

Centuria



CENTURIA PROPERTY FUNDS LIMITED

Centuria Agriculture Fund

PRODUCT DISCLOSURE STATEMENT

Centuria Agriculture Fund I ARSN 653 947 892 | Centuria Agriculture Fund II ARSN 653 946 402 | 13 JUNE 2022 | APIR CNT3531AU

How to complete your application

Online application

Go to centuria.com.au/caf/apply and follow the instructions to complete your application.

New Zealand and Singapore Investors please note: Investors can complete their applications online, however, certified identification documents will need to be provided separately.

Postal application

Refer to 'How to invest' on page 56 and follow the instructions to complete your application.

We highly recommend applying through our user-friendly online application system. Existing Investors who have invested in any Centuria property fund or Centuria Life Limited (Centuria Life) product only require account number, account name and email address to apply. For new Investors, the Application Form clearly outlines all the necessary documents required to complete your application.

Further information

For further information, please contact our Investor Services Team on: **1800 182 257**

International Investors please call toll free on: **+61 2 9290 9689**

Important information

This Product Disclosure Statement (**PDS**) relates to the offer of Units (**Offer**) in the Centuria Agriculture Fund (**Fund**): a proposed stapled fund comprising the Centuria Agriculture Fund I (ARSN 653 947 892) (**CAF I**) and the Centuria Agriculture Fund II (ARSN 653 946 402) (**CAF II**).

A successful applicant under this PDS will be issued one Unit in CAF I and one Unit in CAF II. After the Units of one of the initial investors, Flavorite, have been redeemed, Units in CAF I will be stapled to Units in CAF II, to form a stapled security (**Stapled Units**). If you apply to invest early in the Offer, before Flavorite's Units, have been redeemed, then the Units you receive in CAF I and CAF II will not yet be stapled. However, by applying to invest under this PDS, you agree that the Units will subsequently be stapled together and after that time, you will hold Stapled Units. After Flavorite's Units have been redeemed, then only Stapled Units will be offered under this PDS.

The Offer under this PDS is made by Centuria Property Funds Limited (ACN 086 553 639) (AFSL 231 149) as the responsible entity of each of CAF I and CAF II (referred to in this PDS as **Responsible Entity, we, our, or us**).

The appointed investment manager of the Fund is Centuria Funds Management Limited ACN 607 153 588 (**Investment Manager**).

Investment decisions

This PDS contains general information only. It has not been prepared having regard to your investment objectives, financial situation or specific needs. As a result, you should, before acting on the information, carefully consider the appropriateness of the information in light of your objectives, financial situation and needs and seek professional advice from your accountant, stockbroker, lawyer or other professional advisor before deciding whether to invest.

You should also carefully consider the Target Market Determination (**TMD**) for the Fund before making an investment decision. The TMD includes a description of who the Fund is appropriate for. A copy of the TMD is available on the Fund's Website.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this PDS. Any information or representation not so contained or taken to be contained may not be relied on as having been authorised by us in connection with the Offer.

Information in this PDS may change from time to time. Information that has changed in relation to the Fund that is not materially adverse, is made available on the Fund's Website.

The Responsible Entity may issue a supplementary PDS to supplement any relevant information not contained in this PDS, in accordance with its obligations under the Corporations Act. Any supplementary PDS and updated information should be read together with this PDS. A copy of any supplementary PDS and other information regarding the Fund will be made available on the Fund's Website.

This PDS may be viewed online on the Fund's Website. If you access the electronic version of this PDS, you should ensure that you download and read this PDS in full.

A paper copy of this PDS, any supplementary PDS or any updated information is available free of charge to any person by contacting the Responsible Entity (see the Directory at the back of this PDS for contact details).

Master trust and wrap accounts

The Responsible Entity authorises the use of this PDS as disclosure to Indirect Investors who access a Fund through an Investor Directed Portfolio Service (**IDPS**) or IDPS-like scheme (known commonly as a master trust or wrap account or nominee or custody service) and those Indirect Investors may rely on this PDS. The operator or custodian of the master trust or wrap account (**IDPS Operator**) is recorded as the unitholder and is the person who exercises the rights and receives the benefits as a unitholder. Reports and documentation relating to the Fund will be sent to the IDPS Operator. Indirect Investors using these services should be aware that they may be subject to different conditions from those set out in this PDS, particularly in relation to:

- arrangements for the application and transfer of Stapled Units;
- fees and expenses;
- distribution calculation and timing; and
- reporting.

Indirect Investors should contact their adviser or IDPS Operator with any queries relating to an investment in the Fund.

Important information

Date of information

This PDS is dated 13 June 2022. Unless otherwise stated, information in this PDS is current as at the date of this PDS.

Currency and rounding

Unless otherwise indicated, references to \$ are references to the lawful currency of Australia.

Any discrepancies between totals and the sum of all the individual components in the tables contained in this PDS are due to rounding.

No guarantee

Neither the Responsible Entity, Investment Manager nor their related bodies corporate nor any other party makes any representation or gives any guarantee or assurance as to the performance or success of the Fund, the rate of income or capital return from the Fund, the repayment of the investment in the Fund or that there will be no capital loss or particular taxation consequence of investing in the Fund. An investment in the Fund is subject to investment risks. These risks are discussed in Section 6 of this PDS.

Restrictions on the distribution of this PDS

The Offer set out in this PDS is only available to Investors in Australia, New Zealand, Singapore and any other jurisdiction where the Offer may lawfully be made. New Zealand and Singapore Investors should read the sections for New Zealand and Singapore investors on this page. This PDS does not constitute an Offer in any jurisdiction in which, or to any person to whom, it would be unlawful to Offer the Stapled Units under this PDS. The distribution of this PDS in jurisdictions outside Australia, New Zealand and Singapore may be restricted by law and any person into whose possession this PDS comes (including nominees, trustees or custodians) should seek advice on and observe those restrictions. It is the responsibility of any overseas applicant to ensure compliance with all laws of any country relevant to their application.

The return of a duly completed Application Form (either online or by post) is taken to constitute a representation and warranty by an Investor that there has been no breach of any laws in the country relevant to their application.

This PDS has been prepared in accordance with laws of the Commonwealth of Australia and the information contained in this PDS may not be the same as that which would have been disclosed if this PDS had been prepared in accordance with the laws and regulations of jurisdictions outside Australia.

Singapore investors

The Offer or invitation of Stapled Units in the Fund which is the subject of this PDS, does not relate to a collective investment scheme which is authorised under Section 286 of the Securities and Futures Act 2001, as amended or modified (**SFA**) or recognised under Section 287 of the SFA. The Fund is not authorised or recognised by the Monetary Authority of Singapore (**MAS**) and the Stapled Units are not allowed to be offered to the retail public. This PDS and any other document or material issued in connection with the Offer or sale is not a prospectus as defined in the SFA and, accordingly, statutory liability under the SFA in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you.

This PDS has not been registered as a prospectus with the MAS.

Accordingly, this PDS and any other document or material in connection with the Offer or sale, or invitation for subscription or purchase, of Stapled Units may not be circulated or distributed, nor may Stapled Units be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than:

- a. to an institutional investor under Section 304 of the SFA;
- b. to a relevant person pursuant to Section 305(1), or any person pursuant to Section 305(2), and in accordance with the conditions specified in Section 305 of the SFA, and, where applicable, the conditions specified in Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018; or
- c. otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Stapled Units are subscribed or purchased under Section 305 of the SFA by a relevant person which is:

- a. a corporation (which is not an accredited investor (as defined in Section 4A of the SFA) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- b. a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor.

Securities (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Stapled Units pursuant to an offer made under Section 305 of the SFA except:

- a. to an institutional investor or to a relevant person defined in Section 305(5) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 305A(3)(c)(ii) of the SFA;
- b. where no consideration is or will be given for the transfer;
- c. where the transfer is by operation of law;
- d. as specified in Section 305A(5) of the SFA; or
- e. as specified in Regulations 36A of the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 of Singapore.

New Zealand investors

Important additional information

Warning statement

This Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the *Corporations Act 2001* (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the *Financial Markets Conduct Act 2013* and Part 9 of the *Financial Markets Conduct Regulations 2014*.

This Offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the *Corporations Act 2001* (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

Important information

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about this Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

The Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

Continuous disclosure

In accordance with ASIC Regulatory Guide 198 "Unlisted disclosing entities: Continuous disclosure obligations", the Responsible Entity advises that it will fulfil its continuous disclosure requirements by way of website disclosure which complies with ASIC's good practice guidance. Investors may access material information regarding the Fund on the Fund's Website. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office.

Forward looking statements

This PDS may contain forward looking statements which are subject to known and unknown risks, uncertainties, and other important factors that could cause the actual results, events, performance or achievements of the Fund to be materially different from those expressed or implied in such statements. Past performance is not a reliable indicator of future performance.

Enquiries

If you have any enquiries relating to this PDS and the Offer, you should contact us on 1800 182 257, or via email at Property.Enquiry@CenturiaInvestor.com.au.

Responsibility statement

The information contained in this PDS has been prepared by the Responsible Entity in its capacity as Responsible Entity of CAF I and CAF II.

Defined terms

Defined terms and abbreviations included in the text of this PDS are set out in the Glossary in Section 9 of this PDS.

Photographs and diagrams

Photographs, diagrams, and artists' renderings contained in this PDS that do not have accompanying descriptions are intended for illustrative purposes only. They should not be interpreted as an endorsement of this PDS or its contents by any person shown in these images nor an indication of the investments that may be made by the Fund.



Centuria Property Funds was formed in 1999 with a specific focus on the purchase of high-quality, growth-oriented commercial property investments.

Centuria Property Funds is a division of Centuria Capital Group (Centuria). Centuria is an ASX-listed specialist investment manager with over \$20 billion¹ of assets under management. We offer a range of investment opportunities including listed and unlisted property funds as well as tax-effective investment bonds. Our drive, allied with our in-depth knowledge of these sectors and intimate understanding of our clients, allows us to transform opportunities into rewarding investments.

The Centuria Agriculture Fund is an open-ended unlisted property fund, with daily unit pricing and a limited quarterly liquidity facility, appealing to Investors wishing to access high-quality agricultural investments, leased to reputable operators on strong lease covenants. Centuria is regulated by the Australian Securities Exchange, ASIC and the Australian Prudential Regulation Authority.

A profile of Centuria Property Funds, together with details on the directors and key senior management, can be found at centuria.com.au or in Section 4 of this PDS.

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1. As at 31 December 2021.



About the Centuria Agriculture Fund

The Centuria Agriculture Fund (**Fund**) aims to provide Investors with stable income returns and the potential for capital growth, by investing in a diversified agricultural property portfolio, with a focus on assets/operators with strong Environmental, Social and Governance (**ESG**) credentials and modern agricultural practices.

The Fund aims to invest across a range of agricultural properties over time, providing diversification by property, geographic location, agricultural subsector and tenant mix. The Fund invests in real property, and may also invest other Centuria agriculture-related funds, as well as operational assets associated with agricultural property. To assist with liquidity and returns, the Fund may also hold cash, cash-like products and listed property securities. More information about the Fund and the Investment Manager's investment strategy is set out in Section 2.

The Fund is open-ended, allowing Investors the option of both additional applications and withdrawals, to suit their investment needs and requirements. Generally, the Fund offers daily applications and quarterly withdrawals (subject to conditions set out in Section 3.8). The minimum investment in the Fund is \$10,000.

Investors can access details of the Fund's assets on the Centuria website at centuria.com.au/caf. The Responsible Entity is dedicated to ensuring its disclosure to Investors adheres to industry best practice and ASIC guidelines. This PDS contains disclosures against each of the disclosure benchmarks and principles set out in ASIC Regulatory Guide 46 (Unlisted Property Schemes: Improving Disclosure for Retail Investors). Investors receive quarterly Fund updates, annual management reports (including audited financial statements) and an annual tax statement.

Applications can be made online or via post and monthly distributions can be paid directly into a nominated bank account. The Responsible Entity may introduce a distribution reinvestment plan, under which distributions can be automatically reinvested at an Investor's election. You should check the Fund's website at centuria.com.au/caf to see whether this option has been introduced at the time you are applying to invest.

Key features

Section 1

The following table summarises the key information about an investment in the Fund with cross-references to relevant sections of this PDS where further details may be found.

KEY FEATURES	SUMMARY	MORE INFORMATION
How to invest	To apply to become an Investor, you should read this PDS in its entirety. Applications can be made online at centuria.com.au/caf/apply or via post using the Application Form in this PDS. Please refer to the inside cover page for details on 'How to complete your application'.	Inside cover
Minimum Investment	The minimum initial investment in the Fund is \$10,000 and the minimum additional investment in the Fund is \$1,000. The Responsible Entity may vary the minimum initial investment and the minimum additional investment at its discretion from time to time.	Section 3.3
Minimum withdrawal	The minimum withdrawal from the Fund is \$10,000. The Responsible Entity may vary the minimum withdrawal amount at its discretion from time to time.	Section 3.8
Responsible Entity	The Responsible Entity of the Fund is Centuria Property Funds Limited. The Responsible Entity is a wholly owned subsidiary of Centuria Capital Limited and part of the Centuria Capital Group which has over \$20 billion ¹ of assets under management.	Section 4
Investment Manager	The Investment Manager of the Fund is Centuria Funds Management Limited ACN 607 153 588, which is also a wholly owned subsidiary of Centuria Capital Limited and part of the Centuria Capital Group. The role of the Investment Manager is to procure investment opportunities and manage the Fund's investments on a day to day basis.	Section 4.2
Investment structure	<p>The Fund consists of two registered managed investment schemes, being CAF I and CAF II.</p> <p>CAF I and CAF II will be stapled together, with that stapling occurring after the Units of Flavorite (one of the initial Unitholders, which was the vendor of the Fund's initial asset) in CAF I are redeemed.</p> <p>The Fund is an unlisted property fund. The Fund invests in real property, and may also invest in other Centuria agriculture-related funds, ASX-listed A-REITs, cash and cash equivalents. From time to time, the Fund might acquire operational assets associated with an agricultural property.</p> <p>All assets of the Fund are held by CAF I and CAF II or by their respective controlled entities. Accordingly, references to the Fund's investments in this PDS should be interpreted as investments made by CAF I, CAF II and their respective controlled entities. If the Fund acquires an interest in operational assets, then these will be held by CAF II or its controlled entities.</p>	Section 3
Fund portfolio	<p>The Fund will hold an investment property portfolio consisting of direct agricultural real property, and may also invest in other Centuria agriculture-related funds, ASX-listed A-REITs and cash.</p> <p>From time to time, the Fund might acquire operational assets associated with an agricultural property.</p> <p>Investors can access up to date information on the Fund's investment portfolio in the RG 46 disclosures, which are available on the Fund's Website.</p> <p>In addition, details in relation to the Fund's initial property asset can be found in Section 3.</p>	Section 3
Investment objective	The Fund's investment objective is to provide Investors with a regular income stream and the potential for capital growth, by investing in a diversified agricultural property portfolio.	Section 2
Investment strategy	<p>To achieve its objective, the Fund's strategy is to:</p> <ul style="list-style-type: none"> • acquire a national portfolio of investment grade agricultural and agri-logistics real estate assets; • aggregate a portfolio of scale, targeting properties with strong ESG credentials; • focus on properties leased to reputable tenants, with strong lease covenants; • focus on higher revenue producing sectors such as protected cropping, intensive perennial cropping, associated water licenses, infrastructure and agri-logistic facilities; • obtain strategic allocations across geographic location, agricultural subsector and tenant mix; and • increase asset value and production capacity through carefully delivered capital investment. 	Section 2.1

1. As at 31 December 2021.

Key features

Section 1

KEY FEATURES	SUMMARY	MORE INFORMATION
Investment Term	The Fund has a rolling five-year investment term. The Responsible Entity intends to offer a periodic liquidity event at the end of each investment term.	Section 3.9
Distributions	<p>The Responsible Entity intends to pay distributions¹ from Funds from Operations.</p> <p>The Responsible Entity may introduce a distribution reinvestment plan whereby Investors can elect to reinvest all (or some) of their distributions to acquire additional Units in the Fund. You should check the Fund's website at centuria.com.au/caf to see whether this option has been introduced at the time you are applying to invest.</p>	Section 3.6
Fees and costs	<p>Investors are charged the following fees and costs:</p> <ul style="list-style-type: none"> • a management fee of 0.6% per annum of the Fund's Gross Asset Value. The management fee is proportionately reduced to the extent the Fund invests in units in an unlisted property fund managed by an entity within Centuria and the entity is already paid a fee for managing the property fund. Note - where the management fee charged to the underlying Centuria managed fund exceeds 0.6% the additional costs or management fee will not be rebated or reduced. • expenses (other than Management Fees and Abnormal Expenses) up to a cap of 0.35% per annum of the Fund's Gross Asset Value. Any expenses incurred by the Responsible Entity or Investment Manager in excess of this amount will be paid by them from their own funds. • abnormal expenses. From time to time, the Fund will incur expenses due to abnormal events and are not necessarily incurred in any given year. They include (but are not limited to) the cost of preparing a new offer document and/or marketing material for the Fund, convening and hosting a meeting of Investors, agent's costs, legal costs incurred by changes to the Constitutions, or commencing or defending legal proceedings. • an establishment and placement fee of up to 2.0% of the gross value of any asset acquired (directly or indirectly) by the Fund, multiplied by the legal or beneficial percentage interest the Fund has in the asset (whichever is the greater). <p>If the Fund invests in another unlisted property fund where an establishment and placement fee has already been charged, the Investment Manager will not charge an additional establishment and placement fee unless the unlisted property fund has recovered its acquisition costs or the Investment Manager has negotiated a purchase price that is at a discount to the net asset value of the unlisted property fund;</p> <ul style="list-style-type: none"> • a performance fee of 20% of the Fund's outperformance over a total return of 8.0% per annum (pre-tax, net of fees). The performance fee is calculated quarterly and payable each 12 months, within 10 days of the end of the relevant 12 month period out of the assets of the Fund. The performance fee is only charged once any prior underperformance of the Fund is recovered; and • a disposal fee of up to 1.0% of the gross sale price of any asset in which the Fund holds a direct or indirect interest multiplied by the legal or beneficial percentage interest the Fund has in the asset (whichever is the greater). • Transaction costs are costs incurred by the Fund for, among other things, buying and selling direct property and other Fund assets and entering into debt facilities and interest rate hedging products. Transaction costs include brokerage, stamp duty, legal and tax advice and property settlement costs. <p>Please refer to Section 5 for a detailed explanation of fees and costs.</p>	Section 5
Risks	Investors will be exposed to all of the risks involved in investing in property, either directly or indirectly through managed funds, and may be exposed to the risks of investing in ASX-listed property trusts and cash and cash-like products. They may also be exposed to risks associated with operating agriculture-related businesses. The key risks associated with the Fund are described in Section 6.	Section 6
Withdrawals and liquidity	<p>Investors do not have any right to withdraw from the Fund. However, the Responsible Entity intends to offer limited liquidity to Investors to enable them to redeem their investment in one of two ways, as described below.</p> <p>Please note, the nature of property as an investment class means the Responsible Entity may not be able to offer the liquidity opportunities it intends to offer in all circumstances. The Responsible Entity is not required to offer liquidity to Investors.</p>	Sections 3.8 and 3.9

1. The Manager does not intend to commence paying any distributions until after Flavorite's Units have been redeemed in full.

Key features

Section 1

KEY FEATURES	SUMMARY	MORE INFORMATION
Withdrawals and liquidity cont'd	<p>Limited quarterly withdrawal facility</p> <p>The Responsible Entity intends to offer Investors the opportunity to withdraw their investment quarterly on a limited basis (March, June, September and December). The amount available to meet withdrawal requests for the quarter will be up to 2.5% of the Net Asset Value of the Fund, as calculated in accordance with each Constitution as at the last Business Day before the withdrawals are processed, and will be capped at 10% p.a. However, the Responsible Entity may in its discretion increase the amount available in a given quarter.</p> <p>If the aggregate value of withdrawal requests received during the quarter exceeds the quarterly available funds, the Responsible Entity will scale back the withdrawal requests on a pro rata basis. The unmet portion of the withdrawal request will be deemed to carry over to the following quarter unless the Investor requests otherwise, or the Responsible Entity suspends withdrawals. The Responsible Entity is allowed up to 365 days in which to accept any withdrawal requests.</p> <p>Investors wishing to participate in withdrawals for any particular quarter need to submit their withdrawal requests by 4pm on the last Business Day of the relevant quarter. The Responsible Entity has the ability to accept requests after this time at its discretion. Proceeds from accepted withdrawal requests are generally paid within 21 days of the last Business Day of the relevant quarter.</p> <p>Liquidity events</p> <p>The Responsible Entity intends to offer a periodic liquidity event at the end of each five year investment term where, subject to its obligations under law, the Responsible Entity will use reasonable endeavours to provide liquidity to Investors wishing to redeem all or some of their investment in the Fund. Where a periodic liquidity event is offered, the Responsible Entity will seek to satisfy withdrawal requests within a 6-month period following the close of the offer. However, the Responsible Entity is allowed up to 365 days after the close of the offer, in which to accept any withdrawal requests.</p> <p>The first periodic liquidity event is intended to be offered in or around June 2027 and the Responsible Entity will act in the best interests of all Investors in attempting to satisfy redemption requests. However, there may be circumstances where the Responsible Entity determines it is not possible to provide the liquidity event within the intended timeframe or that it is not in the best interests of Investors to satisfy redemption requests. Examples of that include periods of significant market stress or lack of liquidity in real estate markets. In such cases, the Responsible Entity will extend the period of its redemption strategy implementation to up to 18 months. If redemption requests are still not able to be satisfied at the end of that extended period, then the Responsible Entity will call a Unitholders' meeting and propose an alternative redemption strategy for Unitholder consideration and approval.</p>	Sections 3.8 and 3.9
Reporting	<p>Investors will receive quarterly updates on the Fund, monthly factsheets (which contain information regarding the Fund's current investments), annual management reports (including audited financial statements) and an annual taxation statement.</p> <p>Investors are able to access details on their investment such as investment and withdrawal notices, distribution statements, periodic statements and other information via the Investor Portal.</p> <p>Investors are also able to use the Fund Website to keep track of the Stapled Unit Price, current information on the property investments and other important information about the Fund, such as the RG 46 disclosures.</p>	Section 8.8
Holding Trusts' Trustees	<p>Centuria IM Agri No. 1 Pty Limited acts as trustee of each of the Holding Trusts. This company is 100 percent owned by Centuria.</p>	Section 3.1
Cooling-off	<p>A cooling-off period of 14 days applies to investments in the Fund by direct Investors who are retail clients pursuant to the Corporations Act. No cooling-off period applies to investments by direct Investors who are Wholesale Clients.</p> <p>Indirect Investors should consult their IDPS Operator about any cooling-off rights they have in relation to their investment.</p>	Section 8.1

Key features

Section 1

KEY FEATURES	SUMMARY	MORE INFORMATION
Valuation policy	<p>The Responsible Entity's and Investment Manager's valuation policy for the Fund requires direct properties to be independently valued at least once every 24 months. An updated valuation will be obtained within two months of the Investment Manager determining that there is likely to be a material change in the value of a property.</p> <p>Properties in which the Fund has an indirect interest (for example, via an investment in an unlisted fund) are accounted for by the Fund at their current valuation, as provided by the responsible entity or trustee of the relevant fund.</p>	Section 8.5
Gearing	<p>The Fund may borrow to acquire direct property assets, and for other purposes, such as development, assisting to acquire operational assets or to assist in funding withdrawals. The Fund may also invest in unlisted funds that are already geared. Gearing on a look-through basis will not exceed 55%. If the value of the Fund's assets fall and look-through gearing increases above this level, the Investment Manager will implement a strategy to restore the level of gearing to 55% or below. The Investment Manager has a target look-through gearing level of between 45% - 55%.</p>	Section 8.2



Initial offer

The Fund's first asset, Flavorite Warragul, was purchased in January 2022. Under this initial PDS for the Fund, the Responsible Entity is seeking to raise capital which will be used to redeem Units held by the two initial investors in the Fund, being the asset's vendor, Flavorite (which holds Units in CAF I), and a Centuria company, Centuria Life Limited (**Centuria Life**); and to reduce borrowings and assist the Fund in purchasing additional investments.

Target Initial Capital Raising Amount*	\$103,000,000
Initial Stapled Unit Price (until Flavorite exits the Fund in full)**	\$1.00
Use of Target Initial Capital Raising Amount	To fund the redemption of all of Flavorite's Units and the redemption of Centuria Life's Units, reduce existing borrowings, assist in purchasing additional investments as well as to provide some cash resources for the Fund.
Target date for first allotment of Units under this PDS***	On or before 30 June 2022
Target date for redemption of Flavorite's Units (in full)	20 July 2022
Target date for stapling of Units	20 July 2022

Dates are indicative only and are subject to change.

*This is the amount which will be used to fund the redemption of all of Flavorite's Units and Centuria Life's Units, reduce existing borrowings, assist in purchasing additional investments as well as to provide some cash resources for the Fund. However, there is no minimum amount to be raised under this PDS. Centuria has undertaken to subscribe for additional Acquisition Units in the Fund, if and to the extent needed, to enable all of Flavorite's Units to be redeemed by the required time.

**After this time, the Stapled Unit Price may vary – See Section 3.4.

***It is currently expected that additional Units will then be allotted approximately monthly after this time, until the Target Initial Capital Raising Amount has been raised.

About the Fund

Section 2

The Fund's investment objective is to provide Investors with a regular income stream and the potential for capital growth by investing in a diversified agricultural property portfolio.

2.1 Investment strategy

To achieve its objective, the Fund's strategy is to:

- acquire a national portfolio of investment grade agricultural and agri-logistics real estate assets;
- aggregate a portfolio of scale, targeting properties with strong ESG credentials;
- focus on properties leased to reputable tenants with strong lease covenants;
- focus on higher revenue producing sectors such as protected cropping, intensive perennial cropping, associated water licenses, infrastructure and agri-logistic facilities;
- obtain strategic allocations across geographic location, agricultural subsector and tenant mix; and
- increase asset value and production capacity through carefully delivered capital investment.

For further information on target investments, please see Section 3 of this PDS.

The Fund will invest in direct agricultural property, and may also invest in other Centuria agriculture-related funds, as well as operational assets associated with agricultural property, ASX-listed A-REITs and cash.

2.2 Key investment benefits

The key benefits of an investment in the Fund are summarised below.

