

ASX ANNOUNCEMENT

GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)

23 September 2016

COMPULSORY ACQUISITION OF UNITS IN GPT METRO OFFICE FUND AND REMINDER OF CLOSE OF OFFER PERIOD

Growthpoint Properties Australia Limited as responsible entity for Growthpoint Properties Australia Trust (**Growthpoint**) is pleased to announce that it has a relevant interest in greater than 90% of the GPT Metro Office Fund (**GMF**) units and it now intends to exercise its right to compulsorily acquire any outstanding units.

Attached, by way of service pursuant to s661B(1)(d) of the Corporations Act 2001 (Cth), is the Form 6021 (Notice of compulsory acquisition following takeover bid) and a sample copy of the accompanying documents being sent to GMF unitholders.

The remaining GMF unitholders are reminded that Growthpoint's takeover offer closes at 7.00pm (Melbourne time) today and will not be further extended. GMF unitholders should note that, if they accept Growthpoint's takeover offer, they will receive the consideration to which they are entitled for their GMF units sooner than they will if they wait for their GMF units to be compulsorily acquired.

If GMF unitholders have any queries in relation to this announcement or any other matter relating to the takeover bid or compulsory acquisition, they can contact the Growthpoint Offer Information Line on 1300 665 792 (within Australia) and +61 3 9415 4366 (outside Australia).

For more information contact:

Aaron Hockly, Chief Operating Officer www.growthpoint.com.au

Investor and media enquiries should be directed to:

Aaron Hockly, Chief Operating Officer, Growthpoint Properties Australia
Telephone: +61 (0)3 8681 2900, info@growthpoint.com.au

Growthpoint Properties Australia

Growthpoint Properties Australia is a publicly traded ASX listed A-REIT (ASX Code: GOZ) that specialises in the ownership and management of quality investment property. GOZ owns interests in a diversified portfolio of 63 office and industrial properties throughout Australia valued at approximately \$3.2 billion and has an investment mandate to invest in office, industrial and retail property sectors.

Growthpoint is included in the S&P/ASX 200 Index and has been issued with an investment grade rating of Baa2 for senior secured debt by Moody's.

GOZ aims to grow its portfolio over time and diversify its property investment by asset class, geography and tenant exposure through individual property acquisitions, portfolio transactions and corporate activity (M&A transactions) as opportunities arise.



23 September 2016

GOZ

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Dear GMF unitholder

Compulsory acquisition of units in GPT Metro Office Fund

As you may be aware, Growthpoint Properties Australia Limited as responsible entity for Growthpoint Properties Australia Trust (**Growthpoint**) now has a relevant interest in more than 90% of the units in GPT Metro Office Fund (**GMF**) as a result of its takeover offer. Accordingly, Growthpoint will exercise its right to acquire any outstanding units under the compulsory acquisition provisions in the *Corporations Act 2001* (Cth) (**Corporations Act**).

If you accepted Growthpoint's takeover offer, you can disregard this letter.

On completion of the compulsory acquisition process, Growthpoint will pay and issue the consideration for the GMF units that it compulsorily acquires. Unitholders whose GMF units are compulsorily acquired will be sent a claim form advising them how to claim the consideration to which they are entitled. Subject to the Corporations Act, this will occur in approximately 5 or 6 weeks.

See also the enclosed copy of "ASIC Form 6021 – Notice of compulsory acquisition following takeover bid", which sets out further information on the compulsory acquisition procedure.

Also enclosed is an Election Form – please complete and return this form by no later than 5.00pm (Melbourne time) on 25 October 2016 if you wish to elect to receive all cash consideration for your GMF units instead of a combination of cash and Growthpoint securities.

As contemplated by Growthpoint's bidder's statement dated 1 July 2016, the consideration to which you are entitled under the compulsory acquisition for your GMF Units will be reduced by the amount of GMF's September 2016 quarterly distribution. This reduction will occur whether you elect to receive the all cash consideration or the combination of cash and Growthpoint securities.

Yours faithfully

Aaron Hockly
Company Secretary

Growthpoint Properties Australia Limited as responsible
entity for Growthpoint Properties Australia Trust

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

Name of target company or body

Tick applicable box(es)

Name of bidder

Tick one box

Date offers closed or are scheduled to close

Tick applicable box(es).
(see subsection 661A(4) and (4A))

Description of securities

Description of securities

Tick one box

To each holder of:

Ordinary units

('Bid Class Securities')

in

Name ('the Company')

GPT Metro Office Fund

ACN/ARBN/ARSN

ARSN 169 500 476

- ☐ and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- ☐ and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Growthpoint Properties Australia Limited as responsible entity for Growthpoint Properties Australia Trust

in respect of the acquisition of Bid Class Securities in the company.

The offers

- ☒ closed
- ☐ are scheduled to close

on

Date

2 3 / 0 9 / 1 6
[D] [D] [M] [M] [Y] [Y]

2. You are, as at the date of this notice, the holder of one or more of the following

- ☒ securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- ☐ securities to which the bid related issued after the end of the offer period and before the date of this notice
- ☐ securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- ☐ securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being
- ☐ the following securities in the bid class in which the bidder has a relevant interest

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

- ☒ 661A(1)
- ☐ 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

2	3	/	0	9	/	1	6
[D]	[D]		[M]	[M]		[Y]	[Y]

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms

- | |
|--|
| 1. the Mixed Consideration (as defined in Growthpoint's bidder's statement), as reduced by the amount of GMF's September 2016 quarterly distribution; or |
| 2. an all cash amount equivalent to that payable under the Cash Alternative (as defined in Growthpoint's bidder's statement), as reduced by the amount of GMF's September 2016 quarterly distribution. |

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

The Mixed Consideration (as defined in the Growthpoint's bidder's statement), as reduced by the amount of GMF's September 2016 quarterly distribution.

