



6 November 2017

Ms Kimberley Brown
ASX Compliance Pty Ltd
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Ms Brown,

Response to ASX query regarding changes in directors' interests

We refer to your recent correspondence.

Centuria has in place agreements with its directors relating to the provision of information on their dealings in securities. The lodgement of the director's interest notices was delayed due to an administrative oversight. The procedures in place in relation to the disclosure of trading in securities have been reviewed and are being updated.

Yours sincerely,

A handwritten signature in black ink, appearing to read "James Lonie".

James Lonie
Company Secretary
Centuria Property Funds Limited
as the responsible entity for Centuria Metropolitan REIT



1 November 2017

James Lonie
Partner
HWL Ebsworth Lawyers
Level 14, Australia Square
264-278 George Street
Sydney NSW 2000

By email

Dear James

**Centuria Metropolitan REIT (the “Entity”)
Appendix 3X – Initial Director’s Interest Notice
Appendix 3Y – Change of Director’s Interest Notice
Appendix 3Z – Final Director’s Interest Notice**

We refer to the following:

1. The Director’s Interest Notices lodged by the Entity with ASX Limited (“ASX”) on the following dates:
 - 1.1. the Appendix 3Y for Matthew Hardy on 7 August 2017;
 - 1.2. the Appendices 3X for Nicholas Collishaw and Roger Dobson on 12 October 2017; and
 - 1.3. the Appendix 3Z for Jason Huljich on 12 October 2017;

(collectively, the “Director’s Interest Notices”).

2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.



3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*

3. Listing rule 3.19B which states as follows:

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y lodged on 7 August 2017 indicates that changes in Mr Hardy's notifiable interests occurred on 7 August 2017. It appears that the Appendix 3Y should have been lodged with ASX by 14 August 2017.

Furthermore, the Appendices 3X lodged on 12 October 2017 indicate that the directors were appointed on 1 October 2017. In addition, the Appendix 3Z lodged on 12 October 2017 indicates that the director ceased to be a director on 1 October 2017. It appears that the Appendices 3X and 3Z should have been lodged with ASX by 6 October 2017.

Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Director's Interest Notices were lodged late.
2. What arrangements does the Entity have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?



- 3 If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by a return e-mail or by facsimile on facsimile number **(02) 9241 7620**. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, **no later than close of business (Sydney time) on Monday, 6 November 2017**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Stephanie Yong
Principal Adviser, Listings Compliance (Sydney)