Exposure to a growing, essential real estate asset class

The Fund aims to invest in a diversified portfolio of agricultural properties, underpinned by the essential need for fresh produce, with the ability to capitalise on global trends and the emerging middle class in the Asia-Pacific.

Aim of providing stability of income underpinned by long leases to reputable operators

Although income from the Fund's property portfolio will fluctuate, the Investment Manager believes that the Fund has the potential to deliver stable income, through long leases to reputable operators, with fixed annual increases.

The initial seed asset in the Fund's property portfolio is anchored by a reputable and profitable tenant, Flavorite, on a 20-year triple-net lease term.

High quality and experienced management team

The Responsible Entity, Centuria Property Funds Limited and the Investment Manager, Centuria Funds Management Limited, are wholly-owned subsidiaries of Centuria Capital Limited and part of Centuria, which has over \$20 billion¹ of assets under management. Centuria is a highly regarded and experienced real estate investment manager, which manages real estate assets on behalf of retail and institutional Investors through a number of closed and open-ended funds and ASX listed A-REITs.

1. As at 31 December 2021.

The Responsible Entity has extensive experience in managing a range of property investments and a successful track record of delivering strong investor returns for over 20 years.

2.3 Target asset allocation

Set out in the table below is the target allocation across the asset classes that the Fund will invest in.

ASSET CLASS	TARGET ASSET ALLOCATION
Agricultural properties (direct and indirect)	90-100%
A-REITs	0-10%
Cash or cash-equivalents	0-10%
Total	100%

The target asset allocations are a guide only and, at times, the actual asset composition of the Fund may be different from the targets set out above. For example, the amount held in A-REITs or cash or cash equivalents may exceed the allocation range prior to the acquisition of a property, or following the disposal of a property. At these times, the amount held in direct and unlisted property assets may be less than the above range.

The Investment Manager reserves the right to change the target allocations in the future. Investors are able to access details of the Fund's portfolio in the RG 46 disclosures, which will be available on the Fund's Website.

2.4 Long term target sector allocation

Set out in the table below is the target sector allocation across the direct property portfolio that the Fund will invest in, over the longer term.

PROPERTY PORTFOLIO	TARGET SECTOR ALLOCATION
Precision farming sector	30-100%
Agri-logistics sector	30-100%
Premium non-perishables sector	< 25%
Animal farming sector	< 25%
Development opportunities	< 30%

The Investment Manager will also seek to maintain a long term target aggregate exposure to Premium non-perishables and animal farming of between 0-35% of the Fund's gross asset value.

For additional information on target sectors, please see Section 3 of this PDS.

The target sector allocations are a guide only and, at times, the actual composition of the Fund may be different from the targets set out above. The Investment Manager reserves the right to change the target allocations in the future. Investors are able to access details of the Fund's portfolio in the RG 46 disclosures, which will be available on the Fund's Website.

About the Fund

Section 2



2.5 Centuria's investment philosophy and process

Centuria's investment philosophy is founded on an active management approach to real estate where relationships are key and value can be added at all stages of the investment process. Centuria has a particular strength in identifying assets that require intensive asset management to maximise returns and has an in-house team to deliver the requisite range of value-add services. Centuria does not try to predict broader macro-economic trends but instead believes that an asset, which is well acquired and actively managed, will outperform a passive approach through the full economic cycle.

Centuria believes in a hands-on approach to managing property assets. Unlike many property fund managers, Centuria does not outsource its property management to real estate agents (although property management may be outsourced in remote locations or for special purpose assets). Centuria has a fundamental belief that it can deliver better returns from its property assets by keeping these functions in-house and thereby having a closer relationship with the tenants and a better understanding of the buildings themselves.

The Centuria investment team is essentially structured around Property Funds Management and Property Services that comprise the following capabilities, which are further defined in the diagram below:

Centuria's property management capabilities

Origination	Capital Sources	Funds Management	Asset/Property Management	Facilities Management	Property Value-Add
Asset identification	Extensive unlisted Investors	Fund strategy	Direct tenant relationships	Direct tenant relationships	Opportunity analysis
Return analysis	Listed A-REIT Investors	Corporate governance	In-house lease negotiation	Cost management	Cost management
Experienced negotiation	Institutional partners	Fund accounting	Accountability		Accountability

Property Funds Management

Property Services

Listed and Unlisted divisions have both benefited from an integrated platform

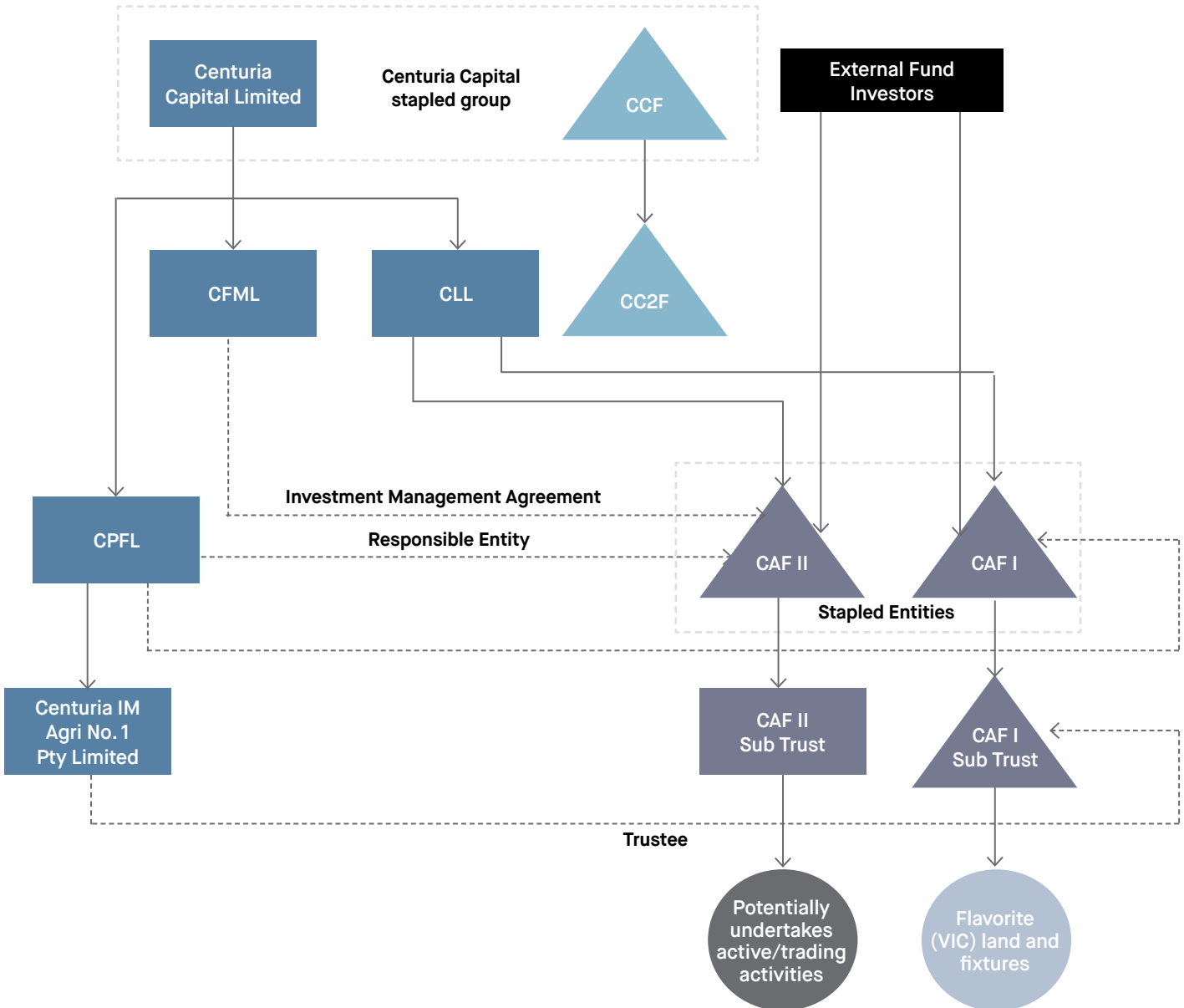
Investment overview

Section 3

3.1 Stapled fund structure

The Fund consists of two registered managed investment schemes, being CAF I and CAF II.

The Responsible Entity will staple together the Units in CAF I and the Units in CAF II, to form Stapled Units¹. Investors will hold Stapled Units in the Fund and receive the benefit of income and any capital gains generated by the Fund's investments, being property related investments held by CAF I and CAF II and their respective controlled entities.



CENTURIA CAPITAL GROUP	
CCL	Centuria Capital Limited
CCF	Centuria Capital Fund
CC2F	Centuria Capital No. 2 Fund
CFML	Centuria Funds Management Limited
CLL	Centuria Life Limited
CPFL	Centuria Property Funds Limited
CIMA1	Centuria IM Agri No. 1 Pty Limited

CENTURIA AGRICULTURE FUND	
CAF I	Centuria Agriculture Fund I
CAF II	Centuria Agriculture Fund II
CAF I Sub Trust	Centuria Agriculture Fund I Sub Trust
CAF II Sub Trust	Centuria Agriculture Fund II Sub Trust

1. This will happen after the Units held by Flavorite in CAF I are redeemed, expected to be by approximately 20 July 2022.

Investment overview

Section 3

3.2 Stapled acquisition units

To secure assets for the Fund from time to time, the Responsible Entity may arrange for third parties and/or entities within Centuria to acquire Stapled Acquisition Units at the prevailing issue price of Stapled Units.

Stapled Acquisition Units will rank equally amongst themselves in all respects and equally with ordinary Stapled Units, except that the proceeds from the issue of ordinary Stapled Units may be used to withdraw any Stapled Acquisition Units, in priority to the redemption of ordinary Stapled Units. The priority attached to Stapled Acquisition Units means that their holders may request to withdraw their Stapled Acquisition Units outside of the Fund's limited quarterly withdrawal facility described in Section 3.8. Withdrawal requests submitted by the holders of Stapled Acquisition Units outside of the limited quarterly withdrawal facility are therefore not taken into account in applying the maximum amount available for withdrawals in a quarter (which is normally up to 2.5% of the Net Asset Value of the Fund). The withdrawal price of Stapled Acquisitions Units will be the prevailing issue price of Stapled Units. As at the date of this PDS, Centuria Life's investment in the Fund is held by way of Acquisition Units.

3.3 Offer of stapled units

The Offer of Stapled Units made in this PDS will remain open until the Responsible Entity withdraws this PDS from the market. Investors should read this PDS in its entirety and make independent enquiries prior to making a decision to invest in the Fund. Where it is considered to be in the best interest of Investors, the Responsible Entity may temporarily suspend accepting applications during the Offer period. The Responsible Entity will make this determination as it monitors the Fund's capital allocation policy, liquidity and investment pipeline. If a suspension occurs, the Responsible Entity will either return your application and application money, or, subject to its obligations under the Corporations Act, process your application when the suspension is lifted using the next available Stapled Unit Price. If the Responsible Entity temporarily suspends accepting applications, it will notify Investors through an announcement on the Fund's website at centuria.com.au/caf. In addition, the Responsible Entity may accept or reject applications, in whole or in part, in its absolute discretion. The Responsible Entity does not need to give any reason for rejecting an application.

The minimum initial investment in the Fund is \$10,000 and the minimum additional investment in the Fund is \$1,000. The Responsible Entity may vary the minimum initial investment and the minimum additional investment at its discretion from time to time.

Indirect Investors should contact their IDPS Operator for minimum transaction balance requirements and reinvestment policies.

3.4 Issue price

Stapled Units are issued at the prevailing Stapled Unit Price plus any applicable buy spread on the date the Stapled Units are issued.

The initial Stapled Unit Price under this PDS (until Flavorite exits the Fund in full) is \$1.00.

After that time, the Stapled Unit Price will be the prevailing Net Asset Value of the Fund, plus the unamortised value of acquisition costs, divided by the number of Stapled Units on issue. The Stapled Unit Price is also adjusted on account of the amortisation of acquisition costs in unlisted property funds in which the Fund invests.

Acquisition costs are defined as including capital raising expenses, acquisition fees, legal fees, brokerage, stamp duty, taxes and other costs that have been incurred in connection with the acquisition of assets held within the portfolio. These costs are usually written off over a five-year period. When an asset is sold, any outstanding acquisition and sale costs are written off immediately against the sale price for unit pricing purposes. Where an asset has a shorter holding period, the amortisation of acquisition costs is in line with this period. For example, should the Fund invest in another unlisted property fund which has a remaining term of two years, the amortisation of acquisition costs will occur on a pro-rata basis over two years. This includes any acquisition costs the Fund incurs or charges associated with the purchase of any investment.

The Net Tangible Assets (**NTA**) of the Fund is calculated in accordance with RG 46 by dividing the net assets less intangible assets of the Fund (with any adjustments) by the number of Stapled Units in the Fund on issue.

There is currently no buy spread however the Responsible Entity may apply (i.e. add) a buy spread to the Stapled Unit Price for the issue of Stapled Units.

The Stapled Unit Price will be calculated daily and can be found on the Fund's Website.

After the Target Initial Capital Raising Amount has been raised (to enable Flavorite to exit the Fund as well as Centuria Life), applications received prior to 4pm on a Business Day will be processed using the Stapled Unit Price on that Business Day. Applications received after 4pm on a Business Day will be processed using the Stapled Unit Price as at the following Business Day.

Any interest earned on application monies will form part of the Fund's assets.

The Stapled Unit Price includes an allowance for any accrued distributable income from the commencement of the relevant distribution period. The Stapled Unit Price will therefore decrease immediately after a distribution is declared at the end of a month.

The Responsible Entity has a Unit Pricing Policy in place in relation to the Fund. Investors may obtain a copy of this policy, at no charge, by contacting the Responsible Entity.

3.5 Withdrawal Price

Stapled Units are redeemed at the prevailing Stapled Unit Price less any applicable sell spread on the date the Stapled Units are redeemed (**Withdrawal Price**).

Where the Responsible Entity offers a limited withdrawal facility (see Section 3.8), withdrawal requests received prior to 4pm (Sydney time) on the final Business Day of any quarter are processed using the Withdrawal Price as at the last Business Day of that quarter.

Withdrawal requests received after 4pm (Sydney time) on the final Business Day of any quarter are processed using the Withdrawal Price as at the last Business Day of the following quarter (unless the Responsible Entity in its discretion decides to accept withdrawal requests received after the final Business Day of the quarter).

Any withdrawal request submitted during a particular quarter which is not satisfied, either in whole or in part, automatically rolls over to the following quarter as a new request, unless the Investor requests otherwise, or the Responsible Entity suspends withdrawals. Any withdrawal requests rolled over to the next quarter do not have priority, but form part of the pool of new withdrawal requests for that next quarter.

Investment overview

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There is currently no sell spread applicable to the Stapled Unit Price however the Responsible Entity may apply a sell spread to the Stapled Unit Price in future (see Section 5.2 for more detail).

3.6 Distributions

The Responsible Entity intends to pay monthly distributions. When new Stapled Units are issued (including under any Distribution Reinvestment Plan), they will rank fully for payment of distributions in respect of the first distribution period in which they are issued. With respect to a withdrawal, Stapled Units will not rank in the distribution period in which the Stapled Units are redeemed. In the event of the winding up of the Fund, all Stapled Units will rank equally.

Distributions are usually paid into an Investor's bank account by the 10th calendar day of the following month. The timing of payment distributions from the Fund may be impacted by any delay or timing difference in the Fund receiving distributions in respect of its underlying investments. Such delay may cause a corresponding delay in the Responsible Entity being able to pay distributions to Investors.

The Responsible Entity intends to pay distributions from Funds from Operations. The Fund's FFO is the net profit of the Fund adjusted for certain non-cash and other items such as unrealised gains or losses, amortisation of tenant incentives, rent straightlining, and other unrealised one-off items.

Whilst the Responsible Entity predominantly pays distributions based on the Fund's effective income, some distributions to Investors may comprise a component of capital. This is because the Responsible Entity may apply some cash from outstanding tenant incentives and from amounts held to support property vendor rental guarantees to assist in paying distributions (which is in line with FFO distribution practice). The Responsible Entity expects that whilst some distributions may include an amount of capital, this amount will not be material. Although this approach will slightly reduce the amount of capital available in the Fund, the Responsible Entity believes this will be sustainable over the next 12 months following payment, as the amount will not be material. The Responsible Entity does not consider there are any material risks to Investors associated with the inclusion of these amounts in distributions.

The Responsible Entity anticipates that a proportion of distributions will be tax-deferred for Australian tax residents. An advantage of the investment structure is the ability of the Fund to pass on the benefit of taxation allowances, such as building allowances, and plant and equipment depreciation to Australian tax residents. Please refer to Section 7 of this PDS for further information on the tax implications for Australian tax residents investing in the Fund.

Based on the Fund's initial asset (see Section 3.16), the projected commencing distribution following the first issue of Stapled Units under the Offer is 5.25 cents per Unit (annualised) and payable monthly. This is a commencing distribution only, based on the current net income of the Fund and is the projected distribution rate for the first month (annualised, assuming equal monthly distributions) following the first issue of Stapled Units under the PDS.

The projected commencing distribution is based on the following key assumptions:

- Flavorite continues to fulfill its obligation under its lease at Flavorite Warragul.

- There is no material variation in the interest rate payable on the Fund's debt facility.
- The Fund does not incur a material amount of Abnormal Expenses.

Moving forward, the distribution history of the Fund will be made available on the Fund's website centuria.com.au/caf.

Distributions are not guaranteed, and past performance is not a reliable indicator of future performance.

Distributions may change (up or down) as the Fund adds more assets to the portfolio.

Distribution Reinvestment Plan (DRP)

The Responsible Entity may introduce a DRP enabling Investors to reinvest some or all of their distributions in additional Stapled Units in the Fund. Please check the Fund's Website at centuria.com.au/caf to see whether this option has been introduced at the time you are applying to invest. The key features of a DRP would be as follows:

- You may apply the DRP to some or all of your Stapled Units in the Fund.
- You may join, vary or withdraw your participation in the DRP at any time, subject to adequate notice of 10 Business Days being given to the Responsible Entity.
- Stapled Units issued or transferred to you under the DRP rank equally with existing Stapled Units from the date of issue.
- Stapled Units are issued at the Stapled Unit Price calculated at the commencement of the first Business Day of the month which follows the relevant distribution period.
- The calculation of the allocation of Stapled Units under the DRP may result in a residual amount. This is because your distribution amount is used to acquire a whole number of Stapled Units, which may leave a residual amount which is less than the price of one Stapled Unit. For each distribution, the value of that residual amount is carried forward, without interest, and added to your next distribution.

You will receive quarterly statements, which (if a DRP is introduced) would set out the details of your distribution amount, the number of Stapled Units you have acquired under the DRP, the applicable Stapled Unit Price and any residual amount retained for you.

If a DRP is introduced, then you will be able to elect to participate in the Fund's DRP by obtaining the Additional Investment Application Form from the Fund's Website and returning it in accordance with the instructions on the form. You may also vary your participation, or withdraw from participating in the DRP in this manner. The Responsible Entity requires at least 10 Business Days' notice of any instruction relating to the DRP for it to be effective for a particular distribution payment.

The Responsible Entity may introduce, discontinue or vary the terms of any DRP at its discretion. Any introduction, suspension or variation of a DRP will be communicated to Investors on the Fund's Website.

3.7 Regular investment plan

The Responsible Entity may also introduce a Regular Investment Plan enabling Investors to make regular investments via direct debit on a monthly, quarterly or annual basis.

The minimum investment under the Regular Investment Plan would be \$100 per month however the Responsible Entity may vary this amount at its discretion from time to time. Funds will be automatically debited from your nominated bank account at the frequency you choose.

Investment overview

Section 3

If a Regular Investment Plan is introduced, then you can elect to participate in the Fund's Regular Investment Plan by completing a Direct Debit Request Form, which will be available on the Fund's Website, and returning it in accordance with the instructions on the form. By returning a Direct Debit Request Form, you consent to the Responsible Entity acting in accordance with the direct debit instructions listed in the form.

3.8 Limited quarterly withdrawal facility

The Responsible Entity intends to offer Investors the opportunity to withdraw their investment from the Fund each quarter on a limited basis (March, June, September and December).

The minimum withdrawal amount is \$10,000. The Responsible Entity may vary the minimum withdrawal amount at its discretion from time to time.

The amount available to meet withdrawal requests for the quarter is up to 2.5% of the Net Asset Value of the Fund, as calculated in accordance with each Constitution as at the last Business Day before the withdrawals are processed, and is capped at 10% p.a.

However, the Responsible Entity may in its discretion increase the amount available in a given quarter.

If the aggregate value of withdrawal requests received during the quarter exceeds the quarterly available funds, the Responsible Entity will scale back the withdrawal requests on a pro rata basis. The unmet portion of each withdrawal request will be cancelled and deemed to carry over to the following quarter, as a new withdrawal request unless the Investor requests otherwise, or the Responsible Entity suspends withdrawals.

Example of operation of limited quarterly withdrawal facility

This is an example of how the Responsible Entity operates the limited quarterly withdrawal facility both under normal circumstances and when a scale back of withdrawals is required. Please note, the below is an example only and numbers have been rounded, actual amounts may differ to those shown.

For a particular quarter, if the Responsible Entity determines the actual amount available to satisfy withdrawal requests is \$500,000 and during the quarter Investors submit requests totalling \$500,000 or less, then the Responsible Entity will pay the withdrawal requests in full. However, if during the quarter Investors submit requests totalling more than \$500,000, then the Responsible Entity will scale back payment of the withdrawal requests as follows:

Step 1: Calculate scale back. If the withdrawal requests received total \$600,000, then each request will be scaled back to 83.33% (being $\$500,000/\$600,000$).

Step 2: Calculate withdrawal payment for each request. If an Investor requested to withdraw \$90,000, then that Investor would receive a withdrawal payment of \$75,000 (being 83.33% of \$90,000), with the balance of their request (\$15,000) being carried over to be processed the following quarter as a new withdrawal request.

Investors can apply for a redemption by nominating either a dollar amount or number of Stapled Units. Any scale back will be applied on the basis of their application (i.e. either dollar amount or number of Stapled Units).

Any withdrawal request submitted during a particular quarter which is not satisfied, either in whole or in part, automatically rolls over to the following quarter as a new request, unless the

Investor requests otherwise, or the Responsible Entity suspends withdrawals. Any withdrawal requests rolled over to the next quarter do not have priority, but form part of the pool of new withdrawal requests for that next quarter.

As the amount available to meet withdrawal requests in any quarter is limited, it is important that any Investor wishing to make large withdrawals from the Fund provides the Responsible Entity with adequate prior notice, otherwise scale backs may need to be applied.

Investors wishing to participate in withdrawals for any particular quarter need to submit their withdrawal requests by 4pm on the last Business Day of the relevant quarter; however the Responsible Entity may in its discretion decide to accept withdrawal requests submitted after that time. Proceeds from accepted withdrawal requests are generally paid within 21 days of the last Business Day of the relevant quarter. However, under the Constitutions, the Responsible Entity is allowed up to 365 days in which to accept any withdrawal requests. Withdrawal requests must be made by completing and lodging a withdrawal request form which is available on the Fund Website.

Suspension or variation of withdrawals

In certain circumstances, the Responsible Entity may vary the terms and conditions of any withdrawal facility by:

- determining not to give effect to a withdrawal request; or
- suspending withdrawals for a period of time (in which case an unsatisfied withdrawal request received by the Responsible Entity before or during any period of suspension is taken to be received by the Responsible Entity on the first Business Day after the end of that suspension).

These circumstances include, but are not limited to:

- if the processing of all withdrawal requests would compromise the operation of the Fund;
- if sufficient assets of the Fund cannot be realised at an appropriate price or on adequate terms or otherwise due to a circumstance outside the control of the Responsible Entity;
- if it is impracticable for the Responsible Entity to calculate the Fund's Net Asset Value or the Withdrawal Price;
- if it would prejudice the Fund's or the Responsible Entity's ability to comply with applicable laws;
- when the Responsible Entity otherwise determines it to be in the best interests of all Investors; or
- the law otherwise permits.

In addition, the Responsible Entity must at all times ensure Investors are fairly treated by any withdrawal facility offered. Any suspension or variation of the withdrawal facility will be communicated to Investors on the Investor Portal.

Indirect Investors

The above information about withdrawals from the Fund applies to the IDPS Operator and not the Indirect Investor. Indirect Investors should consult their IDPS Operator about withdrawals from the Fund.

Investment overview

Section 3

3.9 Liquidity events

In addition to the limited quarterly withdrawal facility outlined in Section 3.8 above, Investors may be able to withdraw from the Fund pursuant to a periodic liquidity event. The Responsible Entity intends, subject to its obligations at law, to offer the Fund's first periodic liquidity event in or around June 2027 and thereafter at the end of every 5 year period commencing from the date the first periodic liquidity event is offered. The Responsible Entity will notify Investors at least four months prior to each liquidity event of its intention to offer the liquidity event.

To provide liquidity under the periodic liquidity event, the Responsible Entity may:

- sell one or more of the Fund's assets;
- raise new equity for the Fund;
- take on additional debt;
- conduct equity raisings; or
- undertake a combination of these measures.

Where a periodic liquidity event is offered, the Responsible Entity will seek to satisfy withdrawal requests within a 6 month period following the close of the offer (although under the Constitutions, the Responsible Entity will have up to 365 days after the close of the offer to use its reasonable endeavours to meet the requests, if needed). This may mean that withdrawal requests are satisfied in one or more instalments. In each case the amount received by Investors will be determined using the Withdrawal Price prevailing on the day their redemption is processed.

The Responsible Entity will act in the best interests of all Investors in attempting to satisfy redemption requests. However, there may be circumstances where the Responsible Entity determines it is not possible to provide the liquidity event within the intended timeframe or that it is not in the best interests of Investors to satisfy redemption requests. Examples of that include periods of significant market stress or lack of liquidity in real estate markets. In such cases, the Responsible Entity will extend the period of its redemption strategy implementation to up to 18 months. If redemption requests are still not able to be satisfied at the end of that extended period, then the Responsible Entity will call a Unitholders' meeting and propose an alternative redemption strategy for Unitholder consideration and approval.

Separately, during the life of the Fund, the Responsible Entity may also consider applying to list the Stapled Units on the ASX.

