nominated number, then the Plan will apply only in respect of such lesser number of Stapled Securities for that Distribution.
- 3.2 Stapled Securities issued or transferred under the Plan will be deemed to participate in the Plan for the purpose of future Distribution payments.
- 3.3 Application Forms in respect of a Security Holder's holding which are duly signed, but which do not indicate the degree of participation selected, will be deemed to be applications for full participation in the Plan.
- 3.4 The Registrar's records of the level of Security Holder's participation and the number of Stapled Securities subject to the Plan will be conclusive evidence of the matters so recorded.

4 Operation of the Plan

- 4.1 Each Distribution which is payable to a Participant in respect of Stapled Securities subject to the Plan and which is available for payment to the Participant will, upon payment, be applied by Centuria on the Participant's behalf in subscribing for additional Stapled Securities. Centuria will establish and maintain a Plan account for each Participant. On behalf of Centuria, the Registrar will, in respect of each Distribution payable to a Participant:

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- (a) determine the amount of the Distribution payable (less withholding tax if applicable) in respect of that Participant's participating Stapled Securities;
 - (b) credit such amount to the Participant's Plan account;
 - (c) determine the maximum whole number of additional Stapled Securities which may be subscribed for under the Plan taking into account the price at which the Stapled Securities are to be allotted in accordance with these Rules;
 - (d) on behalf and in the name of the Participant, subscribe for that number of additional Stapled Securities and debit the Participant's Plan account with the total of the subscription price for those additional Stapled Securities;
 - (e) allot that number of additional Stapled Securities to the Participant;
 - (f) retain in the Participant's Plan account, without interest, any cash balance remaining provided that the Registrar may on request pay such amount to the Participant.
- 4.2 If the application of the pricing formula results in the issue price being less than par value of a Stapled Security (if any) or other minimum amount determined by Centuria, the Plan will not operate in respect of such Distribution on such occasion and the Distribution will be paid by cheque or credited direct to the Participant's account with a bank or other financial institution in accordance with the Participant's instructions.
- 4.3 Subject to these Rules, the number of Stapled Securities issued or transferred to a Participant will be the whole number equal to, or where not a whole number, the nearest whole number below the number calculated by the formula:
- Number of Stapled Securities = $\frac{D - T + R}{C}$ where,
- D is the amount of the Distribution payable on the Participant's participating Stapled Securities as at the Record Date for that Distribution;
 - T is any withholding tax or other amounts to be withheld in relation to such Stapled Securities;
 - R is the residual positive balance carried forward in the Participant's Plan account; and
 - C is the average of the VWAP for the Stapled Securities for each of the 10 ASX Trading Days from and including the third ASX Trading Day after the last day of the relevant Distribution period (**Market Price**) less a discount of up to 2% as determined by Centuria.
- 4.4 The determination of the price by Centuria or some other person nominated by Centuria will be binding on all Participants.
- 4.5 Notwithstanding any other provision of the Plan, only Stapled Securities may be issued or transferred under the Plan.
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- 4.6 In the case of part participation in the Plan, the Distribution on the balance of Stapled Securities not participating in the Plan will be paid to a Participant.
- 4.7 In the case of both full or part participation, residual amounts representing a fraction of a Stapled Security will be recorded as a residual positive balance in a Participant's Plan account and carried forward to the next Distribution (no interest will accrue in respect of any residual positive balance).

5 Issue or transfer of Stapled Securities

- 5.1 In operating the Plan, Centuria may, in its discretion, either issue new Stapled Securities or cause existing Stapled Securities to be acquired on-market for transfer to Participants, or a combination of both options, to satisfy Centuria's obligations under the Plan.
- 5.2 If Centuria elects to cause the transfer of existing Stapled Securities to Participants, the Stapled Securities may be acquired on-market in such manner as Centuria considers appropriate.
- 5.3 All Stapled Securities allotted to Participants under the Plan (whether by issue or transfer) will rank equally in all respects with all other fully paid Stapled Securities on issue and will participate in all Distributions subsequently declared.
- 5.4 All Stapled Securities allotted under the Plan will be registered on Centuria Metropolitan REIT's register.
- 5.5 Newly issued Stapled Securities to be allotted under the Plan will be issued within the time required by the Listing Rules. Applications will be made promptly after allotment for such Stapled Securities to be quoted on the ASX, if other Stapled Securities are quoted at that time.
- 5.6 By applying to participate in the Plan, an applicant agrees to the appointment of a trustee nominated by Centuria as Centuria's agent to acquire Stapled Securities on-market, where Centuria decides to transfer Stapled Securities to Participants in accordance with Rules 5.1 and 5.2.
- 5.7 Centuria has the discretion to have any issue of Stapled Securities under the Plan underwritten.