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- ☐ this notice was given.
☒ the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

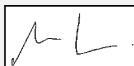
Name of person signing

Aaron Hockly

Capacity

Company Secretary

Signature



Date signed

2	3	/	0	9	/	1	6
[D]	[D]		[M]	[M]		[Y]	[Y]



Growthpoint Properties Australia

Growthpoint Properties Australia Limited (ACN 124 093 901, AFSL No. 316409)
Growthpoint Properties Australia Trust (ARSN 120 121 002)

GOZ

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Election Form:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

Phone:



(within Australia) 1300 665 792
(outside Australia) +61 3 9415 4366

Election Form - Compulsory Acquisition



Your Election Form - Compulsory Acquisition ("Election Form") must be received by no later than 5:00pm (Melbourne time) on 25 October 2016.

This Election Form is an important document that requires your immediate attention. If you are in doubt as to how to deal with it, please contact your professional adviser without delay. Unless the context otherwise requires, capitalised terms in this Election Form which are not otherwise defined in this Election Form have the same meaning given to those terms in the bidder's statement issued by Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) ("**Growthpoint**") dated 1 July 2016 ("**Bidder's Statement**") in relation to its takeover bid for all the ordinary units in GPT Metro Office Fund (ARSN 169 500 476) ("**GMF**").

Your Election Form must be received by no later than 5:00pm (Melbourne time) on 25 October 2016. Please read the instructions overleaf when completing this Election Form.

Note this Election Form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your current address recorded by GMF is printed above and overleaf. If you have recently bought or sold GMF Units your holding may differ from that shown. If you have already sold all your GMF Units or you validly accepted Growthpoint's takeover offer, do not complete or return this form.

Step 2: Consideration Election

If you wish to elect the form of consideration you will receive, you need to complete Step 2 and sign in Step 3 on the reverse of this form. If you do not elect which consideration alternative will apply to the compulsory acquisition of your GMF Units or you incorrectly choose both consideration alternatives, you will receive the Mixed Consideration (as defined in the Bidder's Statement), as reduced by the amount of GMF's September 2016 quarterly distribution.

Step 3: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney ("**POA**"), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔



I 1111111111

I ND

Election Form - Compulsory Acquisition**STEP 1****Registration name & holding details**

Registration name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

For your security keep your SRN/
HIN confidential.

Holding details: Number of GMF Units held:

2000**Operation of the Cash Alternative Facility under the compulsory acquisition process**

If your GMF Units are compulsorily acquired, you will be entitled to receive the Mixed Consideration (that is an amount per GMF Unit of 0.3968 Growthpoint Securities plus \$1.25 cash, less the cash amount per GMF Unit of GMF's September 2016 quarterly distribution). However, instead of receiving the Mixed Consideration, you can elect to receive an all cash alternative, being a cash amount equivalent to the cash amount that you would have been entitled to receive if you had participated in the Cash Alternative Facility during Growthpoint's takeover (that is, an amount equal to approximately \$2.50 per GMF Unit, less the cash amount per GMF Unit of GMF's September 2016 quarterly distribution) (**Cash Alternative**). If you wish to receive the all cash alternative, then you must mark Option B in Step 2, sign and return this Election Form so that it is received by no later than 5.00pm (Melbourne time) on 25 October 2016 (such election being a **Cash Alternative Election**).

If you make a valid Cash Alternative Election, the cash amount due to you will be paid to GMF, to be held on trust for you, at or about the same time as Growthpoint Properties Australia Limited pays and provides the consideration to GMF in respect of the GMF Units that Growthpoint Properties Australia Limited compulsorily acquires.

If you make a valid Cash Alternative Election, you will be deemed to have directed Growthpoint Properties Australia Limited to issue, to the Cash Alternative Custodian, the number of Growthpoint Securities that would otherwise have been issued to you under the terms of the compulsory acquisition.

Once made, your Cash Alternative Election is irrevocable (unless Growthpoint SA and Growthpoint Properties Australia Limited decide otherwise in their absolute discretion). Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders are not eligible to make a Cash Alternative Election. All fractional entitlements to a cent arising under the Cash Alternative Election will be rounded down to the nearest cent.

Growthpoint Properties Australia Limited will determine, in its sole discretion, all questions as to whether a valid Cash Alternative Election has been made. The determination of Growthpoint Properties Australia Limited will be final and binding on all parties.

STEP 2**Consideration election**

An election will be deemed to be an election in respect to ALL of your GMF Units, even if that number differs to the number of GMF Units stated in Step 1. You will be deemed to have elected to receive the Mixed Consideration in respect of ALL of your GMF Units if you fail to return a valid completed form or if you do not complete, or make an invalid election below.

☐

Option A: Mixed Consideration

Please mark the box with an 'X' if you wish to receive the Mixed Consideration for each GMF Unit that you hold.

☐

Option B: Cash Alternative

Please mark the box with an 'X' if you wish to receive the Cash Alternative for each GMF Unit that you hold.

Please note that both the Mixed Consideration and the Cash Alternative are being reduced by the amount of GMF's September 2016 quarterly distribution.

STEP 3**Signature of Securityholder(s)** *This section must be completed.*

I/We make this consideration election in respect of ALL my/our GMF Units which are to be compulsorily acquired by Growthpoint and agree to be bound by the terms and conditions set out above and overleaf.

Individual or Securityholder 1

**Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)**

**Contact
Name**

Securityholder 2

Director

**Contact
Daytime
Telephone**

Securityholder 3

**Director/Company Secretary
(cross out titles as applicable)**

Date / /

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by Growthpoint Properties Australia Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Growthpoint Properties Australia Limited or to third parties upon direction by Growthpoint Properties Australia Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.