3.10 Debt facilities

The Fund may enter into debt facilities in conjunction with the acquisition of a direct property asset, or for other purposes, such as development, assisting to acquire operational assets, or to fund redemptions. The specific terms applicable to debt facilities vary, however, it is likely that the following will be applicable to the Fund's debt facilities:

- the security taken by the financier(s) will usually be a first ranking real property mortgage over the relevant property (or properties) and a general security deed over the assets of the Fund;
- certain information and undertakings will be required by the financier, which are likely to relate to the provision of annual and half-yearly accounts and insurance policies for the Fund's properties, the provision of updated Fund models and divestment strategies and the provision of tenancy schedules; and

- certain events of default will be set out in the terms of the debt facility and may include a failure to pay amounts due to the lender or the breach of loan to value ratio or interest coverage ratio covenants.

If an event of default occurs, the financier may take enforcement action against the Fund, including requiring that the payment of distributions be suspended and requiring that all outstanding monies be immediately repaid. The financier will only have recourse to the assets of the Fund and will not have recourse to the assets of individual Investors. The financier has recourse to the assets of the Fund in priority to the claims of Investors' interests.

The interest expense of the Fund is not capitalised.

When the Fund invests in another fund that is already geared, the Investment Manager takes that fund's gearing into account (on a proportional basis to the Fund's investment in that fund), along with any borrowings the Fund has directly, when calculating the Fund's gearing ratio.

This means that the Fund's gearing is calculated on a look-through basis. The Investment Manager does not take into account the gearing of any A-REITs held by the Fund in calculating the Fund's look-through gearing ratio.

The Fund has an intended look-through gearing level target of between 45% to 55% and maximum look-through gearing level of 55%.

The terms of applicable debt facilities entered into by the Fund are available in the Fund's RG 46 disclosures on the Fund's Website.

The Investment Manager may determine to hedge all, a portion or none of the interest rate exposure of the Fund from time to time. Hedging refers to the means by which the Investment Manager may determine to hedge all, a portion or none of the interest rate for the loan for an agreed period of time.

3.11 Other financing arrangements with related entities

The Investment Manager may also arrange short-term debt finance from related entities to secure properties for the Fund from time to time. Where the Fund obtains finance from a related entity, the Investment Manager will ensure that the arrangements are made on arm's-length terms and in the best interests of Investors in accordance with its conflicts-of-interest policy.

Investors should note, any short-term finance obtained by the Fund will contribute to the Fund's overall gearing ratio.

Any such interest rate hedge will be notified to Investors in the Fund's RG 46 disclosures on the Fund's Website and is accounted for on a mark to market basis.

3.12 Unlisted property fund disclosure principles and benchmarks

The Australian Securities and Investment Commission (**ASIC**) requires responsible entities of unlisted property funds to address six benchmarks and eight disclosure principles set out in Regulatory Guide 46.

The disclosure benchmarks and principles are intended to assist retail investors to understand, compare, and assess unlisted property trusts, such as the Fund.

Investment overview

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The table below provides a summary of the disclosure benchmarks and principles set out in RG 46. It also confirms whether the Responsible Entity complies with each benchmark and cross refers to where further disclosure in accordance with the disclosure principles can be found in the PDS.

A comprehensive statement of RG 46 disclosures setting out a full description of ASIC's disclosure principles and benchmarks and the Responsible Entity's disclosure against these principles and benchmarks is available on the Fund's Website. Investors should ensure they access and read a copy of the Fund's most recent RG 46 disclosures prior to making a decision to invest in the Fund.

ASIC'S DISCLOSURE PRINCIPLES AND BENCHMARKS	DOES THE RESPONSIBLE ENTITY COMPLY WITH ASIC'S BENCHMARK/ DISCLOSURE PRINCIPLES?	WHERE CAN I FIND FURTHER INFORMATION?
<p>Scheme Borrowings and Gearing (Disclosure Principles 1 & 3 and Benchmark 1)</p> <p>These principles and benchmarks relate to the extent to which the Fund's assets are funded by interest-bearing liabilities and ensuring disclosure is provided in respect of what this means to Investors.</p> <p>ASIC's Benchmark 1 is for the Responsible Entity to have in place a gearing policy that governs the gearing within a fund at the individual facility level.</p>	Yes	Sections 3.10 and 8.2
<p>Interest Cover Ratio (ICR) (Disclosure Principle 2 and Benchmark 2)</p> <p>This principle and benchmark relates to how the Fund's cost of liabilities (interest cover) is maintained and providing disclosure in respect of what this means to Investors.</p> <p>ASIC's Benchmark 2 is for the Responsible Entity to have in place a policy that governs the management of ICR within a fund at the individual facility level.</p>	Yes	Section 8.3
<p>Interest Capitalisation (Benchmark 3)</p> <p>ASIC's Benchmark 3 states that the interest of the Fund should not be capitalized.</p>	Yes	Section 3.10
<p>Portfolio Diversification (Disclosure Principle 4)</p> <p>This disclosure principle relates to disclosure around the level of diversification in a portfolio.</p>	Yes	Sections 2.3 and 3.14
<p>Valuations (Benchmark 4)</p> <p>ASIC's Benchmark 4 addresses the way in which valuations are carried out on the Fund's assets. The benchmark requires the Responsible Entity to maintain and comply with a written valuation policy that meets ASIC's minimum requirements.</p>	Yes	Section 8.5
<p>Related-Party Transactions (Disclosure Principle 5 and Benchmark 5)</p> <p>This principle and benchmark relates to the Responsible Entity's policy for related-party transactions and how this is disclosed to Investors.</p> <p>ASIC's Benchmark 5 requires the Responsible Entity to maintain and comply with a written policy on related-party transactions, including the assessment and approval processes for such transactions and arrangements to manage conflicts-of-interest.</p>	Yes	Section 8.6
<p>Distribution Practices (Disclosure Principle 6 and Benchmark 6)</p> <p>This disclosure principle and benchmark relates to the source of distributions.</p> <p>ASIC's Benchmark 6 requires the Responsible Entity to only pay distributions from its cash from operations (excluding borrowings) available for distribution.</p> <p>The Responsible Entity intends to pay distributions from Funds from Operations. Whilst the Responsible Entity will predominantly pay distributions based on the Fund's effective income, some distributions to Investors may comprise a component of capital. This is because the Responsible Entity may apply some cash from outstanding tenant incentives and from amounts held to support property vendor rental guarantees to assist in paying distributions (which is in line with FFO distribution practice). Accordingly, the Responsible Entity does not meet this benchmark.</p>	No	Section 3.6
<p>Withdrawal Arrangements (Disclosure Principle 7)</p> <p>This disclosure principle addresses disclosure of withdrawal arrangements within the Fund.</p>	Yes	Sections 3.8 and 3.9
<p>Net Tangible Assets (Disclosure Principle 8)</p> <p>This disclosure principle addresses disclosure of the net tangible asset (NTA) backing per Stapled Unit of the Fund.</p>	Yes	Section 3.4

Investment overview

Section 3

The Australian agriculture sector offers an attractive investment opportunity, supported by four key themes:



Strong commodity outlook



Australia's strength in the global food market



Transformative technology and strong ESG focus



Strong real estate fundamentals



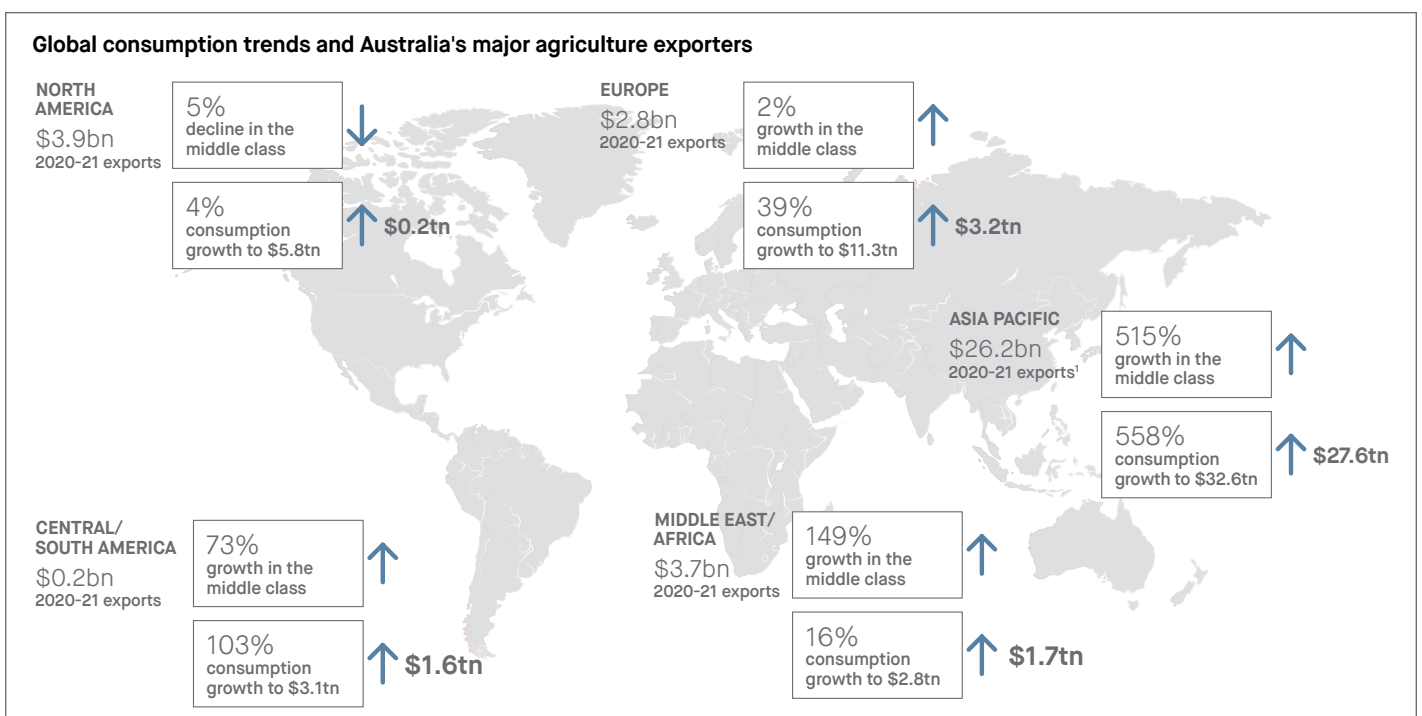
Strong commodity outlook

The Australian agricultural sector has an exceptionally strong commodity outlook - underpinned by global trends including geopolitical uncertainty, and the rising middle classes in Asia, Africa and the Middle East.

Domestically, recent supply chain disruption has brought the essential nature of food access into focus, with COVID-19 and geopolitical uncertainty severely hindering exports in a number of overseas markets and turning attention to local operators.

Internationally, the global middle class population is expected to grow to 4.9 billion by 2030, and a large portion of this growth expected in markets adjacent to Australia, in countries that have strong trading relationships with Australia¹.

The Asia Pacific middle class is forecast to experience the highest middle-class population and consumption growth of any region in the world, with the population expected to grow by 515% by 2030, and consumption forecast to grow by over 550% over the same time frame. The associated growth in disposable income and change in dietary preference is expected to drive demand for high-quality Australian agricultural products at scale¹.



1. Agriculture Sector Industry Overview, FTI Consulting

Investment overview

Section 3



Australia's strength in the global food market

Australia's reputation for high quality and reliable produce has helped drive demand in high value export markets, illustrated by the steady growth in export numbers. Over the 20 years to 2020/21, exports to Australia's eight largest markets in Asia increased by 27%, with research houses forecasting Asian exports to double between 2007 and 2050¹.

Australia's strength in the global food market, and its reliability as a producer, can be attributed to a number of contributing factors including:

- Low sovereign risk profile
- Strategic geographic location facilitating the transportation of fresher food
- A mature agricultural marketplace
- Experienced multi-generational operators
- Developed economy and technology
- ESG focus and credentials

Exports now equate for approximately 70% of the Australian agricultural market, supported by a number of major trade agreements.

Key trade agreements				
2010	2015	2018	2020	2022
ASEAN–Australia–New Zealand Free Trade Agreement (AANZFTA)	China–Australia Free Trade Agreement (ChAFTA) Japan–Australia Economic Partnership Agreement (JAEPA)	Comprehensive and Progressive Agreement for Trans-Pacific Partnership (CPTPP)	Indonesia–Australia Comprehensive Economic Partnership Agreement (IA-CEPA)	Australia–India Comprehensive Economic Cooperation Agreement (AI-CECA) Regional Comprehensive Economic Partnership (RCEP) Australia–United Kingdom (UK) FTA (not yet in force)



Transformative technology and strong ESG focus

ESG opportunities in the agricultural real estate sector are disproportionately greater than other real estate asset classes, and the Fund plans to target assets with strong ESG credentials. In the agricultural sector, operator profitability is directly tied to the efficient use of natural resources. As a result, improvements in agricultural technologies have an inherent and directly positive impact on the environment.

Advancements in agricultural technology have the mutually inclusive impact on operator profitability and ESG in the following areas:

Labour productivity	Superior technology drives labour productivity, whilst improving the health and safety of employees.
Crop yields	Reducing inputs such as water and fertiliser have a directly positive impact on longevity of the environment.
Carbon sequencing	Improvements in carbon sequencing enhances plant growth and reduces atmospheric carbon dioxide.
Waste	Improvements in waste management improves asset efficiency and reduces landfill.
Controlled growing environments	Protected cropping mitigates risks such as climate and pest, improving output and reducing the dependence on pesticides, herbicides and other chemicals.

The institutionalisation of the sector will continue to improve access to capital – allowing farmers to further improve agricultural technology and ESG principles including resource and waste management, health, safety and business governance.

1. Agriculture Sector Industry Overview, FTI Consulting

Investment overview

Section 3



Strong real estate fundamentals¹

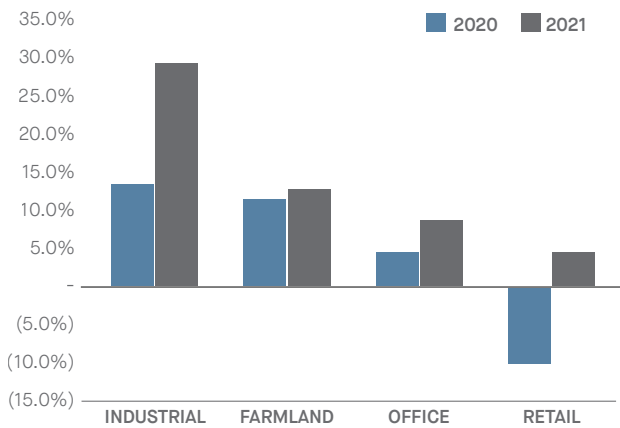
The nature of agricultural business organically generates strong real estate fundamentals. This strength can be attributed to the relationship between operator and property, the requirement for large land holdings, and trends in transaction style.

The operation of agricultural businesses is directly tied to the physical real estate of a property through crops and the extensive use of plant and machinery. This physical tie of a tenant's operation generally leads to particularly long lease terms, and a higher likelihood that the tenant will retain the site on lease expiry. Tenants also tend to continually invest in their business (and site) through capital expenditure programs, progressively increasing the value of a property while they are in occupation.

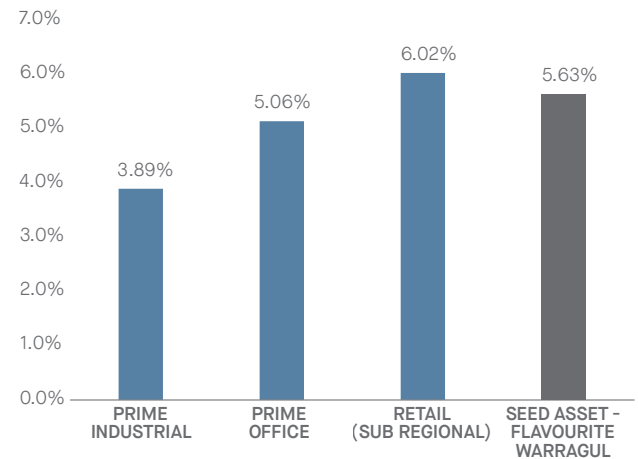
Agricultural properties usually comprise large freehold land holdings, often incorporating valuable alternative uses over the long-term including residential and industrial. Although it is not the intent of the Fund to capitalise on changing land zones, alternative uses can place a floor on the value of the underlying real estate.

From a transactions standpoint, agricultural properties are also often sold on sale and lease-back arrangements, allowing the Investment Manager to target off-market deals and work with operators to draft mutually beneficial terms specific to the requirements of the Fund and the operator.

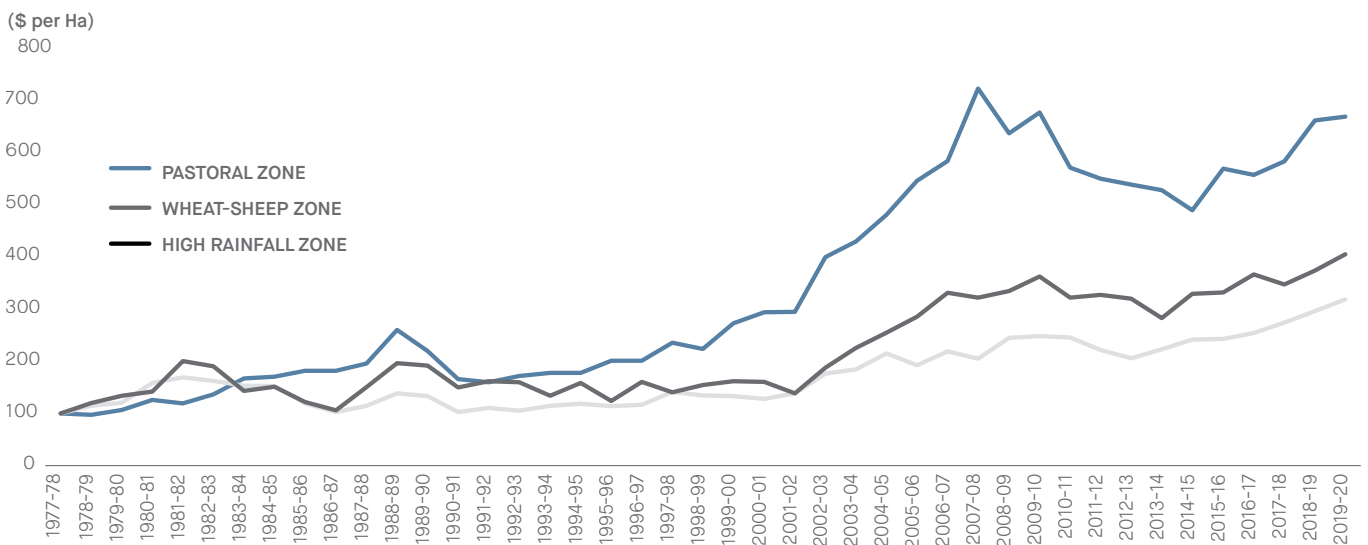
Total returns by property sector, 2020–2021²



Average prime yield by property sector 2Q22³



Broadacre land values by zone (adjusted for inflation and expressed in 2021 dollars)⁴



1. Past performance is not indicative of future performance

2. Agriculture Sector Industry Overview, FTI Consulting

3. JLL Research

4. Australian Bureau of Agriculture and Resource Economics. Past performance is not indicative of future performance.

Investment overview

Section 3

3.14 Fund investment criteria

The Investment Manager will target properties utilised for both the intensive and extensive production of food, as well as packaging, storage, processing and aligned logistics in relation to these products.

The Fund's tenants will be carefully selected operators, focused on meeting the growing demand for premium agricultural products. The Fund will aim to select operators who achieve this by utilising the latest technology, systems and processes to ensure the highest value outputs of both perishable and non-perishable produce.

The areas of focus are nourishing, high quality and ethically produced products that are produced in an environmentally and financially sustainable manner. Specific subsectors of the agriculture industry the Investment Manager will target are as follows:

TYPE	FOCUS	PRODUCTION EXAMPLES
Precision farming	The Investment Manager will target properties with modern agriculture technology, including precision farming of perishable products via protected cropping environments such as glasshouses, netted cropping, and vertical farming.	<ul style="list-style-type: none"> • Fruits • Vegetables • Seeds
	The Investment Manager will target non-protected farming with other controlled factors and methods such as access to water, substrate growing and automated harvesting.	<ul style="list-style-type: none"> • Tree nuts • Vineyards
	The Investment Manager will focus on top quartile farmers, on properties with exceptional underlying agricultural attributes in above average value sectors.	
Agriculture-logistics	The Investment Manager will target properties that are aligned to the agricultural supply chain. These properties will include assets relating to the processing, packaging, storage and distribution of agricultural products.	<ul style="list-style-type: none"> • Processing facilities • Storage facilities • Packaging facilities • Distribution facilities
	The Investment Manager will focus on operators who are directly aligned to agriculture operators nationally.	
Premium non-perishables	The Investment Manager will target properties that produce non-perishable products using best-in-class farming practices, focusing on production unit location, modern agriculture technology, quality output and impact on the surrounding environment.	<ul style="list-style-type: none"> • Cereal (wheat, barley, oats) • Grain (sorghum corn) • Oilseeds (sunflower, canola)
	The Investment Manager will focus on experienced operators with a proven track record of performance through challenging weather cycles.	
OTHER TARGET INVESTMENTS - POTENTIAL NON-CORE TARGET		
Development	The Investment Manager will seek to identify development opportunities both for existing assets within the Fund from time to time, as well as new target assets where the farming operation can be expanded and/or improved through capital expenditure funding.	
	The Investment Manager will seek to maintain a long-term exposure to development assets of between 0% and 30% of the Fund's Gross Asset Value.	
Protein	<p>The Investment Manager will consider properties producing animal protein and associated byproduct where there is a compelling opportunity, and the underlying operator is demonstrating best practices in the minimisation of environmental/social impacts.</p> <p>The Investment Manager will seek to maintain a long-term exposure to Protein assets of between 0% to 30% of the Fund's Gross Asset Value.</p>	
Water rights	The Investment Manager will consider water licensing, where a compelling opportunity is presented.	

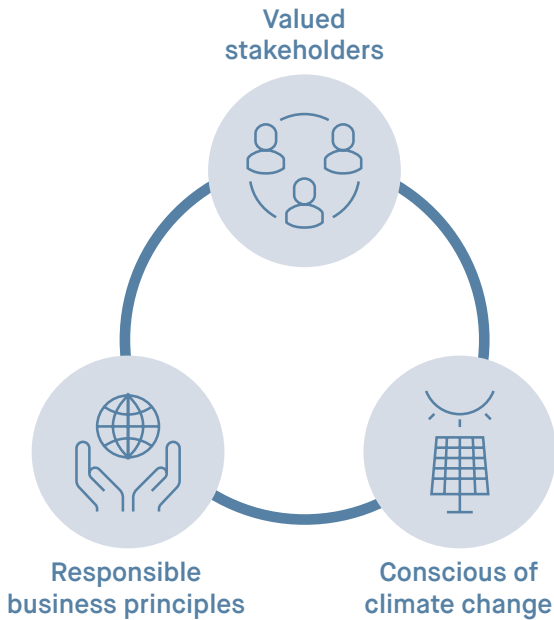
Investment overview

Section 3

3.15 ESG integrated as part of the Fund's investment philosophy

A strong approach to Environmental, Social and Governance (ESG) has been shown to create value for all vested stakeholders, including investors, tenants, employees and customers. At Centuria, our approach to ESG has been distilled into Centuria Capital Group's Sustainability Framework.

Centuria's ESG framework



ENVIRONMENT

Conscious of climate change

A focus on minimising the Group's impact on climate and the wider environment by reducing emissions where practical and assessing resiliency assets against future probable climate impacts.



SOCIAL

Valued stakeholders

A focus on engaging and supporting our various stakeholders across our operations and value chain. This includes our tenants, investors and employees.



GOVERNANCE

Responsible business principles

A focus on conducting ourselves in an ethical, transparent and accountable manner, with ESG integrated into the Group's investment processes.

Centuria Agriculture Fund's ESG approach

The Fund will look to target assets which are aligned to the areas of focus under this Framework. The three areas of focus are aligned to the material Environment, Social and Governance thematics of which Centuria believes are most important to the long-term value of the Group and its investors. Rationalised for the Fund, the key themes which the Fund will focus on when considering new assets are:

FUND'S ESG FOCUS	ESG INVESTMENT THEMES	RATIONALE
 ENVIRONMENT	Assets are resilient to probable future risks presented by climate change.	Assets which are resilient to the impacts of climate change are less likely to be damaged and remain operational during adverse weather.
	Energy efficient assets with scalable renewables opportunities.	Energy efficient assets have a lower operational running cost, with initiatives such as on site solar reducing greenhouse emissions.
	Water security is prioritised, including measures to maximise water efficiency, drought resistant crops and long-term water licences.	Assets which reuse water onsite, harvest rainwater and have sustainable water licences are less impacted by drought events.
 SOCIAL	Tenants employ the local community and well connected to the wider economy.	Tenants support the local community, investing back into its people building a resilient local economy.
	Tenants have long-term partnerships with both Australian and internal stakeholders, including customers and suppliers.	Tenants with existing long-term partnerships with their customers and suppliers have strong visibility on their demand and supply chain, respectively.
 GOVERNANCE	Tenants have a strong health and safety record.	Tenants with a strong health and safety record are less likely to have workplace incidents.
	Tenants respect human rights and have no known modern slavery incidents at the time of up-front due diligence.	Centuria seeks to eradicate cases of modern slavery across its operations and supply chain.

Investment overview

Section 3

3.16 Seed asset – Flavorite Warragul

The Fund’s initial asset is a property known as Flavorite Warragul, which was purchased by the Fund for \$177 million in 2021 via a sale-and-leaseback arrangement with one of Australia’s most well-regarded vegetable providers, Flavorite.

The property comprises a state-of-the-art glasshouse facility located approximately 110 kilometres from the Melbourne CBD, and three kilometres from the Warragul town centre.

Surrounding development includes residential properties, commercial development, a local primary school and farmland. As a result – the property is located in proximity to several pieces of critical infrastructure, including power, water, gas, the Princess Highway and Warragul Train Station.

The 78.9 hectare site is improved with 33.5 hectares of state-of-the-art climate-controlled glasshouse (a protected cropping facility), providing the ability to produce high-value crops including tomatoes, capsicums, cucumbers, eggplant and blueberries all year round.

The Investment Manager targeted this property due to the high degree of agriculture technology and precision farming techniques used onsite.

As a result of the purchase transaction, Flavorite became one of the two initial Unitholders in the Fund (along with Centuria Life). Flavorite’s Units are to be redeemed using the proceeds raised under this Offer, enabling Flavorite to exit the Fund - see Section 8.18.