6 Statements to Participants

After each Distribution payment, Participants will be sent a statement showing:

- (a) the number of Stapled Securities participating in the Plan;
- (b) from the Distribution paid on those Stapled Securities:
 - (i) the amount of the Distribution, the amount of the Distribution reinvested in additional Stapled Securities and the amount applied towards the Participant's residual positive balance;
 - (ii) the amount of any deduction made from the Distribution; and
 - (iii) the extent to which the Distribution is tax deferred;
- (c) the number of additional Stapled Securities issued or transferred and the price at which they were acquired; and
- (d) the total number of fully paid Stapled Securities held by the Participant.

7 Variation or withdrawal of participation

- 7.1 A Participant may, by lodging a Distribution Reinvestment Plan Variation Form (**Variation Form**) with the Registrar, increase or decrease the number of Stapled Securities participating in, or withdraw participation from, the Plan. To be effective for a Distribution, the Variation Form must be received by Centuria by no later than 5.00pm (AEST) on the first business day after the Record Date for that Distribution.
- 7.2 Where a Participant disposes of their entire holding of Stapled Securities without giving the Registrar notice of withdrawal of participation and is not registered as the holder of Stapled Securities at the next Record Date, the Participant will be deemed to have cancelled participation in respect of those Stapled Securities disposed of on that Record Date.
- 7.3 When a Participant disposes of part of a holding of Stapled Securities, and does not notify the Registrar otherwise, the Stapled Securities disposed of will, to the extent possible, be taken to be:
 - (a) first, Stapled Securities that are not participating in the Plan; and
 - (b) second, Stapled Securities participating in the Plan.
- 7.4 If a Participant ceases to participate in the Plan for any reason, including under Rule 7, 8 or 11, then Centuria will repay any residual balance in the Plan account to the Participant.

8 Administration, modification, termination and suspension of the Plan

- 8.1 The Plan will continue indefinitely until Centuria terminates (or varies) the Plan pursuant to this clause 8.
- 8.2 The Plan will be administered by Centuria who has the power to:
- (a) determine appropriate procedures for administration of the Plan consistent with the provisions of these Rules and the Constitutions;
 - (b) resolve conclusively all questions of fact or interpretation in connection with the Plan;
 - (c) delegate to the extent permitted to any one or more persons, for such period and such conditions as they may determine, the exercise of any of its powers or discretions arising under the Plan; and
 - (d) amend or add to these Rules on not less than one month's prior written notice to Security Holders. Centuria is not required to give one month's prior written notice to Security Holders if it is of the opinion that the amendment or addition is not adverse to Security Holders. In such a case, Centuria is obliged to notify Security Holders of a change within three months after it is made.
- 8.3 Notwithstanding any other provision of the plan, the Plan must be administered in accordance with the Listing Rules and in accordance with the Constitutions.
- 8.4 The Plan may be suspended or terminated by Centuria at any time, and Centuria may decide for which, if any, Distributions the Plan is available. If Centuria determines to suspend or terminate the Plan, the Plan will be suspended or terminated automatically. Centuria has a discretion where the Plan has been suspended for 24 months whether or not (and if so at what point) to pay to a Participant the residual positive balances standing to the credit of their Plan account.
- 8.5 The non-receipt of any notice under the Plan by a Security Holder or the accidental omission to give notice of modification or termination of the Plan shall not invalidate such modifications or termination.
- 8.6 Centuria reserves the discretion to waive strict compliance with any provisions of these Rules.

9 Costs to Participants

No brokerage, commission or other transaction costs will be payable by a Participant on Stapled Securities allotted under the Plan and no stamp or other duties will, under present law, be payable by a Participant.

10 Participants to be bound

Participants are at all times bound by the Plan Rules.

11 Stapling

If Stapling ceases to apply, the Plan will terminate automatically.

12 Governing law

These Rules shall be governed by and construed in accordance with the laws of New South Wales.

CORPORATE DIRECTORY

Centuria Metropolitan REIT

Centuria Metropolitan REIT No. 1 (ARSN 124 364 718)

Centuria Metropolitan REIT No. 2 (ARSN 124 364 656)

Responsible Entity

Centuria Property Funds Limited

Registered Office

Level 39

100 Miller Street

NORTH SYDNEY NSW 2060

Tel (02) 8923 8923

Company Secretary

Mr Matthew Coy

Security Registrar

Computershare Investor Services Pty Limited

Yarra Falls, 452 Johnson Street

Abbotsford VIC 3067

ASX Code

CMA

DISCLAIMER

This booklet has been prepared by Centuria Property Funds Limited (ABN 11 086 553 639 AFSL 231149) in its capacity as responsible entity of Centuria Metropolitan REIT No. 1 (ARSN 124 364 718) and Centuria Metropolitan REIT No. 2 (ARSN 124 364 656). The information in this booklet is general information only and is not intended as investment or financial advice and must not be relied upon as such. You should obtain independent professional advice prior to making any decision relating to your investment or financial needs.