The protected cropping nature of glasshouse provides the following benefits:

Year-round production	Glasshouse technology provides the ability to produce high value crops year-round at a consistent quality and quantity.
Water risk – highly sustainable production	Uses up to 80% less water and pesticides compared to field grown produce.
Risk mitigation	Provides significant protection against climate, pest and quality risk.
Productivity	Typically increases yield with a highly predictable production profile.
Financial	Limits the risks associated with loss of crop through extreme weather events.
Business optimisation	Minimises external factors such as weather and pest destruction, allowing for superior forecasting and business optimisation.
Variety	Provides the ability to grow a variety of plants in a controlled atmosphere, including the production of plants typically grown in foreign climates.



Investment overview

Section 3



3.16.1 Asset overview

Address	264 and 318 Copelands Road, Warragul VIC 3820
Property type	Precision Farm – Glasshouse
Title	Freehold
Zoning	FZ: Farming
Weighted Average Lease Expiry	19.4 years ¹
Occupancy	100% ¹
Purchase price	\$177 million
Production	Tomatoes, capsicums, cucumbers, eggplant, blueberries, carrots
Improvements	<ul style="list-style-type: none">• 33.5 hectares of glasshouse• 5.0 hectares of netted crops• 16,083 sqm of ancillary enclosed shed, distribution, warehouse and administration facilities

1. As at 30 June 2022

Investment overview

Section 3

3.16.2 Improvements

	BUILT DATE	AREA	PRODUCE
Glasshouse improvements			
Glasshouse C	2001 & 2002	40,000 sqm	Capsicums and cucumbers
Glasshouse D	2008 & 2011	108,752 sqm	Capsicum
Glasshouse E1	2018	42,900 sqm	Tomatoes
Glasshouse E2	2014	57,038 sqm	Tomatoes
Glasshouse F1	2020	42,000 sqm	Tomatoes
Glasshouse F2	2021	44,000 sqm	Tomatoes
Total glasshouse		334,690 sqm	

	BUILT DATE	AREA	PRODUCE
Ancillary Improvements			
Under net	2020	50,000 sqm	Blueberries
Enclosed shed	2010	2,962 sqm	Carrots
Packing, distribution and administration	2010 - 2018	13,121 sqm	N/A
Multiple dams			
Total ancillary		66,083 sqm	

WATER LICENSE	SOURCE	VOLUME AND USE	LICENSE NO.
Southern Rural Water	Bore – Aquifer	475 ML – Irrigation	BEE022711
South Rural Water	Surface – Moe River	26 ML – Irrigation	BEE025906
Total water licenses		501 ML	

3.17 Tenant and lease overview

Flavorite have extensive glasshouse experience, with a combined 64 hectares of glasshouse across four sites in Victoria and an international distribution pipeline that includes Harris Farm, Coles, Woolworths, Aldi and Costco.

The Investment Manager targeted Flavorite as a seed tenant partnership for the Fund, due to the company's strong ESG focus, and extensive agriculture technology.

- Flavorite Warragul's water harvesting system captures 80-90% of the site's total water requirements each year. A water sterilization system then recycles water and fertilizer that would have been lost in the irrigation process;
- Flavorite Warragul's glasshouse technology facilitates the use of low (or zero) pesticides, employing natural predators to control pests through a process known as Integrated Pest Management;
- The glasshouse facility employs light-diffusing glass that scatters the light as it enters the greenhouse, generating the best possible light transmission and photosynthetic activity resulting in greater production;
- The glasshouses are heated by natural gas, creating a Co2 by-product that is captured and pumped back into the glasshouse to enhance plant and fruit growth;
- The tenant endeavours to minimise food waste, and is a proud supporter of local surplus food charity organisations.

3.17.1 Lease details

Start date	1 December 2021
Expiry date	30 November 2041
Term	20-years
Options	4 x 5 years
Premises	100% of the property
Commencing net rent	\$10,000,000 per annum
Annual rent reviews	3.00%
Lease structure	Triple-net - the tenant is responsible for the payment of all outgoings and capital expenditure.

Overview of the Responsible Entity and Investment Manager

Section 4

4.1 Overview of the Responsible Entity

CPFL is the responsible entity of the Fund. CPFL:

- is wholly owned by Centuria Capital Group which is listed on the ASX (ASX:CNI);
- manages over \$20 billion¹ of real estate assets on behalf of retail and institutional investors (includes assets managed by related company Centuria Property Funds No. 2 Limited);
- has a successful track record of delivering strong investor returns for over 20 years;
- has extensive experience in managing commercial, industrial, retail and agricultural property investments; and
- is an award-winning fund manager that has featured in the top 10 Property Council/IPD Australia Unlisted Core Retail Property Fund Index over the last twenty-five consecutive quarters².

4.2 Overview of the Investment Manager

Centuria Funds Management Limited (CFML) is the appointed Investment Manager of the Fund. CFML is also a wholly owned subsidiary of Centuria Capital Group.

The role of the Investment Manager is to source new assets for the Fund and to manage those investments, and the Fund, on a day to day basis.

As part of Centuria, the Responsible Entity and the Investment Manager share the same senior executives, administration and staff.

4.3 Senior Executives

The Senior Executives of the Responsible Entity and Investment Manager have extensive experience in the property and funds management industry. Together they offer diverse skills with a strong property and funds management focus.



John McBain
Joint CEO

Qualifications

Diploma in Tech (Valuations),
Diploma in Urban Valuation,
University of Auckland.

John joined the Centuria Board (formerly Over Fifty Group) on 10 July 2006. He was appointed as Chief Executive Officer of the Over Fifty Group in April 2008. John was also a founding director and major shareholder in boutique fund manager Century Funds Management, which was established in 1999 and acquired by Over Fifty Group in July 2006.

Prior to forming Century, John founded property fund manager Waltus Investments Australia Limited and Hanover Group Pty Limited, a specialised property consultancy. Waltus was formed in 1995 and was one of the first dedicated property fund managers in Australia. Prior to 1990 John held senior positions in a number of property development and property investment companies in Australia, New Zealand and the UK.



Jason Huljich
Joint CEO

Qualifications

Bachelor of Commerce
(Commercial Law) University
of Auckland.

Jason became the Centuria Group Joint CEO in June 2019 after previously leading Centuria's Real Estate and Funds Management business. Jason was also a founding director and major shareholder in boutique fund manager Century Funds Management, which was established in 1999 and acquired by Over Fifty Group in July 2006. He is an Executive Director of Centuria. In his role he is responsible for providing strategic leadership and ensuring the effective operation of Centuria's real estate portfolio and funds management operations.

Jason has extensive experience in the commercial property sector, with specialist skills in property investment and funds management. He is also a past President of the Property Funds Association (PFA), which represents the \$125 billion direct property investment body in Australia, and continues to serve on their national executive.



Stuart Wilton
**Co-Head – Unlisted Funds/
Fund Responsible Entity**

Qualifications

Bachelor of Business
(Property), Member of
Australian Property Institute.

Stuart joined Centuria in 2010 and was appointed Co-Head – Unlisted Funds in July 2021. Overseeing the group's Australian unlisted property funds, he is jointly responsible for fund establishment, performance, reporting and investor relations of assets in excess of \$8 billion. The role also involves working extensively with the property team to develop and implement fund strategies, as well as working with Group Treasury to liaise with financiers to secure and renew fund debt facilities where required. Stuart previously held several key positions in the Centuria asset and funds management divisions, most recently as an Unlisted Fund Responsible Entity.

Prior to joining Centuria, Stuart worked for Potomac Realty Capital in Boston, a specialist real estate finance company focused on structured financial solutions and permanent real estate loans for all commercial property types. During his two years as a Capital Markets Analyst, Stuart was involved in closing approximately \$500 million worth of transactions across all sectors.

1. As at 31 December 2021.

2. Award winning fund manager with between three and six funds in the top 10 Property Council/IPD Australia Unlisted Core Retail Property Fund Index over the last 25 quarters.

Overview of the Responsible Entity and Investment Manager

Section 4

4.3 Senior Executives cont'd



Andrew Tout
Transaction Manager – Agriculture

Qualifications

Certificate IV in Property Services (stock and station), Executive Certificate in Rural Property Valuation, Certificate Executive Entry Program Macquarie Graduate School of Management, Certificate III and IV in Financial Services, Tier II Financial Services Accreditation, Certificate IV in Business Sales.

Andrew is Centuria's Agricultural Transactions Manager, responsible for sourcing and overseeing two unlisted funds with six properties ranging from fruit, nut and citrus orchards, to vineyards, across Australia's eastern seaboard.

Being a sixth-generational agriculturalist and with more than 25 years industry experience, Andrew is adept at managing Centuria's \$150 million agriculture portfolio. His core capabilities extend to portfolio management, acquisition evaluation and transactions, credit and risk structuring, automation and AI decision making, and gate-to-plate supply chain management.

Andrew joined Centuria in 2020 having previously held senior positions with Westpac, ANZ, Commonwealth Bank, GrainCorp, Elders, Raine & Horne and regional agricultural specialist companies such as Cargill, Tandou and Pentag.

He studied Horticultural Science at the University of Western Sydney, is a licensed Stock and Station Agent, holds a rural valuation certificate and various business and finance accreditations.

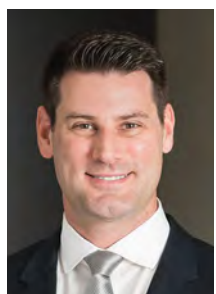


David Schwartz
Executive Director – Primewest

David is a founding Director of Primewest (part of Centuria) and has been instrumental in its growth and development. David is a professional property investor with 25 years' experience in negotiating acquisitions and overseeing the development of properties. He is a Non-Executive Director of Schaffer Corporation Ltd.

Over the past 40 years David has been involved in many different businesses including agriculture, retail, chemical manufacturing of herbicides and pesticides and distribution of a variety of consumer products. His property investments have been strongly focused on retail, commercial developments and agriculture.

Some of David's agricultural experience spans over 40 years and includes intensive vegetable farming ventures, milk and beef production.



Andrew Essey
Group Head of Transactions

Qualifications

Bachelor of Business Administration (Marketing and Economics) Radford University, Virginia, USA.

Andrew is responsible for overseeing the Group's transactions across all sectors, including the management of the transactions team of sector-focused experts. Andrew has been directly involved in over \$8 billion of acquisitions and disposals of direct real estate assets over the past 5 years while holding this position, including the purchase of Flavorite Warragul.

Andrew joined Centuria in 2013 and has held other senior positions including Fund Manager and National Leasing Manager and is a member of Centuria's Senior Executive Committee.



Ross Lees
Head of Funds Management

Qualifications

Master of Applied Finance Macquarie University, Bachelor of Business (Property Economics) UWS.

Ross is the Head of Centuria's Real Estate Funds Management business, which is responsible for both listed and unlisted property funds in the office, industrial and healthcare sectors. This includes Australia's largest ASX listed pure play office and industrial REITs (ASX:COF and ASX:CIP), as well as both open ended and closed end unlisted property funds with AUM of approximately \$13.5 billion. Ross was previously the Fund Responsible Entity of Centuria Industrial REIT (ASX:CIP), with overall responsibility for the operation, performance and strategy of the REIT.

Ross joined Centuria in 2017 and has over 15 years of investment management experience having joined Centuria from Dexu where he held senior transactional and portfolio management roles. Prior experience includes over six years at Stockland, and four years at Logos Property Australia having established and led their asset management platform.

Overview of the Responsible Entity and Investment Manager

Section 4

4.3 Senior Executives cont'd



Ben Harrop
Head of Distribution

Qualifications

Bachelor of Economics, Graduate Diploma in Applied Finance, Diploma of Financial Planning, Postgraduate Certificate in Management, Diploma from the Australian Institute of Company Directors.

Ben leads a team of professionals who proactively distribute, service and support investors and advisers. His team manages the servicing of Centuria's unlisted property funds, the diversified property fund as well as CenturiaLife investment bonds.

Ben has spent 25 years in wealth management in various senior leadership positions. Ben brings broad market experience across the full advice and product spectrum. Prior to joining the Centuria Group, Ben worked at ANZ Wealth as Head of Strategic Accounts Management and managed the distribution and research of investment, platform, private client and insurance solutions at firms such as AMP Capital, Zurich, Bankers Trust and Macquarie Bank. Ben commenced his career working in his family insurance broking business.

Ben is a Senior Associate with FINSIA (the Financial Services Institute of Australasia), and an active member of industry associations having been a judge for the AFA Rising Star of the year award.

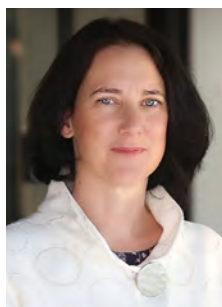


John Slater
Independent Non-Executive Director, Centuria

John was appointed a Centuria Group Independent Non-Executive Director in May 2013. John has deep experience in all financial market sectors gained over a 35 year career. He also serves on the Investment Committees of Centuria Life and the Over Fifty Guardian Friendly Society and continues to be active in Investment Committee activities of other non-aligned financial groups.

John has been investing in and managing assets in the agriculture sector for over 10 years. These investments have covered a diverse range of market sectors across both listed and unlisted assets. These include broadacre farming, almonds, cattle, cotton, poultry, softwood and grapes, over a broad geographic area of Australia. As a part of this activity he undertakes site visits on a regular basis.

On behalf of the Over Fifty Guardian Friendly Society Trust, Centuria Life Limited and personally John currently oversees over \$39m of investments in agricultural assets spread through the Northern Territory, Queensland, NSW and South Australia.



Anna Kovarik
Group Chief Risk Officer & Company Secretary

Qualifications

Australian Institute of Company Directors – Graduate, Company Directors' Course, Global Executive MBA, University of Sydney, Bachelor of Laws, Masters of Information Technology

Anna joined Centuria in July 2018 in the role of General Counsel and Company Secretary. In July 2020, Anna was promoted to Group Chief Risk Officer and Company Secretary. Prior to joining Centuria, Anna held senior corporate governance and risk management roles at ASX publicly listed entities, including Mirvac and AMP.

Anna was awarded a distinction in the Global Executive MBA program at the University of Sydney. She is qualified as a solicitor in both the UK and NSW and was a senior associate at Allens law firm in Sydney where she specialised in the areas of real estate and funds management.

Overview of the Responsible Entity and Investment Manager

Section 4

4.4 Board of Directors

The Directors of the Responsible Entity as at the date of this PDS are:



Matthew Hardy
Independent Chairman

Qualifications
Bachelor of Science (Urban Estate Surveying), ARICS (Associate of the Royal Institution of Chartered Surveyors), Graduate of the Australian Institute of Company Directors.

Matthew has been an Independent Non-Executive Director of Centuria Property Funds Limited (CPFL), since July 2013. He brings more than 30 years, senior-level experience across direct real estate, equities and funds management to the Board. His career spans UK and Australian markets in direct property valuation and consultancy for global companies including Richard Ellis (now CBRE) and Jones Lang Wootton (now JLL). Previous roles include Hambros Equities' senior REIT analyst and Barclays Global Investors' Head of Property and Director of Property Investments, where he managed property securities funds as well as Listed and Wholesale property funds.

Since 2002, Matthew has been a founding Director of real estate specialist executive search and consultancy, Conari Partners, and its corporate predecessor, Thomas Hardy. Prior to assuming his current Board positions, Matthew was General Manager to the Mirvac-managed, listed REIT, Capital Property Trust. He was also Mirvac Fund Management's Head of Investments and Developments where he drove strategy and new business development. After leaving his executive position at Mirvac, Matthew served as a Non-Executive Director of Mirvac Funds Management. He is a member of the Royal Institution of Chartered Surveyors (RICS) and the Australian Institute of Company Directors (AICD).

Matthew is also an Independent Non-Executive Director of Centuria Healthcare Asset Management Limited.



Peter Done
Independent Non-Executive Director

Qualifications
Bachelor of Commerce (Accounting) UNSW, Fellow of Chartered Accountants Australia and New Zealand.

Peter joined the Centuria Board as an Independent Non-Executive Director in November 2007. He is also Chairman of Centuria's Audit, Risk Management and Compliance Committee. He has extensive knowledge in accounting, audit and financial management in the property development and financial services industries, corporate governance, regulatory issues and Board processes through his many senior roles.

Peter hails from a 38-year career at KPMG. From 1979, he held the position of Partner until his retirement in 2006. During his 27 years as Partner, Peter was the lead audit partner for many clients, including those involved in property development, primary production and television and film production and distribution.



Darren Collins
Independent Non-Executive Director

Qualifications
Bachelor of Commerce (Accounting) UNSW, Associate of Chartered Accountants Australia and New Zealand.

Darren has been an Independent Non-Executive Director of Centuria Property Funds Limited (CPFL), since March 2015. He is also Chairman of CPFL's Audit, Risk Management and Compliance Committee. He brings extensive accounting, audit and financial management experience to the Board having been the lead financial executive for businesses operating in Asia, Australia and the USA. He has a strong background in corporate governance and regulation for listed companies.

Between 1997 and 2013, Darren was Computer Sciences Corporation (CSC)'s Vice President of Finance and Administration of several operating divisions. From 2004 to 2009, he was also a non-executive director of three IT services companies listed on the stock exchanges of Singapore, Hong Kong and Kuala Lumpur, respectively.



Elizabeth McDonald
Independent Non-Executive Director

Qualifications
Bachelor of Economics and Bachelor of Laws (Hons) University of Newcastle.

Elizabeth has had an extensive 16-year legal career, specialising in property, clean energy, native title and Aboriginal cultural heritage. She is currently a practising consultant with Chalk & Behrendt and a sessional academic in property law practice at the University of Newcastle Law School as well as being part of the University's Law School Advisory Board. Elizabeth was a 2019 recipient of an Australian Government Executive Leadership Scholarship, focused on facilitating investment in clean energy, land use planning for clean energy projects, ESG reporting and impact investing. She was admitted as a solicitor to the Supreme Court of NSW in 2006.

Elizabeth currently sits as on the following Centuria-related boards and committees:

- Centuria Property Funds Limited (Independent Non-Executive Director); and
- CPFL Audit, Risk and Compliance Committee (ARCC) (Independent Non-Executive Director).

Fees and expenses

Section 5

Did you know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower fees. Ask the fund or your financial adviser.

To find out more

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) Moneysmart website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

5.1 Fees and other costs

This section shows fees and costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund.

Information on taxation is set out in Section 7.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

The fees set out below are inclusive of the net effect of GST (i.e. net of the amount of GST recoverable from the Australian Taxation Office as ITC or RITC).

Table 1: Fund fees and costs summary

TYPE OF FEE OR COST ¹	AMOUNT	HOW AND WHEN PAID
Ongoing annual fees and costs		
Management fees and costs: The fees and costs for managing your investment ² .	Management fee payable to the Investment Manager: A management fee of 0.6% per annum of the Fund's Gross Asset Value ³ .	The management fee accrues daily and is payable monthly in arrears to the Investment Manager from the assets of the Fund.
	Expenses (excluding Abnormal Expenses): Expenses are capped at 0.35% per annum of the Fund's Gross Asset Value.	These costs are payable when incurred from the assets of the Fund.
	Abnormal Expenses: Estimated to be 0.22% of the Fund's Gross Asset Value.	These costs are payable when incurred from the assets of the Fund.
	Disposal Fee: Up to 1% of the sale price of any property in which the Fund has a direct or indirect interest.	Payable to the Investment Manager within five business days of completion of the relevant sale from the assets of the Fund. Any associated sales agent's fees are paid by the Investment Manager from this amount.
	Indirect Costs: Estimated to be 0.01% per annum of the Fund's Net Asset Value.	These costs are payable when incurred from the assets of the Fund or the assets of the interposed vehicles and reflected in the Stapled Unit Price.
	Establishment and placement fee: Establishment and placement fee of up to 2% of the gross value of any property asset acquired by the Fund directly and up to 2% of the transfer price of any property asset acquired by the Fund indirectly.	Payable to the Investment Manager from the assets of the Fund upon completion of the relevant acquisition.
Performance fee: The amounts deducted from your investment in relation to the performance of the Fund.	Estimated to be nil in the Fund's first year of operation.	The performance fee is calculated quarterly and payable once every 12 months, within 10 days of the end of the relevant 12 month period out of the assets of the Fund.

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TYPE OF FEE OR COST ¹	AMOUNT	HOW AND WHEN PAID
Transaction costs: The costs incurred by the Fund when buying or selling assets.	Estimated to be 3.10% per annum of the Fund's Net Asset Value.	These costs are payable when incurred from the assets of the Fund or the assets of the interposed vehicles and reflected in the Stapled Unit Price.
Member activity related fees and costs (fees for services or when your money moves in or out of the Fund)		
Establishment fee: The fee to open your investment.	Nil	Not applicable
Contribution fee: The fee on each amount contributed to your investment.	Nil	Not applicable
Buy-sell spread: An amount deducted from your investment representing costs incurred in transactions by the scheme.	Nil	Not applicable
Withdrawal fee: The fee on each amount you take out of your investment.	Nil	Not applicable
Exit fee: The fee to close your investment.	Nil	Not applicable
Switching fee: The fee for changing investment options.	Nil	Not applicable

Notes:

1. Fees may be payable to your financial advisor. Such fees are not included in Table 1. For more information see "Advisor remuneration" under the heading 'Additional explanation of fees and costs'.
2. The individual components of the management fees and costs are discussed in more detail in Section 5.2, under the heading 'Additional explanation of fees and costs'.
3. The management fee may be negotiated in certain circumstances. For more information see 'Differential fees' under the heading 'Additional explanation of fees and costs'.

Table 2: Example of annual fees and costs for an investment in the Fund

This table gives you an example of how the annual fees and costs for this product can affect your investment over a one-year period. You should use this table to compare this product with other products offered by managed investment schemes.

Example – Fund	Balance of \$50,000 with a contribution of \$5,000 during the year	
Contribution fees	Nil	You will not be charged a contribution fee.
PLUS management fees and costs	5.40% ¹	And , for every \$50,000 you have in the Fund, you will be charged or have deducted from your investment approximately \$2,700 each year.
PLUS performance fees	Nil	And, it is estimated you will have zero dollars deducted from your investment for performance fees in the Fund's first year.
PLUS transaction costs	3.10% ¹	And, you will be charged or have deducted from your investment \$1,550 in transaction costs.
EQUALS cost of of Fund	If you had an investment of \$50,000 at the beginning of the year and you invested an additional \$5,000 during that year, you would be charged fees and costs between \$4,250 and \$4,675. What it costs you will depend on the fees you negotiate.	

Notes:

1. These amounts represent the ratio of the Fund's estimated management fees and costs, performance fees, and transaction costs to the Fund's total average net assets on a consolidated pro forma basis for the first financial year. They include any management fees and costs, performance fees, and transaction costs incurred in the Fund's underlying investments. These amounts change over time as the costs of managing the Fund and the Fund's investments change. For example, in years where the Fund acquires a real property asset, directly or indirectly, an establishment and placement fee and transaction costs will be paid and the amounts will therefore be higher than in years when the Fund does not make an acquisition. Changes to the fees and costs of the Fund may take the form of a notice on the Fund's website. Further information is included under the heading 'Additional explanation of fees and costs'.

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5.2 Additional explanation of fees and costs

Ongoing management fees and costs

The estimated ongoing management fees and costs identified in Table 1 are the fees and costs paid for general administration of the Fund. These fees and costs are paid by the Fund and therefore indirectly by you in proportion to your investment in the Fund. A short description of each type of ongoing management fee and cost is set out in this section.

a) Management fee

This is the fee that is paid to the Investment Manager for management of the Fund. The management fee is calculated as 0.60% per annum of the Fund's Gross Asset Value (i.e., \$60 out of every \$10,000 of the Fund's Gross Asset Value). The fee accrues daily and is payable monthly.

If the Fund invests in units in an unlisted property fund managed by a Centuria entity, then any management fee paid to a Centuria entity out of the assets of the fund will be deducted from the management fee payable by the Fund. For example if a property fund managed by a Centuria entity has a management fee of 0.50% per annum of the fund's gross asset value, the Fund will only charge a management fee referable to the underlying investment of 0.10% per annum of the gross asset value of the relevant investment in the fund to ensure the total management fee on the investment does not exceed 0.60%.

b) Expenses (excluding Abnormal Expenses)

To provide Investors with certainty regarding expense recovery, the Investment Manager has capped the expenses of the Fund (excluding Abnormal Expenses) to 0.35% per annum of the Fund's Gross Asset Value. These expenses include, but are not limited to, expenses incurred establishing and maintaining registers and accounting records, compliance costs and audit, accounting and legal fees, and other expenses incurred in respect of external service providers. Subject to the expense cap, the Investment Manager is entitled to be reimbursed from the assets of the Fund as and when the Investment Manager incurs the relevant expense.

The Investment Manager will pay any expenses (excluding Abnormal Expenses) the Fund incurs above the expense cap and will be entitled to recover these expenses in future years once the Fund's Gross Asset Value reaches a sufficient level to cover the reimbursement of those expenses. The Investment Manager will only recover previously paid expenses in years when the expense cap is not exceeded and only up to the 0.35% per annum threshold in any one year. If the Investment Manager is unable to pay any expenses in excess of the cap, then the expenses will be paid by the Fund and the Fund's management fees and costs will be higher than disclosed in 'Example of annual fees and costs' in Section 5.1.

c) Abnormal Expenses

Abnormal Expenses are not included in the expense cap. These expenses are due to abnormal events and are not necessarily incurred in any given year. They include (but are not limited to) the cost of preparing a new offer document and/or marketing material for the Fund, convening and hosting a meeting of Investors, agents costs, legal costs incurred by changes to the Constitutions, or commencing or defending legal proceedings. All Abnormal Expenses will be charged to the Fund as and when they are incurred.

d) Establishment and placement fee

This is the fee that is paid to the Investment Manager for the identification and analysis of any property of the Fund, for raising equity, procuring debt and structuring the investment and acquisition process. The establishment and placement fee is up to 2.0% of the gross value of any asset acquired (directly or indirectly) by the Fund, multiplied by the legal or beneficial percentage interest the Fund has in the asset (whichever is the greater).

The fee is payable to the Investment Manager out of the assets of the Fund within 10 Business Days of payment of any amount in respect of the relevant asset. It may be payable in tranches or upon completion of the relevant acquisition. For example, if a property is directly acquired for \$20 million, the establishment and placement fee payable to the Investment Manager would be \$400,000.

When the Fund invests in another unlisted property fund where an establishment and placement fee has already been charged, the Investment Manager will not charge an additional establishment and placement fee unless the unlisted property fund has recovered its acquisition costs or the Investment Manager has negotiated a purchase price that is at a discount to the net asset value of the unlisted property fund.

When the Fund invests in a development, the establishment and placement fee may be charged on the acquisition of the land (at the time of settlement), thereafter the remaining fee will be charged upon completion of the development.

These fees are not included in the expenses cap outlined in this Section 5.2 under the heading 'Expenses (excluding Abnormal Expenses)'.

The Investment Manager is permitted to charge the establishment and placement fee on any amounts expensed on an asset for the purposes of improvement and development, however as at the date of this PDS, the Investment Manager intends to waive the fee on these amounts. The Investment Manager will give Investors 90 days' notice if it intends to charge the fee on these amounts in the future.

e) Disposal fee

This is the fee that is paid to the Investment Manager in respect of coordinating the sale of any asset in which the Fund holds a direct or indirect interest. The disposal fee is up to 1% of the actual gross sale price of the relevant asset multiplied by the legal or beneficial percentage interest the Fund has in the asset (whichever is the greater). The disposal fee will be payable to the Investment Manager out of the assets of the Fund within 5 Business Days of completion of the relevant sale.

At the time of this PDS, the Investment Manager will only charge a disposal fee on an asset if the Fund has direct interest.

For example, if a directly owned property of the Fund is sold for \$30,000,000, the disposal fee payable to the Investment Manager would be \$300,000.

This fee will not apply if the Fund invests in another unlisted property fund where a disposal fee of 1% has already been charged.

f) Indirect costs

Indirect costs are fees, costs, expenses and other amounts which the Investment Manager estimates are paid from, or incurred by the Fund, which (directly or indirectly) reduce the return of the Fund. These include amounts incurred in making direct investments and fees charged by underlying property funds in which the Fund invests (i.e. the costs of investing in interposed

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vehicle). The indirect costs incurred by the Fund depend on the Fund's portfolio composition and are generally disclosed based on amounts paid in the previous financial year. Actual indirect costs for a financial year may therefore differ from the amount disclosed in this PDS. Updated changes to the indirect cost amount will be available on the Fund's Website.

g) Performance fee

This is the fee paid to the Investment Manager as an incentive to maximise the value of the Fund's investment portfolio and return to Investors. The fee, if applicable, represents the performance of the Fund's investment portfolio in comparison to a financial benchmark. The financial benchmark for the Fund is a total return of 8.0% per annum (pre-tax, net of fees) pro-rated for the number of days in the relevant calculation period (**Benchmark**).

The Investment Manager is entitled to a performance fee of 20% of the Fund's outperformance above the Benchmark, for each 12 month period (with the first 12 month period commencing on the date Units are first issued under this PDS).

If payable, the performance fee will be paid after the end of the applicable 12 month period. However, for Unit pricing purposes, the performance fee will be calculated each quarter, by:

- calculating the outperformance for the Fund for that quarter, by subtracting the Benchmark from the Fund's performance; and
- calculating the performance fee by multiplying the result by 20%, the closing Stapled Unit Price and the number of Stapled Units on issue at the end of the calculation period.

The share of the performance fee borne by each of CAF I and CAF II is then based upon each trust's net asset value weighting, which is the relevant trust's net asset value as at the end of the most recent financial reporting period, divided by the aggregate total of each trust's net asset value at that same time.

If needed, the Investment Manager may then make a financial adjustment to the amount of the performance fee borne by each trust in respect of any calculation period, provided that the total combined performance fee payable out of the trusts is no greater than the aggregate performance fee payable by the Fund.

Over or under performance for each 12 month period will be determined by calculating the performance of the Fund for the period and comparing it against the Benchmark. This will be achieved by taking the Stapled Unit Price less accrued management fees and administration costs on the last day of the 12 month period (**Closing Stapled Unit Price**), subtracting the ex-distribution Stapled Unit Price at the commencement of the first day of the 12 month period (**Opening Stapled Unit Price**) and adding the amount of distributions paid by the Responsible Entity from the Fund per Stapled Unit during the calculation period. The result is then divided by the Opening Unit Price to determine the performance, in percentage terms (**Fund Performance**).

The Fund may also invest in units in unlisted property funds in which performance fees may be payable to the trustee or responsible entity of that trust. These performance fees may be incurred irrespective of the Fund's overall performance and will accrue in the Stapled Unit Price. The performance fee will be charged on a high watermark basis, meaning any prior underperformance must be recovered prior to a performance fee being paid.

The performance fee will be paid once a year within 10 days from the end of the relevant 12 month period and from the Stapled Fund's assets.

Example of calculation of performance fee

This example is provided for information purposes only to illustrate the calculation of the performance fee for a year. Actual results may vary significantly from those in the example. It is assumed for the purposes of this example that there has been no prior underperformance in the Fund.

Benchmark for the year	8.0%
Closing Stapled Unit Price	\$1.05
Opening Stapled Unit Price	\$1.00
Distributions per Stapled Unit for the year	\$0.06
Number of Stapled Units on issue at the end of the year	50,000,000

The Fund Performance for the year is 11%, calculated as:

$$\text{FORMULA} = \frac{(\text{Closing Stapled Unit Price} - \text{Opening Stapled Unit Price} + \text{distributions})}{\text{Opening Stapled Unit Price}}$$

(expressed as a %)

$$\text{EXAMPLE} = \frac{(\$1.05 - \$1.00 + \$0.06)}{\$1.00} = 11\%$$

The outperformance for the Fund for the year is 3% and the performance fee for the quarter is \$315,000, calculated as:

$$\text{PERFORMANCE FEE} = (\text{Fund Performance} - \text{Benchmark performance}) \times 20\% \times \text{Closing Stapled Unit Price} \times \text{the Number of Stapled Units on issue at the end of the year}$$

$$\text{EXAMPLE} = (11.0\% - 8.0\%) \times 20\% \times \$1.05 \times 50,000,000 = \$315,000$$

The share of the performance fee borne by each of CAF I and CAF II is then based upon each trust's net asset value weighting, which is the relevant Fund's net asset value as at the end of the most recent financial reporting period, divided by the aggregate total of each trust's net asset value at that same time.

The performance fee that is expected to accrue for the Fund's first financial year is estimated to be nil. This amount will change over time depending on the performance of the Fund and will be disclosed as the average performance fee accrued per annum based on previous financial years.

h) Transaction costs

Transaction costs are costs incurred by the Fund for, among other things, buying and selling direct property and other Fund assets and entering into interest rate hedging products. Transaction costs include brokerage, stamp duty, legal and tax advice, property settlement costs and amounts payable in connection with interest rate hedging products. These costs are additional to the management fees and costs and are not included in the expense cap outlined under the heading 'Expenses (excluding Abnormal Expenses)' in this Section 5.2. These transaction costs are net of any amount recovered in the buy/sell spread (which is currently zero) and are an additional cost to Unitholders.

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Typically, the costs associated with acquiring direct property will be greater than those incurred by the Fund in acquiring an indirect interest through a minority stake in a property fund. However, those property funds will themselves incur costs in purchasing real property. The impact of those costs on the Fund is dependent on the extent to which those costs are reflected in the unit price at which the Fund invests.

The Investment Manager estimates total gross transaction costs in the Fund's first full financial year will be 3.10% of the Fund's Net Asset Value or \$1,550 for every \$50,000 investment in the Fund. This estimate is based on the projected transaction costs to be incurred by the Fund in its first full financial year.

The Fund's transaction costs are entirely dependent on the investment mix and activity of the Fund and are disclosed based on amounts expected to be paid in the Fund's first full financial year. Actual transaction costs for a financial year may therefore differ from the amount disclosed in this PDS. Updated changes to the transaction costs amount will be available on the Fund's Website.

Transaction costs incurred by the Fund include the following:

TRANSACTION COST	AMOUNT (% OF GROSS ASSET VALUE)	HOW AND WHEN PAID
Due diligence costs	0.31%	Payable when incurred from Fund assets
Stamp duty	1.28%	As above
Professional fees, incl. legal, accounting and tax	0.06%	As above
Property acquisition costs	0.03%	As above
Total	1.68%	

Stamp duty

Stamp duty is a tax levied on the purchase of property and is incurred at settlement. The duty payable will vary from state to state, and will generally comprise the largest portion of total transaction costs incurred by the Fund when purchasing an asset. Stamp duty is payable at the time the Fund takes ownership of a property, paid from the assets of the Fund, and will be reflected in the Stapled Unit Price.

Consultancy fees

When the Fund purchases an asset, the Investment Manager will engage various consultants to complete due diligence on the investment opportunity. Consultants will be engaged to review the target property, tenant(s) and market. These consultants will generally include independent valuation firms, research houses, Centuria's in-house asset management team and law firms.

Following the identification of a target asset, the Investment Manager will also usually seek legal and tax advice in order to ensure the purchase is compliant with law and tax regulations.

Consultancy fees will be incurred at various stages during a transaction, paid from the assets of the Fund, and reflected in the Stapled Unit Price.

i) Member related costs

Buy/sell spread

The buy/sell spread (where applied) is a portion of the transaction costs that is recovered from Investors by the Responsible Entity when issuing and redeeming Stapled Units. The buy/sell spread affects the issue price and the withdrawal price. The issue price (the price at which a Stapled Unit may be acquired) is calculated by adding the applicable buy spread to the prevailing Stapled Unit Price. The withdrawal price (the price at which a Stapled Unit may be redeemed) is calculated by subtracting the applicable sell spread from the prevailing Stapled Unit Price. The difference between the issue price and the withdrawal price is referred to as the buy/sell spread.

The buy/sell spread is set by the Responsible Entity and may change as a result of changes in the underlying transaction costs incurred by the Fund.

At the time of this PDS, there is no buy spread or sell spread. The buy/sell spread will be reviewed on a regular basis. The Responsible Entity may introduce or vary the buy/sell spread from time to time and prior notice may not be given. The buy/sell spread will not be paid to the Responsible Entity but rather retained as an asset of the Fund.

j) Professional service fees

The Responsible Entity or Investment Manager are entitled to pay any person (including any third-party or related-body corporate of the Responsible Entity or Investment Manager) for services provided to the Fund including property management fees, development management fees, facilities management fees, managing agents' fees and leasing fees relating to the properties.

All such fees are on normal commercial rates.

For more detail on related party transactions and the conflicts-of interest policy, refer to Section 8.6.

k) Adviser remuneration

The Responsible Entity and Investment Manager will not pay any commission to financial advisers or other intermediaries. Investors are able to direct the Responsible Entity to pay an amount on their behalf to their adviser.

l) Differential fees

The Responsible Entity or Investment Manager may negotiate special fee arrangements with Investors who are Wholesale Clients under which it reduces or rebates fees to those Investors.

Such special fee arrangements will not adversely impact upon the fees that are paid by other Investors as set out in this section. A copy of the Responsible Entity's unit pricing policy is available free of charge by contacting the Responsible Entity.

m) Changes to fees and expenses

The Responsible Entity may change the fees and expenses of the Fund referred to in this PDS. As at the date of this PDS, the Investment Manager intends to waive the establishment and placement fee on any amounts expensed on an asset for the purposes of improvement and development. The Investment Manager will give Investors 90 days' notice if it intends to charge the fee on these amounts in the future. The Responsible Entity will provide Investors at least 30 days' notice of any other proposed increase in fees or expense recoveries or introduction of new fees.

The maximum fees chargeable by the Responsible Entity as set out in the Constitution of each of CAF I and CAF II are the same as those outlined in this section.

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n) Waiver or deferral of fees

The Responsible Entity or Investment Manager may at its discretion:

- partially or fully waive any fees to which it is entitled; or
- defer payment of fees to which it would otherwise be entitled, on the basis that it may recover the deferred fees from the assets of the Fund at a later date.

o) GST and tax

All the fees in this Section 5 are inclusive of the net effect of GST (i.e. includes GST net of input tax credits and any available reduced input tax credits). The Fund may not be entitled to claim a reduced input tax credit in all instances. Under the Constitutions, the Investment Manager is also entitled to recover an additional amount from the Fund on account of any GST liability it has in relation to the above fees. More information on tax (including GST) is set out in Section 7.



Investment considerations and risks

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This section describes the areas the Responsible Entity and Investment Manager believe to be the key risks associated with an investment in the Fund. These risks have been separated into specific investment risks and general investment risks. Some of the risks are outside the control of the Responsible Entity and Investment Manager, and you should read this PDS in its entirety to gain an understanding of the risks associated with an investment in the Fund.

This PDS contains forward-looking statements based on certain assumptions that are inherently uncertain. Actual events and results of the Fund's operations could differ materially from those anticipated. Some of the risks may be mitigated by the use of safeguards and appropriate systems and actions, but some are outside the control of the Responsible Entity and Investment Manager and cannot be mitigated.

The Responsible Entity and Investment Manager do not forecast or guarantee any rate of return in terms of income or capital or investment performance of the Fund. The value of the Stapled Units will reflect the performance of the investments made by the Fund and current market conditions. There can be no certainty that the Fund will generate returns or distributions to the satisfaction of Investors.

Investors can undertake several steps to help minimise the impact of risk. First, seek professional advice suited to your personal investment objectives, financial situation, and particular needs. Second, only make investments with a risk level and time frame recommended by your professional advisor.

It is also not possible to identify every risk associated with investing in the Fund. Investors should note that this is not an exhaustive list of the risks associated with the Fund.

6.1 Risks specific to the Fund

Stapled Unit Price risk

The Stapled Unit Price will be calculated daily. Its movement will reflect the value of the underlying assets in the Fund. If the Fund's property asset values fall, or the value of the A-REITs or property fund investments held by the Fund falls, then this will be reflected in the Stapled Unit Price. At any time, the Stapled Unit Price may be different to the Fund's NTA per Stapled Unit as a result of the unamortised acquisition costs incurred in the Fund acquiring assets as described in Section 3.4.

Liquidity risk

Despite the Fund offering certain liquidity opportunities as described in Sections 3.8 and 3.9, there may be circumstances where the Responsible Entity is not able to satisfy withdrawal requests within the timeframes specified, or at all. The ability to withdraw (in part or in full) at any particular time is not promised nor guaranteed. It may be difficult for the Responsible Entity to maintain the limited quarterly withdrawal facility and to offer any periodic liquidity events. This may occur as a result of, for example, movements in the property market, withdrawal requests exceeding the Fund's available liquid assets or the Fund not being able to realise sufficient assets in a timely manner or at an optimal sale price. This may also occur if a holder of Stapled Acquisition Units makes a large withdrawal request. This may result in a reduction of the available liquidity to satisfy withdrawals under the Fund's limited quarterly withdrawal facility and affect the Responsible Entity's ability to return capital to Investors.

Notwithstanding the Responsible Entity's current intentions, the market conditions may mean that it has to suspend the withdrawal opportunities disclosed in this PDS. Under the Constitution of each trust, the Responsible Entity is allowed up to 365 days in which to accept any withdrawal request. A withdrawal request submitted during a quarter which is not satisfied, either in whole or in part, automatically rolls over to the following quarter, unless the Investor requests otherwise or the Responsible Entity suspends withdrawals. Any withdrawal requests rolled over to the next period (quarter) do not have priority, but form part of the pool of new withdrawal requests for that next quarter.

Further, notwithstanding the above, if the Fund ceases to be 'liquid' for the purpose of the Corporations Act, the Responsible Entity will only be able to provide withdrawal opportunities in accordance with the Corporations Act.

A-REIT price risk

The Fund may invest in ASX-listed A-REITs. These assets are held primarily for liquidity purposes. The target allocation for such A-REIT investments is up to 10% of the total assets of the Fund. Being a listed investment, A-REITs will move in value on a daily basis in line with the broader securities market. Such movements may not be reflective of the underlying value of those A-REITs and may be affected by investor sentiment or other broader market or economic factors.

Cash holding risk

The Fund's assets include cash or cash-like products. These assets are held primarily for liquidity purposes. The target allocation for cash or cash-like products is up to 10% of the total assets of the Fund. At times, the Fund may hold greater than this target in cash or cash-like products. If cash rates are lower than property yields, this will lower the earnings and distributions of the Fund. Cash or cash-like product holdings are likely to be larger than the target allocation when:

- large cash inflows are received;
- pipeline assets or investments in other unlisted property or funds are unavailable; or
- the time is prior to an asset acquisition or after the sale of an asset. The Fund's cash or cash-like holdings are reviewed regularly.

Leveraged investment and interest rate exposure

The Fund may incur borrowings in order to acquire particular direct real property assets for the Fund, and for other purposes, such as development, acquisition of operational assets or to assist funding withdrawals. These borrowings create leverage, which magnifies the potential or risk of capital gains and losses.

The Fund's cost of borrowing is exposed to changes in interest rates. There is the risk that adverse changes in interest rates may have an impact on the Fund's distributions.

A fall in the value of one or more of the real property assets of the Fund or the net income derived from those properties, including as a result of changes in interest rates, it could result in a breach of a borrowing condition. If there is a default of the debt facility, the financier may enforce its security against the Fund's assets and, amongst other things, sell one or more of the Fund's assets.

The Fund may require financing in the future and there is no certainty that debt funding will be obtained or will be obtained on favourable terms.

Investment considerations and risks

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As a leveraged investment, the Fund is subject to the terms and conditions of the Fund's debt facilities, including its key covenants. Breaches of these covenants or any other default of terms may enable the financiers to take action against the Fund.

In addition, as the Fund may hold units in unlisted property funds or listed A-REITs, which may themselves be geared, any default or breach of covenants by those funds or A-REITs in respect of their debt facility or any increases in the interest rates applicable to those underlying debt facilities may have an adverse impact on those funds or A-REITs. This may, in turn, cause the Fund's income and distributions to Investors to be adversely affected. The Investment Manager does not take into account the gearing of any A-REITs held by the Fund in calculating the Fund's look-through gearing ratio.

No guarantee of investment returns

Neither the performance of this investment nor the repayment of capital is guaranteed by the Responsible Entity, Investment Manager, or any financier.

Conflicts of interest

Where the Fund invests in units in unlisted property funds, it will predominately invest in the Centuria Capital Group's own funds where this aligns with the strategy of the Fund and the Responsible Entity considers is in the best interests of Investors. Such investments will be made in accordance with Centuria's conflicts-of-interest procedures and otherwise on arms-length commercial terms.

It is a core aspect of Centuria's value-add proposition that it actively manages the assets in which it invests and it does not seek to outsource property, facilities and development management to third-party service providers. Where appropriate, entities within the Centuria Capital Group will undertake property, facilities and development management. These entities may be related to the Responsible Entity and Investment Manager and accordingly, the appointment and ongoing monitoring of each related party will occur in accordance with Centuria's conflicts-of-interest procedures.

Contractual risks

The Fund has entered into, and may in the future enter into, legal documents and contracts in relation to numerous aspects of the Fund's operation, for example, the investment management agreement, the property management agreement (which are with related entities), property development arrangements and tenancy arrangements. The Fund may be adversely affected where a party fails to perform under these agreements. The Fund is also party to an implementation deed (and associated completion deed) with Florivite and other parties - see Section 8.

Portfolio risk

The Fund aims to invest in a diversified portfolio of agricultural properties. Investors are exposed to the inherent risks associated with the Fund's direct property investments. For example:

Environmental contamination risk

If any of the properties are contaminated, the value of the property and the use of the relevant property for farming purposes may be adversely impacted. There may be undiscovered soil or groundwater contamination or other environmental problems that could require investigation or remediation. If environmental claims or violations do arise, the Fund could be required to conduct costly investigations or clean-ups. Environmental concerns could also cause a reduction in resale prices. The Fund will undertake due diligence investigations on properties to be acquired to mitigate this risk as far as reasonably possible.

Weather and climate risk

Extreme weather events, including fire, frost, floods, storms, hail or drought may result in damage to crops, livestock or infrastructure at the properties and may adversely impact on the financial performance of the Fund. Additionally, climate is one of the biggest risk factors impacting on the agricultural sector's performance. Climate change may have a number of adverse impacts on the agricultural productivity at the properties, which may adversely impact the operating capability and financial position of the properties' tenants. Extreme weather events and climate change may also adversely impact the earnings of the tenants from time to time, which in turn may have an adverse impact on the aggregate rent received by the Fund, the distributions that can be paid to Investors and, in the longer term, the value of the properties.

Commodity price and production risk

Australian livestock and commodity prices are determined by macroeconomic supply and demand dynamics. For example, tomato prices are determined by factors in the domestic and international tomato markets, product type, seasonal factors (such as the timing and length of the growing season) and consumer preferences. There is no guarantee that previous commodity prices or production results will be achieved or will increase in the future. Any negative movement in production and global and domestic commodity pricing, particularly for beef, milk and the various fruits, vegetables and nuts produced at the properties, and fluctuations in the cost of farming inputs, including fertiliser, insecticides and livestock feed, may have an adverse effect on the tenants' earnings from time to time, which in turn may have an adverse impact on the aggregate rent received by the Fund and, in the longer term, may adversely impact on the value of the properties.

Exchange rate risk

The Fund's revenues will be usually generated in Australian dollars. However, a substantial proportion of the livestock and products produced by the Fund's tenants are sold in the world market and typically traded in US dollars. Additionally, some agricultural input costs such as fertiliser and fuel may be payable in US dollars. Accordingly, any appreciation or depreciation of the Australian dollar against the US dollar as well as other adverse exchange rate movements could have an impact on the Fund's future financial performance and position.

Loss of commodity markets

A proportion of the livestock and products which may be produced at acquired properties are expected to be exported to offshore markets. If key offshore markets become inaccessible to Australian livestock or agricultural products or if it becomes uneconomic to export Australian livestock or agricultural products to these markets by virtue of a rising Australian dollar, government or regulatory actions (including tariffs or restrictions) or other reasons (such as increases in shipping or transport costs or import/export fees), this may adversely impact the tenants' earnings from time to time, which in turn may adversely impact on the aggregate rent received by the Fund and, in the longer term, may adversely impact on the value of the properties. Domestically, the tenants are likely to sell their produce to a number of customers including several large supermarket chains and other retailers. If a retailer does not stock or refuses to stock the produce produced by the tenants, this may have an adverse effect on the tenants' revenue, which in turn may have an adverse impact on the aggregate rent received by the Fund and, in the longer term, this may have an adverse impact on the value of the properties.

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Increased competition

The agricultural livestock and produce market is competitive. Increased supply or the addition of new and/or superior product varieties by existing and new competitors to the tenants' businesses may threaten the tenants' market position and the prices it can command from the market. If the tenants are unable to compete effectively, the tenants' earnings may be adversely impacted from time to time, which in turn may adversely impact on the aggregate rent received by the Fund and, in the longer term, may have an adverse impact on the value of the properties.

Disease and other horticultural risk

Livestock and plantings at the properties may be exposed to disease or insect infestation. If the tenants' produce is unable to be sold due to the impacts of disease or insect infestation, this may adversely affect the tenants' earnings from time to time, which in turn may have an adverse impact on the aggregate rent received by the Fund. If the tenants are unsuccessful in combatting the disease or insect infestation, the value of the properties may also be adversely impacted in the long term.

Tenant operational risk

As the land and infrastructure assets that will be owned by the Fund will be leased, the Fund will not usually be directly exposed to agricultural operational risk. However, operational risks faced by tenants, such as the availability and cost of labour, maintenance of sales contracts, changes to the market power of significant customers and key suppliers, and availability and access to water, may impact on the tenants' earnings from time to time. This may have an indirect adverse effect on the aggregate rent received by the Fund and, in the longer term, may adversely impact on the value of the properties. The Fund might from time to time itself acquire an interest in operations associated with a property, in which case it could also be more directly exposed to these sorts of operational risks. In addition, the specialist nature of the Fund's targeted assets means that in the event of a default by or insolvency of a tenant which leads to termination of its lease, it may take some time to locate a suitable tenant or operator to take over the farming or other operations being carried out in the relevant property.

Access to water

The businesses of the Fund's tenants require sufficient access to water, either under water licences or by purchase on the spot market. If existing water rights are reduced or terminated, or the cost of purchasing water on the spot market increases (including due to factors outside the control of the Fund), this may have an adverse effect on the tenants', and therefore the Fund's, financial performance. Prolonged drought conditions and changes in government can increase the risk of regulatory changes, which may result in adverse modifications to existing water rights.

Financial services licensing risk

The Responsible Entity is subject to strict regulatory and compliance arrangements under the Corporations Act and ASIC policy. If a breach or series of breaches by the Responsible Entity of the Corporations Act or the terms of its AFSL is significant and not resolved to ASIC's satisfaction, ASIC may take action to suspend or revoke its AFSL which in turn may adversely impact the ability of the Fund to operate until a new responsible entity is appointed.

Investment pipeline

The Fund will hold higher levels of cash, cash-like products and A-REITs in circumstances where it is unable to identify suitable real property or unlisted property fund investments for the Fund. The increased exposure to cash, cash-like products and A-REITs will change the risk profile of the Fund and may adversely affect the Fund's returns and NTA.

The Investment Manager believes it has a strong network in the Australian agriculture sector and entrenched relationships that will allow it to source a regular pipeline of investment opportunities for the Fund. The Fund will predominately invest in direct property or other Centuria agriculture related managed investments, and additional inflows will be held in cash, cash-like products or invested in A-REITs.

Refinancing risk

The Responsible Entity and Investment Manager may seek to refinance the Funds' existing debt facilities with a facility secured against all of the assets of the Fund. The Fund's ability to refinance the facilities on favourable terms is dependent on a number of factors including:

- the general economic and political climate;
- the state of debt capital markets;
- the performance, reputation and financial strength of the Fund; and
- the short term impact of COVID-19 pandemic related disruption.

Changes to any one of these underlying factors could lead to an increased cost of funding or impact the ability to attract funding. An inability to refinance the Fund's existing debt facilities (either on acceptable terms or at all), or any increase in the cost of such funding, may adversely impact performance and financial position of the Fund.

COVID-19 risks

The COVID-19 pandemic continues to impact local and global economies. It is unknown how long the pandemic will last and what the ultimate effect will be on the broader global economy. The COVID-19 pandemic could adversely impact the revenue of some of the tenants in the properties of the Fund which, in turn, may result in those tenants failing to generate sufficient revenue to meet rental payments and, in some cases, sustain their business.

In addition, as a result of reduced revenue, the Investment Manager may be required to provide rent abatements or reductions to some tenants which could materially impact the income of the Fund. Any failure of a tenant to pay rent, rent abatements or a reduction in demand will impact the Fund's revenue. This may have a negative impact on distributions to Investors and the value of the Fund's investments. Please see 'Fall in Fund revenue' in Section 6.2 for further information.

The COVID-19 pandemic may also affect or heighten other disclosed risks relating to the Fund. These include:

Valuation risk

The economic uncertainty caused by the COVID-19 pandemic has caused market volatility. It may also reduce the number of property transactions which provide evidence for property valuations. Market volatility and a lack of evidence to value properties means the Investment Manager, or independent valuers, may be unable to value the Fund's properties with a high degree of certainty.

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In addition, market volatility may impact the Investment Manager's ability to value the Fund's liquid assets or forecast distributions from its liquid assets.

If the Investment Manager is unable to value the Fund's properties or liquid assets, the Responsible Entity and Investment Manager may be unable to calculate the Stapled Unit Price with any certainty (see 'Stapled Unit Price risk'). The Responsible Entity may have to suspend withdrawals in the event it cannot properly value the Fund's assets.

Risk of breaching banking covenants

To the extent that the Fund's properties are used as security for debt facilities, a material fall in the value of one or more of the properties or the net income derived from the properties due to the COVID-19 pandemic could result in a breach of a borrowing condition. If there is a default of the debt facility, the financier may enforce its security against the Fund's assets and, amongst other things, sell one or more of the Fund's assets. Please see 'Leveraged investment and interest rate exposure' (above) for further information.

Market volatility may also impact the Responsible Entity's and Investment Manager's ability to refinance existing debt or secure debt to acquire further properties at what they consider to be reasonable interest rates.

Liquidity risk

The market conditions caused by the COVID-19 pandemic may result in an increase in Investors requesting to withdraw from the Fund. An increase in withdrawal requests, may reduce the liquid assets available to the Fund to satisfy redemptions. In addition, as discussed above, market volatility may impact the Responsible Entity's and Investment Manager's ability to value its liquid assets or forecast distributions from its liquid assets.

An increase in withdrawal requests or an inability to value liquid assets may mean that the Responsible Entity has to suspend the withdrawal opportunities disclosed in this PDS. Further, if the Fund ceases to be 'liquid' for the purpose of the Corporations Act, the Responsible Entity would only be able to provide withdrawal opportunities in accordance with the Corporations Act. Please see 'Liquidity risk' (above) for further information.

Changes to government policy and regulations

Changes to legislation, regulations and government policies as a result of the COVID-19 pandemic may impact the returns of the Fund. For example, containment measures may impact the revenue of the tenants in the Fund's properties.

Development/supply risk

The economic uncertainty caused by the COVID-19 pandemic has caused supply chain volatility. This may negatively impact the delivery, timing and cost of any development that the Fund invests in.

6.2 Risks specific to property schemes

Fall in Fund revenue

The Fund's income is largely dependent upon tenants paying rent in accordance with lease terms. There is a risk that a tenant may default on the terms of the lease or that the Fund does not provide agreed minimum service standards, either of which could result in a reduction in rental income for the Fund, and additional expenses associated with releasing the tenancy or enforcement action.

There is also a risk that through agreement or through requirement of government regulation or legislation, the Investment Manager may provide rental deferral, rental abatement or waiver of rent, to tenants. In addition, the specialist nature of the Fund's targeted assets means that in the event of a default by or insolvency of a tenant which leads to termination of its lease, it may take some time to locate a suitable tenant or operator to take over the farming or other operations being carried out in the relevant property.

Vacancy periods or periods of rental deferral, abatement or waiver may have an adverse impact on the Fund's net income and distributions, the Fund's ability to comply with its debt covenants, the capital value of a property investment and potentially the Stapled Unit Price.

Potential decline in property values

The value of a property is closely linked to rental income, occupancy levels, tenant quality, lease terms, location, supply and demand factors, economic conditions, and may also be impacted by environmental risks (such as land contamination or the cost of removing potentially hazardous materials). Changes to any of these elements will affect the value of the investment.

There is no guarantee that any direct or indirect property investment will increase in value or that the value of any property investment will not fall.

A decline in property values may impact any loan covenants of the Fund and the Fund may be required to reduce its borrowings through the sale of assets, additional capital raising or retaining distributions.

Force majeure risk

Natural phenomena may affect the Fund's assets or the assets of underlying funds in which the Fund invests. There are events including certain force majeure events and terrorist attacks for which insurance cover is not available or the Fund does not have cover. This would result in a loss of capital, in turn reducing the value of Units and returns.

Outgoings

Where leases entered into by the Fund in respect of any real property assets are on a gross basis, the Fund is required to meet all outgoings incurred in connection with the relevant properties. If outgoings are greater than those anticipated, there will be an adverse impact on the Fund's financial performance. Conversely, if outgoings are less than those anticipated, there may be a positive impact on the Fund's financial performance.

Development risk

The Fund intends to invest (directly or indirectly) in properties that are subject to development. Development properties are subject to additional risks associated with the timing, completion and cost of the development.

Unexpected capital expenditure

There is a risk that capital expenditure requirements in respect of any real property asset in which the Fund has an interest may exceed expectations. This may result (directly or indirectly for the Fund) in increased funding costs and the Responsible Entity may need to reduce or suspend distributions.

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6.3 General investment risks

Legal and counterparty risk

The Fund may, in the ordinary course of business, be involved in possible litigation and disputes. For example, tenancy disputes, environmental and occupational health and safety claims, industrial disputes and any legal claims or third-party claims.

A material or costly dispute or litigation may affect the value of the assets or the expected income of the Fund. The Fund has entered into, and may in the future enter into, legal documents and contracts in relation to numerous aspects of the Fund's operation, for example, property management arrangements, custody arrangements, debt financing arrangements, property development arrangements and tenancy arrangements. The Fund may be adversely affected where a party fails to perform under these agreements.

Economy and market conditions

There is the risk that changes in the economy and market conditions may affect asset returns and values, which in turn, result in reduced distributions and may adversely affect the Stapled Unit Price.

The overall investment performance of the Fund may be affected by changing economic or market conditions. These may include movements in interest rates, exchange rates, securities markets, inflation, consumer spending, employment and the performance of individual local, state, national and international economies.

Insurance risk

Any losses incurred due to uninsured risks or breaches of insurance policy conditions may adversely affect the performance of the Fund. Increases in insurance premiums may also affect the performance of the Fund. Insurance premium increases could occur, for example, due to external market factors, or if the Fund claims under any insurance policy for significant losses in respect of the portfolio.

Any failure by the company or companies providing insurance (or any reinsurance) may adversely affect the Fund's ability to make claims under its insurance. Also, most insurance policies have a minimum excess.

There are also certain events for which insurance cover is not available or for which the Fund does not have cover. If the Fund is affected by an event for which it has no insurance cover, this would result in a loss of capital and a reduction to the Stapled Unit Price and overall Investor returns. An event of this type could also result in an increase in insurance premiums.

Tax risk

Changes to taxation law and policy might adversely impact the Fund and Investors' returns. Investors are advised to seek professional taxation advice in relation to their own position, however, it is not possible to predict future changes to taxation law or policy.

Regulatory risk

There is the risk that changes in any law, regulation or government policy affecting the Fund's operations (which may or may not have retrospective effect) will have an effect on the Fund's investments and/or the Fund's performance.



Taxation information

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7.1 Australian tax

7.1.1 General

The Section below provides a general summary of the Australian income tax, capital gains tax (**CGT**), goods and services tax (**GST**) and stamp duty implications of acquiring and disposing of interests in the Fund.

The comments in this Section deal only with the Australian tax implications of investing in the Fund if you:

- are a resident for Australian income tax purposes (other than section 7.1.9 below); and
- hold your Stapled Units on capital account.

The comments do not apply to you if you:

- are not a resident for Australian income tax purposes (other than section 7.1.9 below);
- hold your Stapled Units as revenue assets or trading stock (which will generally be the case if you are a bank, insurance company or carry on a business of trading in Stapled Units); or
- are subject to the 'TOFA provisions' in Division 230 of the Income Tax Assessment Act 1997 in relation to the Stapled Units.

The taxation and stamp duty implications of an investment in the Fund will vary depending upon your particular circumstances. Accordingly, you should seek and rely upon your own professional advice before concluding on the particular taxation and stamp duty treatment that will apply to you.

CPFL and its officers, employees, taxation or other advisers do not accept any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

This taxation summary is necessarily general in nature. It is strongly recommended that each Fund Investor seeks their own independent professional tax advice applicable to their particular circumstances.

This taxation summary does not constitute financial product advice as defined in the Corporations Act. This summary is confined to taxation issues and is only one of the matters you need to consider when making a decision about your investments. You should consider taking advice from a licensed adviser, before making a decision about your investments.

7.1.2 Investment in a stapled security

Each Stapled Unit is a stapled security that will consist of:

- a Centuria Agriculture Fund I (**CAF I**) Unit; and
- a Centuria Agriculture Fund II (**CAF II**) Unit.

For Australian income tax purposes, CAF I and CAF II are separate and distinct entities. Each unit in CAF I and CAF II will be a separate capital gains tax (**CGT**) asset. The Stapled Units will be treated for CGT purposes (including the CGT discount rules) as having been acquired when the Responsible Entity issues or allots the Stapled Units to the Investor.

The cost base of the units in CAF I and CAF II acquired by Investors will comprise the amount paid by Investors for those units plus certain incidental costs incurred in respect of the acquisition. There should be no adverse taxation implications for Investors associated with the acquisition and stapling of their units in CAF I and CAF II.

7.1.3 CAF II (Public Trading Trust)

CAF II is expected to be a public trading trust on the basis that it is a Public Unit Trust and controls a "trading business". We note that the tests to determine whether CAF II is a public trading trust are applied on a year by year basis. If CAF II is a public trading trust at any time during an income year, it will be treated as a company for most Australian income tax purposes and will be liable to Australian income tax on its net income at the corporate tax rate (currently 30%).

7.1.3.1 Distributions from CAF II

Distributions to Investors from CAF II will be assessable on the same basis as corporate dividends (i.e. in the income year in which they are paid). The distributions may be either franked or unfranked.

Subject to our comments below, Investors may be required to gross up CAF II dividends included in assessable income for any franking credits attached to the CAF II dividends and may be entitled to a franking tax offset equal to the franking credit. Excess franking tax offsets (that is, where franking tax offsets exceed income tax payable) may give rise to tax refunds for certain Investors.

The availability of a tax offset in relation to franking credits attached to CAF II dividends is subject to the "holding period rule" which, in summary, provides that the Investor must have held their interests in CAF II "at risk" for more than 45 days (disregarding the days of acquisition and disposal). If an Investor does not satisfy the holding period rule, the amount of the franking credit attached to a CAF II dividend would not be included in the assessable income of the Investor and the Investor would not be entitled to the franking tax offset. However, this holding period rule does not need to be satisfied if the \$5,000 de minimis rule applies. This rule applies to individuals that have a total franking credit entitlement of less than \$5,000 for the financial year.

Investors should obtain their own independent advice as to the application of the holding period rule to their own specific circumstances. The rate of tax payable by each Investor will also depend on the individual circumstances of the Investor.

7.1.3.2 Return of capital from CAF II

Certain distributions from CAF II may be treated as a return of capital. Returns of capital are not treated as assessable dividends but are applied to reduce the cost base of the Investor's units in CAF II. A capital gain will arise where the return of capital exceeds the cost base of the CAF II units.

7.1.4 CAF I (Flow Through Trust)

It is expected that CAF I will be a "flow through" trust (and not a public trading trust) such that the trustee of CAF I will not be liable to pay tax on the net income it derives each year on the basis that it will only carry on "eligible investment business". CAF I will be administered such that the Investors will be 'presently entitled' to the income of CAF I each year and therefore will be taxable on their share of CAF I's net income each year.

7.1.4.1 Managed Investment Trust & Attribution Management Investment Trust

The Responsible Entity may use its reasonable endeavours for CAF I to qualify as a 'managed investment trust' (**MIT**) for both income tax and withholding tax purposes, although this is ultimately subject to satisfying various requirements, some of which will be determined by the make-up of the Investors. The Responsible Entity does not guarantee that CAF I will meet the requirements to be a MIT.

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MITs that meet certain eligibility criteria regarding 'clearly defined rights' may elect to become an Attribution Managed Investment Trust (**AMIT**). Provided that CAF I is eligible to be an AMIT, the Responsible Entity may arrange for CAF I to elect into the AMIT regime. Once an AMIT election is made, the election is irrevocable.

The AMIT regime includes the following measures:

- A mechanism for the taxable income and tax offsets of CAF I to be attributed to unit holders on a "fair and reasonable" basis, rather than being distributed proportionally based on trust income. This aims to ensure that the income retains the tax character it had in the hands of its unitholders and the trustee is not liable to tax on any undistributed income.
- An ability for under estimations and over-estimations of attributed amounts at the trust level to be carried forward and adjusted in the year in which the variation is discovered.
- Deemed fixed trust status.

If CAF I is an AMIT, Investors will be issued an AMIT Member Annual (**AMMA**) Statement each year instead of an annual tax statement. The AMMA Statement will set out the components of attributed income and other relevant tax information to assist Australian resident Investors with the preparation of their income tax returns.

Investors should seek their own advice on the potential impact of the Responsible Entity choosing for the AMIT regime to apply to the CAF I.

7.1.4.2 Distributions from CAF I

Investors will be subject to Australian income tax on their proportionate share of the net taxable income of CAF I for the relevant year, irrespective of whether actual distributions differ from the net taxable income of CAF I.

Distributions may also include tax deferred distributions, which arise where the net taxable income of CAF I is lower than the cash distribution amount for the period (e.g. such as due to tax deductions arising for capital allowances on assets). Tax deferred distributions are not immediately assessable to Investors when received but are applied to reduce an Investor's cost base in their units. This reduction in cost base will impact on the calculation of any taxable capital gain or capital loss on any disposal, redemption or transfer of the Units.

If the aggregate tax deferred distributions received from CAF I reduces an Investor's cost base in the Units in CAF I to nil, any further tax deferred distributions received from that trust are assessable as capital gains to the Investor in the income year they are received.

If the AMIT regime applies (refer above), distributions of taxable income that are in excess of cash distribution for the same period should result in an increase to the cost base of the Investor's investment in CAF I.

Where the AMIT regime applies, Investors will be able to identify the categories of distributions from the AMMA Statement which will be issued by the Manager each year to assist Investors in preparing their tax returns.

7.1.5 Disposal of Property by the Fund

From time to time, CAF I may dispose of property investments.

Distributions to Investors may include net capital gain, CGT discount and CGT concession components which typically result from CAF I's disposal of property. The CGT discount rules operate such that where CAF I derives a capital gain in respect of an asset held for at least 12 months, it should be entitled to a 50% discount in the calculation of the taxable capital gain that is distributed to Investors.

Where a distributed capital gain includes a discounted capital gain component, the Investor is required to 'gross up' that amount by the discount applied by CAF I (i.e. 50%). The gross capital gain prior to discount is then included in the calculation of the Investor's net capital gain or loss. Australian resident Investors who are individuals, trusts and complying superannuation funds may then be entitled to apply their own capital losses from other investments and/or the CGT discount.

The CGT concession component of a distribution typically represents the portion of a gross capital gain which is excluded from the calculation of CAF I's taxable capital gain due to the CGT discount.

Subject to the comments above regarding the calculation of the Investor's net capital gains, a CGT concession amount should not be assessable when received by Investors. Further, there will be no reduction in cost base of the Units held by the Investor in respect of the CGT concession component of a CAF I distribution.

For completeness, on 8 May 2018 the Government announced an integrity measure to prevent MITs and AMITs from applying the 50% discount at the trust level. The Government has since announced that the start date would be revised from 1 July 2020 to the income years commencing on or after 3 months after the legislation receives royal assent. Under the measure, MIT and AMITs that derive a capital gain will still be able to distribute the income as a capital gain that can be discounted in the hands of the beneficiaries. The measures have yet to receive royal assent.

7.1.6 Disposal of Stapled Units

On any future disposal of Stapled Units in the Fund, an Investor will be disposing of the Units in each CAF I and CAF II.

Investors will:

- make a capital gain if the applicable capital proceeds are greater than the cost base of the Units in CAF I or CAF II; or
- make a capital loss if the applicable capital proceeds are less than the reduced cost base of the Units in CAF I or CAF II.

The time of the CGT event will be the date when the Investor enters into the contract for the disposal of the Stapled Units.

Investors must include any realised capital gain or loss in their net capital gain calculation for the income year.

The capital proceeds received in respect of the disposal of each Stapled Unit will need to be apportioned on a reasonable basis as capital proceeds received in respect of the disposal of those underlying units in CAF I and CAF II. The relative market values of the units at the time of disposal may be considered a reasonable basis for apportioning the capital proceeds received by an Investor.

In determining the cost base or reduced cost base of a Stapled Unit, an Investor will need to take into account any returns of capital and tax deferred distributions received in respect of their Units. Australian resident Investors who are individuals, trusts and complying superannuation funds may be entitled to apply the relevant CGT discount to a capital gain to the extent that it is included in their net capital gain for the income year provided that they have held their Units for a continuous period of at least 12 months.

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7.1.7 Tax file number

Investors are not required to quote their tax file number (**TFN**) or Australian Business Number (**ABN**) in relation to an investment in the Fund. However, if an Investor does not quote a TFN (or ABN where appropriate) or provide an appropriate TFN exemption, tax may be required to be deducted from distributions at the current rate of 47%.

7.1.8 Other Australian taxes

7.1.8.1 Goods and Services Tax (GST)

The acquisition or disposal of the Stapled Units (CAF I and CAF II) are registered or required to be registered for GST will be classified as a "financial supply" for Australian GST purposes. Accordingly, Australian GST will not be payable in respect of amounts paid for the acquisition or disposal of the Stapled Units. No GST should be payable in respect of distributions paid to Investors. Subject to certain requirements, there may be a restriction on the entitlement of Investors registered for GST to claim an input tax credit for any GST incurred on costs associated with the acquisition or disposal of Stapled Units (e.g. lawyer's and accounts' fees).

Investors should seek their own tax advice on the impact of GST as relevant to their own particular circumstances.

7.1.8.2 Stamp Duty

No stamp duty is payable by Applicants on acquisition of Stapled Units under the Offer which comprise an interest of less than 20% in the trust (when aggregated with interests held by associated persons).

In the event that an Applicant, alone or together with associated persons, acquires an interest of 20% or more, landholder duty may apply at rates of up to 6.5% based on the unencumbered market value of the underlying landholdings in the Fund. This includes circumstances where the unitholder's interest increases to 20% or more as a result of a redemption of units in the Fund or as result of reinvestments under the DRP. Where the increase occurs within 3 years of the acquisition of Stapled Units under this Offer, landholder duty may apply to the entire aggregated holding (i.e. the Stapled Units acquired under this Offer and the additional increase).

7.1.9 Non-Resident Taxation

Statutory deductions of Australian withholding tax and income tax will be made from distributions of Australian sourced taxable income to non-resident Investors, as relevant.

7.1.9.1 Dividends paid by CAF II

Australia does not impose dividend withholding tax on dividends paid to non-residents to the extent that the dividends are franked. Franked dividends give rise to Non-Assessable Non-Exempt (**NANE**) income for Non-Resident Investors.

Unfranked dividends paid to non-residents will be subject to dividend withholding tax at a rate of 30%. However, a reduced rate of dividend withholding tax may apply where the recipient is a tax resident of a country with which Australia has a valid Double Taxation Agreement (**DTA**) and is a qualified person for the purposes of the applicable DTA.

7.1.9.2 Fund payments made by CAF I

Given the nature of the assets, income and capital gains derived by CAF I are likely to be partially or wholly comprised of agricultural income, and therefore fund payments made by CAF I are likely to give rise to non-concessional MIT income (**NCMI**) which is subject to a 30% non-concessional withholding tax rate.

7.1.9.3 Capital Gains

Generally speaking, non-resident Investors should only be subject to tax in Australia on the disposal of their Stapled Units where either:

- the non-resident Investor and its associates have an interest of 10% or more in the Fund and more than 50% of each CAF's value is directly or indirectly attributable to taxable Australian property; or
- the Stapled Units are used in carrying on business through an Australian permanent establishment.

Non-residents seeking to invest in the Fund should obtain tax advice for their specific circumstances.

7.2 New Zealand tax

7.2.1 Introduction

This Section provides a general summary of the New Zealand income tax and goods and services tax (**GST**) implications of holding Stapled Units in the Fund.

The comments in this Section deal only with the New Zealand tax implications of the acquisition, holding and disposal of interests in the Fund if you are a New Zealand resident for income tax purposes and assumes that no Investor together with their associates holds, or will hold, more than 10% of the total Units of either CAF I or CAF II.

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The New Zealand tax implications of the acquisition, holding and disposal of interests in the Fund will vary depending upon your particular circumstances. Accordingly, you should seek and rely upon your own professional advice.

The Responsible Entity, its respective officers, employees, tax or other advisers do not accept any liability or responsibility in respect of any statement concerning tax consequences, or in respect of the tax consequences.

This tax summary is necessarily general in nature. As above, it is strongly recommended that you seek your own independent professional tax advice applicable to your particular circumstances.

7.2.2 Treatment of holding Stapled Units

Stapled Units should be treated as two separate assets for New Zealand income tax purposes, being the CAF I Units and CAF II Units. We refer to these collectively as Stapled Units below.

The New Zealand income tax implications of holding Stapled Units will depend on whether the Stapled Units are subject to tax under the ordinary tax regime or the Foreign Investment Fund (FIF) regime.

7.2.3 Tax treatment under the ordinary tax regime

An Investor will be taxed under the ordinary tax rules if the Investor is a New Zealand resident natural person or a trustee of an eligible trust and does not hold offshore investments (**FIF interests**) (including offshore equities and/or units in a foreign unit trust, but excluding, amongst other things, shares in most Australian resident companies listed on the ASX) the total cost of which is more than NZ\$50,000, unless the Investor elects otherwise.

Under the ordinary tax rules:

- distributions received should be taxable income for Investors. A corresponding foreign tax credit may be available for any Australian withholding tax levied on the distribution (see Section 7.1.9 above), subject to conditions;
- if the Stapled Units are held on capital account, any gains/losses derived on the disposal of the Stapled Units should be a non-taxable capital gain for New Zealand tax purposes; and
- if the Stapled Units are held on revenue account, any gains/losses derived on the disposal of the Stapled Units should be subject to New Zealand income tax.

Broadly, Stapled Units will be held on revenue account if the Investor:

- derives an amount from the sale of the Stapled Units from carrying on or carrying out a profit-making undertaking or scheme; or
- acquired the Stapled Units for the purpose of disposing of them; or
- is engaged in the business of dealing in investments of this nature; or
- the Stapled Units are otherwise on revenue account.

Such classification is fact-specific and may vary on a case-by-case basis. We recommend investors retain appropriate documentation which may support capital or revenue classification.

7.2.4 Tax treatment under the FIF regime

For Investors taxed under the FIF regime, the New Zealand income tax implications of holding Stapled Units will depend on the calculation method the Investor has elected for their FIF interests in the relevant income year. The most commonly used methods to compute FIF income in the case of investments in overseas

funds/foreign companies have been summarised below. Under the Fair Dividend Rate (**FDR**) method, actual returns from the Fund (including distribution and gains/losses on the sale of Stapled Units) will be ignored (except in the case of Stapled Units acquired and disposed of in the same year), and Investors will be subject to New Zealand income tax on a deemed rate of return (broadly, 5% is applied to the market value of their FIF interests at the beginning of the year).

If an Investor bought and later sold Stapled Units in the same income year, then the Investor will have additional taxable income equal to either:

- the actual gain from the Stapled Units both bought and sold during the income year (including any distributions paid on them) (quick sale gain method). For this purpose, the last Stapled Unit acquired is deemed to be the first sold; or
- 5% of the difference between the greatest number of Stapled Units the Investor held at any time during the income year and the number of Stapled Units the Investor held at the beginning or end of the year (whichever produces the smaller difference), multiplied by the average cost of all Stapled Units acquired during the income year (peak holding method). A slightly different version of this method is used by Investors that are managed funds.

Under the Comparative Value (**CV**) method, if an Investor is an individual or family trust and its actual realised and unrealised return from its total portfolio of offshore equity investments is lower than the amount calculated under the FDR method described above, then the Investor can elect to be taxed on its actual realised and unrealised returns (including dividends).

The Cost method is generally used when use of the FDR method is allowed under the New Zealand tax laws, but it is not practical because the Investor cannot determine the market value of the FIF as at the beginning of the year (e.g. in case of investments in unlisted foreign companies where unit prices are not readily available). The Cost method is similar to FDR, except that 5% is applied to the opening cost of the investor's FIF interests.

The application by an Investor of a certain method for calculating taxable income under the FIF regime in respect of Stapled Units may have implications for other investments that the Investor holds that are also subject to the FIF regime. Overall, the Investor must apply the method consistently to all of their FIF investments in that income year (unless the FIF interests are of different classes or tax laws prevent/prescribe the use of a particular method).

An Investor will also need to make certain elections in respect of how amounts are converted to New Zealand dollars.

A corresponding foreign tax credit should be available for any Australian withholding tax levied on distributions against the New Zealand tax liability on FIF income.

The FIF regime described above is subject to various exceptions. Investors should seek specific tax advice if they believe the FIF regime may apply to them.

7.2.5 GST

There are no New Zealand GST implications in relation to the acquisition and disposal of interests in the Fund.

Additional information

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8.1 Cooling-off rights

At all times when the Fund is 'liquid' for the purposes of the Corporations Act, direct Investors who are not Wholesale Clients have a 14 day cooling-off period.

During the cooling-off period, eligible Investors may cancel their investment by notifying the Responsible Entity (see the Directory at the back of this PDS for the Responsible Entity's contact details). The cooling-off period for an eligible Investor commences on the earlier of the date they receive their confirmation notice or five business days after the allotment of Stapled Units.

If an eligible Investor cancels their investment during the applicable cooling-off period, then the amount repaid to them may be adjusted in accordance with the Corporations Act to reflect any increase or decrease in the value of their investment, any tax or duties payable by the Responsible Entity and administration expenses and transaction costs associated with the acquisition and termination of their investment.

The right to cooling-off terminates immediately if an eligible Investor exercises a right or power under the terms applicable to Stapled Units under this PDS.

A cooling-off period will not apply to an investment in the Fund where:

- the Fund is not 'liquid' for the purposes of the Corporations Act;
- the investment arises from the reinvestment of distributions under any DRP; or
- the investment arises from an additional investment made pursuant to the Fund's regular reinvestment plan.

Indirect Investors should consult their IDPS Operator about any cooling-off rights they have in relation to their investment.

8.2 Gearing policy

Gearing is the level of debt finance that is used to purchase properties or manage the capital expenditure within a fund. Gearing increases the exposure of Investors to movements in the value of the underlying properties in which a fund invests. It can magnify capital gains, however, it can also magnify capital losses. A highly geared fund will have a lower asset buffer to rely on in times of financial stress.

The gearing ratio for the Fund is calculated on a look-through basis using the following formula in accordance with RG 46:

$$\text{GEARING RATIO} = \frac{\text{total interest-bearing liabilities}}{\text{total assets}}$$

The target gearing in the Fund is 45% to 55%. The maximum look-through level of gearing is 55%. If the Fund's assets fall in value the Fund's look-through level of gearing may be higher than 55%, in which case the Investment Manager will implement a strategy to return the look-through gearing level of the Fund to 55% or below. At times the level of gearing may move out of the target range. This will primarily occur at times prior to the acquisition or after the sale of direct property assets.

If the level of gearing increases, the headroom over LVR covenant reduces and interest costs may increase.

Borrowings are generally secured by the properties held by the Fund. This means that repayment of these borrowings ranks ahead of an Investor's interest in the Fund.

Most facilities will also have conditions that enable the financier to call on the loan if Investors exercise their rights to remove and replace the responsible entity of the fund.

If the Fund's borrowings are to mature within a short timeframe, it will need to refinance. There is a risk that refinancing will be on less favourable terms or not available at all.

The Investment Manager calculates the gearing of the Fund on a look-through basis meaning that when the Fund invests in a property fund that is already geared, it takes that property fund's gearing into account (on a proportional basis to the Fund's investment in that property fund) along with any borrowings the Fund has directly.

The look-through gearing calculation does not include debt that may be held in ASX-listed A-REITs.

The Responsible Entity and Investment Manager maintain and comply with a written policy in relation to the management of gearing and interest cover at an individual facility level for their funds.

The gearing policy requires a fund's gearing to be set by management from the outset. The level of gearing is determined on a fund-by-fund basis based on factors including lender and investor appetite, finance pricing at various gearing levels and ensuring there is sufficient headroom for anticipated financial covenants. Also taken into consideration are expectations of short-term funding requirements for any building works, tenant incentive's etc.

Each financier will set an LVR covenant. This covenant is the maximum percentage level of gearing the Fund can hold relative to asset values under the financing facility. If this covenant is breached, the financier may exercise its rights under the facility agreement including the imposition of higher interest margins or forcing the sale of the property (or properties) secured by the relevant loan. It is for this reason that the Investment Manager will seek to set gearing with headroom over the covenant.

A specific LVR target is not set beyond the requirement to seek headroom over the covenant at refinance and then to manage the facility within that covenant.

If financing/refinancing is sought to increase direct gearing within a fund, this will only occur in accordance with a fund's capital management plan and it must be in the best interests of unitholders and in accordance with the fund constitution and disclosure documents.

The Investment Manager monitors the Fund's compliance with key borrowing conditions, including the LVR and ICR basis at formal monthly treasury meetings and a monthly property executive committee meeting. During these meetings, management will take active steps to manage key debt covenants where possible. The measures available to manage LVR and ICR covenants for the Fund will vary and are subject to commentary in the Investment Manager's quarterly Investor updates.

Where a covenant is breached, the Responsible Entity and Investment Manager will work in consultation with the financier to take appropriate steps to manage the breach and to do so in the best interests of Investors.

A copy of the gearing policy is available on request from the Responsible Entity.

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8.3 Interest cover policy

A geared fund will incur an interest expense that will increase with the size of the loan or interest rate margins applied by the financier. A higher geared fund will be more sensitive to interest rate movements.

An interest cover ratio (**ICR**) is a measure of a fund's ability to meet its interest expenses from the earnings of the fund. The ICR is a key indicator of a fund's financial health.

The closer a fund is to an ICR of one (1), the closer the fund's cash flow is to meeting interest expenses only. If the ICR falls below one (1), the fund earnings are insufficient to meet interest expenses.

Each financier will set an ICR covenant. The covenant will set the minimum ICR that the fund must hold.

The following ICR formula as set down by RG 46 is used by the Responsible Entity and Investment Manager to calculate the Fund's ICR:

$$\text{ICR} = \frac{\text{EBITDA} - \text{unrealised gains} + \text{unrealised losses}}{\text{interest expense}}$$

The Responsible Entity and Investment Manager maintain and comply with a written policy in relation to the management of the LVR and ICR at an individual credit facility level for their funds.

The policy requires management to endeavour to maximise the headroom between the forecast ICR for the Fund over that of the debt ICR covenant. A specific target ICR is not set beyond the requirement to seek headroom over the covenant at refinance and then to manage the facility within that covenant.

See Section 8.2 for further detail on Centuria's LVR policy.

As set out in Section 8.2, a copy of Centuria's gearing policy, which includes the LVR and ICR policy, is available on request from the Responsible Entity.

8.4 Raising further capital

The Responsible Entity may, at a future date, decide to raise further capital for the Fund by means of a number of methods including:

- discounted pro-rata rights offer to all Investors;
- issuing of separate classes of Stapled Units with different rights; or
- operation of a distribution reinvestment program.

The Responsible Entity and Investment Manager and associates are permitted to acquire Stapled Units in the Fund via future capital raisings. The Responsible Entity and Investment Manager may also enter into arrangements (including through the provision of finance) with underwriters or other entities to facilitate a purchase of Stapled Units including, for example, to secure the acquisition of an asset for the Fund. Any fees payable to underwriters or other entities to acquire Stapled Units will be paid for by the Responsible Entity or Investment Manager out of its own funds and will have no effect on the Fund or its returns.

8.5 Valuation policy

The Responsible Entity and Investment Manager maintain and comply with a written valuation policy for the valuation of property assets held by each of their property funds that meets ASIC's RG 46 Benchmark 4.

Under the valuation policy, valuations are classified as either an internal valuation or an independent valuation. An internal valuation is a directors' valuation approved by the Responsible Entity's board. An independent valuation is a valuation undertaken by an external valuer in accordance with the Responsible Entity's policy. Both internal and independent valuations may be adopted for the purposes of statutory and financial reporting or to advise unitholders in a fund of the current market value of a property.

All properties are independently valued prior to their purchase by any of Centuria's registered managed investment schemes. The Responsible Entity's valuation policy also requires investment properties to be independently valued at least once every 24 months. However, in practice, independent valuations are generally conducted annually for each of Centuria's registered managed investment schemes, or at such other times required by a fund's financier.

An internal valuation is generally undertaken at each other reporting date (i.e. 30 June, 31 December) when an independent valuation does not occur. While annual independent valuations are generally conducted, a further independent valuation will be conducted within two months of the directors determining that there is likely to be a material change in the value of a property. This will usually arise where the directors identify a material change during the process of completing a directors' valuation. All external valuers engaged to conduct an independent valuation must be approved valuers on the Responsible Entity's valuation panel and can only be appointed to the panel if they meet criteria in relation to qualifications, registration, experience and independence. The Responsible Entity's valuation panel is also designed to provide a diversity of valuers.

The Responsible Entity's policy requires adequate rotation of valuers such that no valuer may perform an independent valuation more than three times consecutively on a particular property. A valuer appointed from the valuation panel must also have no conflicting interests.

Valuations are generally conducted on an 'as is' basis using either a discounted cash flow or capitalisation approach.

The capitalisation approach is the primary method and involves dividing the annual fully leased net market income of a property by the appropriate capitalisation rate. The capitalisation rate is determined by analysing recent sales with similar characteristics to the subject property, and calculating what the annual net market income of the property is as a percentage of the sale price. The discounted cash flow approach, which complements the capitalisation approach and essentially acts as a check method, allows an investor or owner to make an assessment of the property's current value and likely long-term return based on rental and capital growth assumptions over an assumed investment horizon, which is generally 10 years.

To obtain a full copy of the valuation policy at no charge, please contact the Responsible Entity.

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8.6 Conflicts of interest policy and procedures for related party transactions

The Responsible Entity and Investment Manager maintain and comply with Centuria's written group-wide conflicts-of-interest policy that governs the way in which conflicts-of-interest are managed.

Centuria's conflicts-of-interest policy requires these conflicts to be assessed and steps implemented by Centuria's compliance team to manage the conflict. The board of Centuria must also consider and approve any conflicts-of-interest measures.

If the Responsible Entity or Investment Manager transact with a related party, they will be required to obtain member approval or ensure that the transaction is conducted on commercial, arm's length terms, or otherwise meets one of the exceptions in accordance with law. The Responsible Entity and Investment Manager must also ensure that the appointment is in the best interests of Investors.

Where the Fund is to be invested in an investment or fund managed by a Centuria Capital Group entity, the Responsible Entity and Investment Manager must ensure such investment is on arm's-length terms and in the best interests of Investors.

Through the application of Centuria's conflicts-of-interest policy, the Responsible Entity and Investment Manager are committed to:

- identifying and monitoring all potential conflicts-of-interest, and avoiding conflicts-of-interest where this is the only way to properly protect Investors' interests;
- taking appropriate steps to ensure the fair treatment of the Fund and all Investors potentially impacted by the conflict and that the Responsible Entity and Investment Manager act in the best interests of the Investor; and
- dealing in an open manner and disclosing their conflicts-of-interest wherever this is likely to be relevant to Investors.

For more detail on Centuria's conflicts-of-interest policy and procedures for related party transactions, please contact the Responsible Entity.

As at the date of this PDS, a related party of the Responsible Entity and Investment Manager, Centuria Life, holds 50 percent of the existing Units in the Fund. These are Acquisition Units. This is because Centuria helped fund the acquisition of Flavorite Warragul. It is intended that Centuria Life's Acquisition Units will be redeemed, using the proceeds raised from Investors under this PDS. Centuria Life's investment in the Fund was made on arms'-length terms and the amount to be received by Centuria Life for redemption of its Units will also be on arms'-length terms, reflecting the value of the Fund's assets. Depending upon the total amount of capital raised under this PDS, it is possible that Centuria Life may retain some Acquisition Units in the Fund. Centuria Life may also transfer its Units to other Centuria entities, on arms'-length terms.

8.7 Instructions

Subject to the requirements outlined, or as stipulated by us, you, or persons authorised by you, can provide instructions (quoting your Investor number) in writing, by facsimile, or by any other method allowed by us from time to time. By investing in the Fund, you authorise us to accept instructions provided by these methods.

8.8 Investors' right to information

Each Fund is likely to be a "disclosing entity" and as such, the Responsible Entity is subject to regular reporting and disclosure obligations. Copies of documents lodged at ASIC in relation to the Fund may be obtained from or inspected at an office of ASIC. Investors have a right to obtain a copy of the following documents, that are accessible via the Fund Website:

- The annual financial report for the Fund most recently lodged with ASIC.
- Any half-year financial report for the Fund lodged with ASIC.
- Any continuous disclosure notices for the Fund given to ASIC.

The Responsible Entity meets its continuous disclosure requirements by way of website disclosure which complies with ASIC's good practice guidance and accords with industry best practice. The reports the Responsible Entity makes available to Investors via the Investor Portal include the following:

- Distribution statements or statements of account and transaction summaries.
- Investment and withdrawal notices (for all account movements).
- Annual tax statements and annual periodic statements.
- Other information that may be shared with you via post or electronically.

Investors may also use the Fund Website to keep track of the Stapled Unit Price, current information on the property investments and other important information about the Fund.

8.9 Anti-Money Laundering and Counter-Terrorism Financing Act 2006

The *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) (**AML Legislation**) is aimed at addressing money laundering in Australia and the threat to national security caused by terrorism. The Responsible Entity may be required under the AML Legislation to collect identification information from you and to verify your identity from original or certified copies of specified documents. Further details of the anti-money laundering regime, including what identification information and documentation you are required to provide, are set out in the Application Form.

By applying for Stapled Units, you agree to the following:

- you will supply, or procure the supply of, any documentation and other evidence and perform any acts to enable the Responsible Entity to comply with the AML Legislation;
- if we suspect that an Investor is in breach of the AML Legislation applicable in Australia or elsewhere, or we believe it is required to take action under any laws relating to the AML Legislation or any other applicable law in Australia or elsewhere, we may take any action we consider appropriate, including transferring an Investor's Stapled Units and refusing or ceasing to provide you with services, in order to comply with any laws relating to the AML Legislation or any request of a relevant authority. The Responsible Entity will not be liable for any resulting loss; and
- we may at our absolute discretion, with or without notice to you, disclose or otherwise report the details of any transaction or activity, or proposed transaction or activity, in relation to the Fund (including any personal information, as defined in the *Privacy Act 1988* (Cth) that an Investor may have provided to us) to any reporting body authorised to accept reports under any laws relating to the AML Legislation applicable in Australia or elsewhere.

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8.10 Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act (**FATCA**) is a US law that came into effect on 1 July 2014 and impacts Investors worldwide. FATCA attempts to minimise US income tax avoidance by US persons investing in assets outside the US, including through their investments in foreign financial institutions. FATCA requires reporting of US persons' direct and indirect ownership of non-US accounts and non-US entities to the US Internal Revenue Service (**US IRS**).

The Australian Government has entered into an Inter-Governmental Agreement (**IGA**) with the Government of the United States of America for reciprocal exchange of taxpayer information. Under the IGA and enacted legislation, 'Reporting Australian Financial Institutions' have due diligence and reporting obligations.

The Fund may be a 'Reporting Australian Financial Institution' under the IGA and may therefore comply with applicable FATCA obligations as determined by the FATCA provisions, the IGA and any associated guidance from the ATO. These obligations, if applicable, include (but are not limited to) identifying and documenting the status of Investors in the Fund, and identifying any reportable as a US person, US controlled entity or a non-complying FATCA financial institution. The Fund may be then obligated by law to report certain information on reportable Investors to the ATO which may in turn report this information to the US IRS.

In order for the Fund to comply with its applicable FATCA obligations, the Investment Manager may be obligated to request certain information from Investors. The Tax Information Form included with the Application Form must be completed by all Investors and requires self-certification of an Investor's tax status under Australian FATCA rules. This may be used by the Investment Manager to determine if reporting is required in relation to your investment in the Fund. Information that is required to be reported may be reported by the ATO to the US IRS.

The Fund and the Responsible Entity are not liable for any loss an Investor may suffer as a result of the Fund's compliance with FATCA.

The Responsible Entity will also provide information about the Fund's FATCA status when required so that FATCA withholding is not applied to payments received on its investments (for example dividends paid on US securities). If the Responsible Entity (on behalf of the Fund) suffers any amount of FATCA withholding and is unable to obtain a refund for such withholding, the Responsible Entity (on behalf of the Fund) will not be required to compensate Investors for any such withholding and the effects of these amounts will be reflected in the returns of the Fund.

This information is of a general nature only. Please consult your tax advisor should you wish to understand the implications of FATCA to your particular circumstances.

8.11 Common Reporting Standards

The Common Reporting Standard (**CRS**) is a global reporting standard for the Automatic Exchange of Information developed by the Organisation for Economic Co-operation and Development (**OECD**). Australia has signed the multilateral convention and legislation to implement CRS in Australia to be administered by the ATO. CRS commenced for Australian financial institutions on 1 July 2017, with the first reporting of information in 2018. Under CRS, Australian financial institutions' have due diligence and reporting obligations.

The Fund is an Australian financial institution under CRS and must therefore comply with its CRS obligations and any associated guidance from the ATO. These obligations include (but are not limited to) the Fund documenting the status of Investors that are non-residents of Australia and certain entities controlled by non-residents of Australia. The Fund is then obligated by law to report on certain information for applicable Investors to the ATO which may in turn report this information to the tax authority in the applicable jurisdictions.

In order to comply with its CRS obligations, the Responsible Entity is obligated to request certain information from Investors. Certain information collected will be reported to the ATO which may in turn report this information to the tax authority in applicable jurisdictions. Penalties can apply if Investors fail to provide the information or provide false information.

Neither the Fund nor the Responsible Entity are liable for any loss an Investor may suffer as a result of its compliance with CRS.

This information is of a general nature only. Please consult your tax advisor should you wish to understand the implications of CRS to your particular circumstances.

8.12 Privacy

By signing the Application Form, you acknowledge and agree that your personal information may be handled by the Responsible Entity, the Investment Manager and the Registry in the manner set out below.

Your completed Application Form will provide personal information about you to the Responsible Entity, the Investment Manager and the Registry. The Responsible Entity, Investment Manager and the Registry on their behalf, will hold and use your personal information to process your application for Stapled Units, service your needs as an Investor, provide facilities and services that you request and carry out appropriate administration. If you do not complete the Application Form in full, the Responsible Entity may not accept your application for Stapled Units.

The Corporations Act and Australian taxation legislation requires information about you (including your name, address and details of the Stapled Units you hold) to be included in the Register. The information must continue to be included in the Register if you cease to be an Investor.

The Responsible Entity, Investment Manager and the Registry may disclose your personal information for purposes related to your application or investment to their agents and service providers, to related entities of the Responsible Entity, and to organisations and government entities.

Where those entities, government agencies and organisations are located outside Australia, the Responsible Entity, Investment Manager and the Registry may be required to transfer your personal information overseas where it may not receive the level of protection afforded under Australian law.

Information contained in the Register is also used to facilitate distribution payments and corporate communications (including financial results and annual reports and other information that the Responsible Entity and Investment Manager may wish to communicate) and compliance by the Responsible Entity and Investment Manager with legal and regulatory requirements.

The Responsible Entity and Investment Manager may also use your personal information for direct marketing, product management, development, and for other reasonable purposes subject to your consent being obtained during the application process.

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The Responsible Entity and Investment Manager may disclose your personal information for these purposes to its related entities, service providers and other organisations.

You can request access to your personal information or obtain further information about the Responsible Entity's privacy practices by contacting the Registry.

You may be required to pay a reasonable charge to the Registry in order to access your personal information. The Responsible Entity will aim to ensure that the personal information it retains about you is accurate and up-to-date. To assist with this, please contact the Registry if any of the details you have provided change.

If you establish that information held about you is not accurate or up-to-date, then the Responsible Entity will take reasonable steps to correct it. In accordance with the requirements of the Corporations Act, information on the Register will be accessible by members of the public.

If you do not consent to the Responsible Entity using or disclosing your personal information in these ways, please notify the Registry at:

Boardroom - Centuria Investor Services
GPO box 3993
Sydney NSW 2001

Email: property.enquiry@centuriainvestor.com.au

You can get access to and correct the personal information about you that the Responsible Entity holds or a copy of Centuria's privacy policy by contacting its Privacy Officer on (02) 8923 8923. You can also review Centuria's full privacy policy at: centuria.com.au/privacy. Centuria's privacy policy contains information about how you can complain about a breach of the Australian Privacy Principles and how we will deal with such a complaint.

8.13 ASIC relief

ASIC has granted the following relief in relation to the Fund:

Responsible Entity's powers and responsibilities

ASIC has granted relief in relation to each trust under Sections 601FC(1) and 601FD(1) of the Corporations Act to allow the Responsible Entity and its officers to act in the best interests of Investors in their capacity as holders of units in both trusts rather than the interests of Investors as holders of units in one trust.

ASIC has granted relief in relation to each trust under Sections 601FC(1) and 601FD(1) of the Corporations Act to allow the Responsible Entity, its officers and employees to have regard to the interests of Investors in their capacity as holders of units in both trusts in performing their obligation to not make use of information in order to cause detriment to those Investors.

ASIC has granted relief in relation to each trust under Sections 601FD(1)(e) and 601FE(1)(b) of the Corporations Act to allow the officers and employees of the Responsible Entity to have regard to the interests of Investors in their capacity as holders of units in both trusts in performing their obligation to not make use of their position in order to cause detriment to those Investors.

ASIC has granted relief in relation to each trust under Section 601LC of the Corporations Act to allow financial benefits to flow across the Fund without the approval of Investors.

Issue of Stapled Units

ASIC has granted relief in relation to each trust under Section 1012D(3) of the Corporations Act to allow the offer of Stapled Units issued under any DRP without a product disclosure statement.

Application proceeds

ASIC has granted relief in relation to each trust under Section 1017E of the Corporations Act to exempt the Responsible Entity from the requirement to hold application moneys in respect of new Stapled Units in a single bank account.

8.14 Constitutions

Each of CAF I and CAF II has been registered by ASIC as a managed investment scheme under Chapter 5C of the Corporations Act. The respective rights and obligations of the Responsible Entity and Investors are governed by the Constitution of each trust, the Corporations Act together with any exemptions and declarations issued by ASIC and the general law relating to trusts. A copy of each Constitution is available free of charge by contacting the Responsible Entity.

The Constitutions of CAF I and CAF II are consistent with one another and also containing provisions governing the stapling of Units in each of CAF I and CAF II.

8.15 Investment management agreement

The Responsible Entity has entered into an investment management agreement with the Investment Manager, a related party, to provide investment management services in respect of the Fund. In return, the Investment Manager is entitled to receive the fees set out in Section 5.

Under the investment management agreement, the Investment Manager's appointment is for a minimum term of five years, which will then automatically renew after the end of each five year period. If the Fund is listed on the ASX within the first five years, then the initial term will be extended to end five years after the listing date. The Responsible Entity may terminate the agreement without cause after the initial term, with the approval of Investors via an ordinary resolution. The Responsible Entity has other customary rights to terminate the agreement, such as for unremedied default by the Investment Manager under the agreement. If the agreement is terminated by the Responsible Manager without cause, then termination fees will be payable to the Investment Manager, equal to 24 months of management fees, but based on the Gross Asset Value of the Fund at the time. Also see Section 8.6.

8.16 Property Management agreement

The Responsible Entity has entered into a property management agreement with Centuria Property Services, a related party, to provide property management services in respect of the Fund. In return, the Investment Manager is entitled to receive management fees, which will be determined on a property by property basis, but will not exceed 3% of the property's gross operating income. Leasing fees may also be payable on a property by property basis.

Under the agreement, Centuria Property Services' appointment is for a minimum term of five years, which will then automatically renew after the end of each five year period. If the Fund is listed on the ASX within the first five years, then the initial term will be extended to end five years after the listing date.

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The Responsible Entity may terminate the agreement without cause after the initial five year term, with the approval of Investors via an ordinary resolution. The Responsible Entity has other customary rights to terminate the agreement, such as for unremedied default by Centuria Property Services under the agreement. If the agreement is terminated by the Responsible Manager without cause, then termination fees will be payable to Centuria Property Services, equal to two times the fees paid by the Responsible Entity to Centuria Property Services in the 12 months up to termination, as well as the reimbursement of all reasonable costs and expenses incurred by Centuria Property Services in effecting its removal. Also see Section 8.6.

8.17 Stapling deed

The Responsible Entity is subject to certain obligations in relation to the Stapled Units and the operation of the Fund under a stapling deed. The stapling deed requires the Responsible Entity to facilitate the operation of CAF I and CAF II as a stapled fund and governs matters relating to Stapled Units.

8.18 Implementation Deed

The Responsible Entity, Flavorite and other parties are parties to an implementation deed (and associated completion deed), governing the basis on which Flavorite Warragul was acquired and Flavorite acquired its Units, as well as governing Flavorite's agreed exit from the Fund. Under these deeds, a Centuria entity has an option to purchase Flavorite's Units, which can be satisfied via a redemption of the Units. Flavorite also has an option to require that the Centuria entity purchase its Units. It is intended that the Fund will redeem Flavorite's Units, using the capital raised under the Offer. As is usual for a transaction of this type, Flavorite has rights to take action against certain Centuria entities (including the Responsible Entity as responsible entity of the Fund) if obligations are not complied with under the deeds.

8.19 Complaints

CPFL is committed to responding to customers' concerns as quickly and efficiently as possible. CPFL has in place an internal and external complaints resolution processes to ensure that CPFL works to resolve complaints as efficiently as possible.

If you have a complaint, please contact the Responsible Entity using the contact details set out in the Directory at the back of this PDS. If you are not satisfied with the response you receive or if you wish to submit a written complaint, you may write to us at:

Centuria Property Funds Limited Complaints Resolution Process
Level 41, Chifley Tower
2 Chifley Square
Sydney NSW 2000

Email: compliance@centuria.com.au

Please provide the reason for your complaint and any other additional details. We will acknowledge your complaint within one Business Day of receiving it, or as soon as practicable. The Responsible Entity will either try to resolve your complaint or put you in contact with someone who is better placed to resolve the complaint. A response to your complaint will be provided within 30 days of receipt. If we cannot provide a response within 30 days, we will notify you of the reasons for the delay.

If you are not satisfied with the response we provide you in respect of your complaint, you may contact the Australian Financial Complaints Authority. Its contact details are:

Australian Financial Complaints Authority
GPO box 3
Melbourne VIC 3001

Phone: 1800 931 678

Email: info@afca.org.au

Web: www.afca.org.au

Please note that a complaint must have gone through the Responsible Entity's complaints handling process before it can be referred to the Australian Financial Complaints Authority.

8.20 Related Party Management Agreement(s)

The Responsible Entity may enter into one or more property management agreements with a related party within the Centuria Capital Group to provide property management, development management or facilities management services in respect of any direct properties held by the Stapled Fund. The Responsible Entity has policies and procedures in place to mitigate the risk of any actual or perceived conflicts of interest, including as a result of a related party transaction.

See Section 8.6 for further detail on the Responsible Entity's conflicts-of-interest policy and procedures for related party transactions. Details of related party transactions will be disclosed in the Fund's RG 46 disclosures and reported on as part of the Stapled Fund's annual accounts.

8.21 Labour standards and environmental, social and ethical considerations

The Responsible Entity and Investment Manager will consider labour standards, environmental, social and ethical consideration into account for the purpose of selecting, retaining and realising investment of the Fund. See Section 3.15.

8.22 Consents

The following entities have given, and have not at the date of this PDS, withdrawn, their consent to be named in this PDS in the form and context in which they are named:

- Centuria Funds Management Limited
- FTI Consulting
- JLL Research
- KPMG

Each entity referred to above does not make any representation or warranty as to the fairness, accuracy, completeness or appropriateness of any information contained in this PDS other than references to its name, in the form and context in which those references are made.

To the maximum extent permitted by law, each entity referred to above expressly disclaims and takes no responsibility for any statement in or omission from this PDS other than references to its name, in the form and context in which those reference are made.

Each entity referred to above has not authorised or caused the issue of this PDS, nor does it make any offer of Stapled Units in the Fund.

Glossary

Section 9

TERM	DEFINITION
\$	Australian dollars.
Abnormal Expenses	Expenses not generally incurred during the day-to-day operation of the Fund and not necessarily incurred in any given year. These expenses are due to abnormal events and include (but are not limited to) the cost of convening and hosting a meeting of Investors, preparing a new offer document for the Fund, legal costs incurred by changes to the Constitutions or commencing or defending legal proceedings, and costs for the sale of real property assets.
Additional Investment Application Form	The form obtained from the Fund's Website which will need to be used to elect to participate in the Fund's Distribution Reinvestment Plan, if that option is introduced.
Acquisition Unit	An acquisition unit in CAF I or CAF II, the terms of which are summarised in Section 3.2.
Agri-logistics	Agriculture logistics property.
AML Legislation	The <i>Anti-Money Laundering and Counter-Terrorism Financing Act 2006</i> (Cth).
Application Form	The form attached to or accompanying this PDS which may be used to make an application for Stapled Units in the Fund pursuant to the Offer.
ASIC	Australian Securities and Investments Commission.
ATO	Australian Taxation Office.
AUM	Assets under management.
Board	The board of directors of the Responsible Entity.
CAF	Centuria Agriculture Fund (The Fund), comprising CAF I and CAF II.
CAF I	Centuria Agriculture Fund I ARSN 653 947 892.
CAF II	Centuria Agriculture Fund II ARSN 653 946 402.
Centuria or Centuria Capital Group	The stapled group comprising Centuria Capital Limited ACN 095 454 336 and Centuria Funds Management Limited ACN 607 153 588 as responsible entity for Centuria Capital Fund ARSN 613 856 358 and their respective controlled entities.
Centuria Property Funds	Centuria Property Funds Limited ACN 086 553 639 AFSL 231 149 and Centuria Property Funds No. 2 Limited ACN 133 363 185 AFSL 340304, which together comprise the unlisted property funds division of Centuria.
Constitution or Constitutions	The constitution of CAF I or CAF II, as the context requires.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
CPFL	Centuria Property Funds Limited ACN 086 553 639.
CRS	The common reporting standard which is a global reporting standard for the Automatic Exchange of Financial Information developed by the OECD.
Distribution Reinvestment Plan or DRP	The Fund's distribution reinvestment plan, if introduced.
ESG	Environmental, social and corporate governance.
FATCA	Foreign Account Tax Compliance Act of 2010.
Flavorite	Flavorite HoldCo Pty Limited ACN 641 610 513.
Flavorite Warragul	The glasshouse property at 264 and 318 Copelands Road, Warragul, Victoria.
Funds from Operations or FFO	A non-IFRS measure and a term used by the Property Council of Australia which is determined by adjusting statutory net profit (under IFRS) for non-cash and other items such as property revaluations, derivative marked-to-market impacts, amortisation of tenant incentives, gains/losses on sale of investment properties, straight-line rental adjustments, non-FFO tax expenses/benefits and other unrealised one-off items.
Fund	Centuria Agriculture Fund, comprising CAF I and CAF II.

Glossary

Section 9

TERM	DEFINITION
Fund Website	centuria.com.au/caf
GAV or Gross Asset Value	The gross value of assets of the Fund determined in accordance with the Constitutions.
Gearing	Interest-bearing liabilities divided by total assets of the Fund.
GST	The value added tax, if any, on goods, services and other things payable in accordance with the GST Act or another relevant and applicable legislation or law in Australia.
GST Act	<i>A New Tax System (Goods and Services Tax) Act 1999</i> as amended or replaced from time to time.
Holding Trust	The wholly own sub trusts of either CAF I or CAF II.
IDPS	Investor directed portfolio service. An IDPS is provided by an IDPS Operator, which may makes investments into products on behalf of its clients and provides a reporting service to those investors. Some master trust and wrap accounts are examples of IDPSs.
IDPS Operator	The trustee, custodian or operator of an IDPS.
IFRS	International Financial Reporting Standards.
IGA	The intergovernmental agreement with the US signed by Australia to implement FATCA in Australia.
Indirect Investor	A Unitholder who acquired Stapled Units in the Fund, through an IDPS.
Investment Manager	Centuria Funds Management Limited ACN 607 153 588.
Investor	A registered holder of Stapled Units in the Fund.
Investor Portal	https://www.investorserve.com.au/centuria
NAV or Net Asset Value	The net asset value of the Fund, being the aggregate of the net asset values of each of CAF I and CAF II as calculated in accordance with each respective Constitution.
NTA	Net tangible assets, described in Section 3.4.
OECD	The Organisation for Economic Co-operation and Development.
Offer	An offer to apply for Units or Stapled Units pursuant to this PDS.
PDS	This product disclosure statement and any replacement or supplementary product disclosure statement.
Register	The register of members of the Fund.
Registry	Boardroom Pty Limited ACN 003 209 836.
Regular Investment Plan	Any regular investment plan offered by the Responsible Entity for investment in the Fund as set out in Section 3.7.
Responsible Entities, we, our or us	Centuria Property Funds Limited ACN 086 553 639 AFSL 231 149.
RG 46	ASIC Regulatory Guide 46, <i>Unlisted property schemes: Improving disclosure for retail investors</i> .
RITC	Reduced input tax credits.
Stapled Acquisition Unit	One CAF I Acquisition Unit and one CAF II Acquisition Unit which are stapled together.
Stapled Unit	One ordinary unit in CAF I and one ordinary unit in CAF II which are stapled together.
Stapled Unit Price	The unit price of Stapled Units, as described in Section 3.5.
Target Initial Capital Raising Amount	\$103,000,000
Unit	An ordinary unit in CAF I or CAF II, as the context requires.
Unitholder	A holder of Units.
Withdrawal Price	The price at which a Stapled Unit will be redeemed, calculated as described in Section 3.5.
Wholesale Client	A person or entity that is not a retail client pursuant to the Corporations Act.

How to invest



Online application

Go to centuria.com.au/caf/apply and follow the instructions to complete your application.

NZ and Singapore Investors

May invest online however you will still be required to provide certified identification documentation.

Postal application

Refer below and follow the instructions to complete your application.

This Application Form is part of the Product Disclosure Statement dated 13 June 2022 (**PDS**) issued by Centuria Property Funds Limited (ABN 11 086 553 639) (AFSL 231 149) for the Centuria Agriculture Fund (**Fund**) (comprising Centuria Agriculture Fund I ARSN 653 947 892 and Centuria Agriculture Fund II ARSN 653 946 402). You should read the PDS and the Application Form together in full before applying to invest as it provides important information about investing in the Fund. You should also read the target market determination (**TMD**) for the Fund, which is available at centuria.com.au/caf/TMD.

Any person who gives another person access to this Application Form must at the same time and by the same means, give the other person access to the PDS. The Offer to which the PDS relates is only available to eligible Investors receiving a copy of the PDS (electronically or otherwise) in Australia, New Zealand, Singapore and any other jurisdiction where the Offer may lawfully be made. Unless the context requires otherwise, capitalised terms used in this Application Form have the meaning given to them in the PDS. The Responsible Entity reserves the right to accept or refuse any application for investment in the Fund.

How to invest

The minimum Investment Amount is \$10,000 and in multiples of \$1,000 minimum thereafter (with the exception of investments made as a part of a Regular Investment Plan). The Investment Manager reserves the right to accept lesser amounts at its discretion.

Where to send your application

Centuria Agriculture Fund
C/O Centuria Investor Services
GPO Box 3993
Sydney, NSW 2001

Please note: Your application cannot be processed until both your original Application Form, payment and the required identification documents have been received by the Responsible Entity.

How to invest


Checklist - completing your Application Form

- Step 1:** Complete the **Application Form - Centuria Agriculture Fund** relevant to your investment entity type.
- Step 2:** If required complete the **Identification Form 1 - Individual, Joint, Sole Trader**.
- Step 3:** If required complete the **Identification Form 2 - Companies**.
- Step 4:** If required complete the **Identification Form 3 - Trusts, Trustees, SMSFs**.
- Step 5:** Complete the **Tax Status Declaration Form**.
- Step 6:** Complete the **TMD Questions**.
- Step 7:** **Make payment** using one of the payment methods below.

Payment method

Please select one of the four payment methods and indicate your preference on your Application form. All payments must be made in Australian dollars (AUD).

1. BPAY® telephone and internet banking

	Biller code	226936
	Reference number	Provided by Centuria

You can make payment with your bank using telephone or internet banking. You will need to quote the biller code and reference number when making your payment. Once your original application is accepted, Centuria Investor Services will contact you by phone or email to provide you with your BPAY reference number. If you are an existing Investor you can use your Investor Number as your BPAY reference.

* Registered to BPAY Pty Ltd ABN 69 079 137 518

2. Cheque

Please make cheques payable to **Centuria Agriculture Fund Applications** and attach with your original Application Form when posting. Please cross and write 'not negotiable' on Australian cheques only.

3. Electronic funds transfer

Please transfer funds electronically to the following account and send your completed Application Form to the address on the "Where to send your application" section on the page opposite.

Account name: Centuria Agriculture Fund Application Account
BSB: 332-027
Account number: 555 877 041
Your reference: Please use the name of your investment entity

It is important to include your **investment entity** as your reference to ensure there is no delay in allotting your Units in the Fund. If you are an existing Centuria Investor you can use your Investor Number.

Application Form Centuria Agriculture Fund

Guide to completing this Application Form.

- Complete the form for each new Investor nominated on your application.
- Complete the form in pen using BLOCK LETTERS and mark appropriate answers with a cross X or number.
- Any queries please contact the Centuria Investor Services team on **1800 182 257**.

Investor identification

The AML legislation requires the Responsible Entity to confirm the identity of each Investor. If the Responsible Entity is not able to do so, it may not be able to accept your application.

Has the person/entity invested in a Centuria product previously?

Yes, Investor number:

No

In addition to this Application Form, you also need to complete the Investor Identification Form appropriate to the type of Investor you are, as below.

If you are an existing Centuria Investor and HAVE NOT invested in a Centuria product in the last 5 years, we may require additional AML verification documentation to process your application, we will be in contact to request further information.

1. Individual/Joint Investor: > If "NO", complete Investor Identification Form – Individuals.

2. Company: > If "NO", complete Investor Identification Form – Companies.

3. Trust and Trustee: > If "NO", complete Investor Identification Form – Trusts, Trustees and SMSFs.

Investment amount and entity details

Minimum investment amount is \$10,000 and thereafter in multiples of \$1,000. Payment details on page 60.

Investment amount AUD: \$

If you're investing as an individual, the individual trustees of a trust or joint Investors please complete this section.

Individual Investor, Joint Investor 1, Company Director 1, Executor 1 or Trustee 1.

Title Given name(s)

Surname

Date of birth

Joint Investor 2, Company Director 2, Executor 2 or Trustee 2.

Title Given name(s)

Surname

Date of birth

Providing your TFN will ensure tax is not deducted from distributions.

Tax File Number(s) – Individual and Joint Investors 1 and 2 only

If Investor(s) above, are exempt from providing a TFN, please provide the exemption reason below.

Application Form Centuria Agriculture Fund

If you're investing under a company, corporate trustee, trust or super fund please complete this section.

Name of investing Company, Association, Body or Corporate Trustee if applicable

ACN

TFN

Account Designator (name of Super Fund, Trust, Deceased Estate or other entity or person)

ATF

Provide the ABN and/or TFN of the trust, super fund or named individual.

ABN

TFN

Required by foreign residents for tax purposes.

If Investor(s) above, are exempt from providing a TFN, please provide the exemption reason below.

If the investing entity is not an Australian resident for tax purposes, specify the country of tax residency:

Complete this section if you are an existing Investor through a company, corporate trustee, trust, super fund.

Has there been any change to the following?:

- If a company, the company details including directors, beneficial owners and key stakeholders (greater than 25% of shares).
- If a trust, the trust details including beneficial owner, trustee and beneficiaries.

Yes - You must complete the identification form referring to your investment entity.

No - Complete the Tax Status Declaration Form, (if not completed previously).

Applicant(s) contact details (must not be Adviser details)

These contact details will be used for all investment correspondence.

Adviser details are not acceptable unless your Adviser holds a Letter of Authority which must be provided with this application form.

Address

Suburb

State

Postcode

Country

Work phone

Home phone

Mobile phone

Facsimile

Email

Application Form Centuria Agriculture Fund

Adviser details

Please have your financial adviser complete and sign this Section, to confirm they hold a current AFS licence and are authorised to deal and advise on managed investment products.

I hereby direct the Responsible Entity to pay an adviser service fee, out of my Application Monies (inclusive of GST) on my/our behalf to my financial adviser.

Adviser given name(s)

Adviser surname

Adviser email address

Licensed dealer

AFS Licence No.

Adviser company (if applicable)

Adviser signature

Initial advice fee (if applicable)

%

I confirm I have provided personal advice to the Applicant in relation to their investment in the Fund and I represent that I: have reviewed and considered the TMD in providing personal advice to the Applicant; have robust product governance arrangements in place to ensure compliance with my distribution obligations in Part 7.8A of the Corporations Act; have taken reasonable steps that will, or are reasonably likely to result in distribution of the Fund being consistent with the TMD; have complied with the distribution conditions/restrictions in the TMD; will provide to Centuria the reports specified in the TMD within the timeframes specified in the TMD; will not knowingly do anything to put Centuria in breach of Part 7.8A of the Corporations Act; and will notify Centuria immediately if I become aware of anything that would, or may potentially, put Centuria in breach of Part 7.8A of the Corporations Act.

Distribution instructions

If you have an international bank account please contact Centuria Investor Services.

Account name

Financial institution

BSB

Account number

OR

Would you like your distributions reinvested as additional Units (if this facility is available at the time you invest)?

Yes

No

Full participation

Including any further investments in the Fund

or

Partial participation

Please specify the percentage of Units to participate in the DRP

%

Your participation in the DRP can be varied by contacting the Responsible Entity (see the Directory on page 79.)

Source of funds

Please confirm the source and origin of funds being invested.
e.g. inheritance, savings or superannuation contributions.

Payment details

These details are required so your payment can be matched to your Application Form.

Please indicate your payment method:

Cheque

> Made payable to:

Centuria Agriculture Fund Applications

EFT

> Your reference

BPAY*

> Please refer to payment section 'How to invest' on page 56.

Application Form Centuria Agriculture Fund

Declaration and signatures

I/We acknowledge, declare and agree that by signing this Application Form:

- I/We have read the PDS and I/we agree to be bound by the terms and conditions contained in the PDS.
- I/We have read the TMD for the Fund which is available at centuria.com.au/caf/TMD.
- I/We agree to be bound by the constitutions of the Centuria Agriculture Fund as amended from time to time.
- I/We acknowledge that an investment in the Fund is subject to investment and other risks, including possible delays in repayment and the loss of income and the loss of capital invested.
- I/We acknowledge that the Responsible Entity and Investment Manager do not guarantee the performance of the Fund or the return or repayment of capital or income.
- I/We represent that all details contained in this Application Form, including if relevant my answers to the TMD Questions on page 77 are complete and accurate.
- I am/We are not, as a result of the law of any place, a person to whom this PDS should not be given.
- I/We represent and warrant that, except as agreed with the Responsible Entity, I am/we are in Australia, New Zealand, Singapore or any other jurisdiction in which the offer may lawfully be made and am/are not acting for the account or benefit of another person outside Australia, New Zealand, Singapore or any jurisdiction in which it would be unlawful to offer the Units under this PDS.
- I/We have personally received the PDS accompanied by, or attached to, this Application Form, which I/we have read and understood before applying to invest in the Fund.
- I/We consent to my/our information being disclosed between those entities outlined in Section 8.12 of the PDS, and to its use for direct marketing (subject to my/our right of opt-out at any time), product management and development, and for other reasonable purposes.
- If I/we have directed the Responsible Entity to make a payment to my/our financial adviser, I/we understand that this payment will be deducted from my/our initial Application Monies and paid by the Responsible Entity as agent of the financial adviser named on page 60 of the PDS. The balance of my/our Application Monies after the deduction of the Adviser fee will be invested in the Fund.
- I/We undertake to provide any information that the Responsible Entity reasonably requires for the purposes of the Responsible Entity Obligations under the AML Legislation.

Please note: Applications received from companies or corporate trustees must be signed in accordance with their constitution.

Privacy

By signing this Application Form you acknowledge that you have read, understood and agree to the collection, use and disclosure of your personal information as set out in Section 8.12 of the PDS or otherwise as required by law. In particular, you agree we may use your personal information to assess whether you are likely to be in the target market for the Fund and to tell you about products or services that might better serve your needs or promotions about any other matters that may be of benefit or interest to you and you also agree your personal information for these purposes may be disclosed to the Responsible Entity and its related companies, to other organisations, and to relevant service providers.

If you do not want to receive such information, please tick the box below.

I DO NOT wish to receive information about new Centuria investment products and events.

Signatures

All authorised signatures to sign. If any to sign is ticked, this will authorise one person to operate the account in the future.

Any to sign

All to sign

Signature A

Signature B

Full name

Full name

Date

Date

If a company officer or trustee you must specify your title

Director

Sole Director and Company Secretary

Director

Company Secretary

Trustee Other

Trustee Other

(Continued on the next page)

Identification Form 1 – Individuals, Joint, Sole Trader

Guide to completing this Application Form.

- Complete the form for each applicant individual nominated on your application.
- Complete the form in pen using BLOCK LETTERS and mark appropriate answers with a cross X or number.
- Any queries please contact the Centuria Investor Services team on **1800 182 257**.

Applicant 1

(personal details)

Title

Mr Ms Mrs Dr Miss

Surname

Date of birth

First name(s)

Residential address (not a PO box)

Suburb

State

Postcode

Country

Postal address

*Postal address
(if different to
residential address).*

Suburb

State

Postcode

Country

*Complete if you
are a sole trader.*

Full business name

ABN

Business address (not a PO box)

Suburb

State

Postcode

Country

Applicant 2

(personal details)

Title

Mr Ms Mrs Dr Miss

Surname

Date of birth

First name(s)

Residential address (not a PO box)

Suburb

State

Postcode

Country

Postal address

*Postal address
(if different to
residential address).*

Suburb

State

Postcode

Country

Identification Form 1 – Individuals, Joint, Sole Trader

Section 1 – Acceptable primary ID documents (originally certified copies required)

Please complete Section 1 (if you do not own a document from Section 1, then complete Section 2 or 3).

Select ONE option from this Section only

Australian State/Territory driver's licence containing a photograph of the person;

Australian passport (a passport that has expired within the preceding two years is acceptable);

Card issued under a State or Territory for the purpose of proving a person's age containing a photograph of the person; or

Foreign passport or similar travel document containing a photograph and the signature of the person*.

Section 2 – Acceptable secondary ID documents (originally certified copies required)

Should only be completed if the individual does not own a document from Section 1.

Select ONE option from this Section only

Australian birth certificate;

Pension card issued by Centrelink; or

Australian citizenship certificate;

Health card issued by Centrelink.

AND ONE option from this section

A document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual and which contains the individual's name and residential address;

A document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or by the Commonwealth to the individual), which contains the individual's name and residential address. Black out the TFN on the certified copy of this document;

A document issued by a local government body or utilities provider within the preceding three months which records the provision of services to that address or to that person (the document must contain the individual's name and residential address); or

If under the age of 18, a notice that was issued to the individual by a school principal within the preceding three months and contains the name and residential address and records the period of time that the individual attended that school.

Section 3 – Acceptable foreign ID documents

Should only be completed if the individual does not own a document from Section 1.

ONE document from this Section must be presented

Foreign driver's licence that contains a photograph of the person in whose name it is issued and the individual's date of birth*; and

National ID card issued by a foreign government containing a photograph and a signature of the person in whose name the card was issued*.

* Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

IMPORTANT: Please attach a certified, legible copy of the original ID documentation nominated above for each individual (and any required translation).

IMPORTANT: The Identification Form is now complete. Please proceed to the Tax Status Declaration Form on page 73 and Target Market Determination on page 77.

Identification Form 2 – Companies

Guide to completing this Application Form.

- Complete the form for the Company nominated on your application.
- Complete the form in pen using BLOCK LETTERS and mark appropriate answers with a cross X or number.
- Any queries please contact the Centuria Investor Services team on **1800 182 257**.

Section 1 - Company details

Section 1.1 - General information

Full registered name

ACN or other registration number

Registered office address (not a PO box)

Suburb State Postcode Country

Principal place of business (if any) (PO box is NOT acceptable)

Suburb State Postcode Country

Section 1.2 - Regulatory/listing details

Select any categories which apply to the company and provide the information requested.

Regulated in Australia (licensed by an Australian Commonwealth, State or Territory statutory regulator)

Regulator name

Licence details

Publicly listed company

Name of market/exchange

Majority-owned subsidiary of an Australian listed company

Australian listed company name

Section 1.3 - Company type

Select ONE of the following categories.

Public

Proprietary

Section 1.4 - Directors

Only needs to be completed for proprietary companies.

How many directors are there?

Provide full name of each director below

Full given name(s)

Surname

1.

2.

3.

4.

If there are more directors, provide details on a separate sheet

Identification Form 2 – Companies

Section 1.5 – Beneficial owners

Please provide the details for the individual(s) who ultimately own 25% or more of the company. If there aren't any, provide the names of the individual(s) who directly or indirectly 'control' the company. This section is not required for companies that marked a box in Section 1.2.

Beneficial owner 1

Surname Date of birth

First name(s)

Residential address (not a PO box)

Suburb State Postcode Country

Beneficial owner 2

Surname Date of birth

First name(s)

Residential address (not a PO box)

Suburb State Postcode Country

Beneficial owner 3

Surname Date of birth

First name(s)

Residential address (not a PO box)

Suburb State Postcode Country

Beneficial owner 4

Surname Date of birth

First name(s)

Residential address (not a PO box)

Suburb State Postcode Country

Section 1.6 – Acceptable company ID documents

Attach a certified copy of:

The driver's licence OR passport for each beneficial owner completed in Section 1.5.
See The Identification form for Individuals for acceptable alternative ID options; and

A **copy** of the ASIC extract of the company OR a certified copy of the Certificate of Registration.

IMPORTANT: The Identification Form is now complete. Please proceed to the Tax Status Declaration Form on page 73 and Target Market Determination on page 77.

Identification Form 3 – Trusts, Trustee & SMSFs

Guide to completing this Application Form.

- Section 1 must be completed for all trusts;
- Section 1 (applicable Sections) – if the type of trust is 'Unregulated' in Section 1.3
- Section 3 (applicable Sections) – if selected trustee is a Company
- Complete the form in pen using BLOCK LETTERS and mark appropriate answers with a cross X or number.
- Any queries please contact the Centuria Investor Services team on **1800 182 257**.

Section 1 - Trust details

General Information Full name of trust

Full business name (if any)

Country where trust established

Section 1.1 - Type of trust

Type of trust (select only ONE of the following trust types and provide the information requested).

Regulated (including self-managed super funds)
> Go to Section 1.2.

Unregulated (including family trusts, unit trusts and testamentary trusts)
> Go to Section 1.3.

Section 1.2 - Regulated trusts

Type of regulated trust (select only ONE of the following trust types and provide the information requested)

Type of regulated trust

Superannuation fund (including self-managed)

Other, please specify

ARSN/ABN Country in which trust was established

Full business name (if any) of the trustee in respect of the trust was established

For a registered managed investment scheme, **Regulated Trust** (e.g. SMSF) or government superannuation fund (as selected in Section 1.2) AND if the Trust has an Australian Business Number (ABN), no trust documentation is required.

> Go to Type of Trustee, Section 2.

Identification Form 3 – Trusts, Trustee & SMSFs

Section 2 - Type of trustee

Type of trustee to the trust (select only ONE of the following trustee types and provide the information requested).

Type of trustee

- Individual(s)
> Go to Section 2.1.
- Company
> Go to Section 3.

Section 2.1 - Trustee details

How many trustees are there?

Trustee 1

Full given name(s) Surname Date of birth

Residential address of individual trustee (PO box is NOT acceptable)

Suburb State Postcode Country

Trustee 2

Full given name(s) Surname Date of birth

Residential address of individual trustee (PO box is NOT acceptable)

Suburb State Postcode Country

Trustee 3

Full given name(s) Surname Date of birth

Residential address of individual trustee (PO box is NOT acceptable)

Suburb State Postcode Country

- Regulated trust with a company as trustee - go to Section 3 on page 66.
- Regulated trust with individual trustee(s) - this Identification Form is now complete. Please proceed to the Tax Status Declaration Form on page 73 and Target Market Determination on page 77.
- Unregulated trust with a company as trustee - go to Section 3 on page 66.
- Unregulated trust with individual trustee(s) - this Identification Form is now complete. Please proceed to the Verification Requirements on page 71 and complete the Tax Status Declaration Form on page 73 and Target Market Determination on page 77.

Identification Form 3 – Trusts, Trustee & SMSFs

Section 3 Company details (to be completed if trustee is a company)

Section 3.1 - General information

Full registered name

ACN or other registration number

Registered office address (not a PO box)

Suburb State Postcode Country

Principal place of business (if any) (PO box is NOT acceptable)

Suburb State Postcode Country

Section 3.2 - Regulatory/listing details

Select any categories which apply to the company and provide the information requested.

Regulated company (licensed by an Australian Commonwealth, State or Territory statutory regulator)

Regulator name

Licence details

Australian listed company

Name of market/exchange

Majority-owned subsidiary of an Australian listed company

Australian listed company name

Section 3.3 - Company type

Select ONE of the following categories.

Public

Proprietary

Section 3.4 - Directors

Only needs to be completed for proprietary companies.

How many directors are there?

Provide full name of each director below

Full given name(s)

Surname

1.

2.

3.

4.

If there are more directors, provide details on a separate sheet.

IMPORTANT: This Identification Form is now complete.

- Unregulated trusts with a Company trustee - continue to Section 3.5.

- Regulated trusts - proceed to the Tax Status Declaration Form on page 73.

(Continued on the next page)

Identification Form 3 – Trusts, Trustee & SMSFs

Section 3.5 – Company details

Please provide the details for the individual(s) who ultimately own 25% or more of the company. If a beneficial owner is a company, if there aren't any, provide the names of the individual(s) who directly or indirectly 'control' the company. This Section is not required for companies that marked a box in Section 3.2.

Beneficial owner 1

Surname Date of birth

First name(s)

Residential address (not a PO box)

Suburb State Postcode Country

Beneficial owner 2

Surname Date of birth

First name(s)

Residential address (not a PO box)

Suburb State Postcode Country

Beneficial owner 3

Surname Date of birth

First name(s)

Residential address (not a PO box)

Suburb State Postcode Country

Section 3.6 – Acceptable company ID documents

Attach a certified copy of:

The driver's licence OR passport for each beneficial owner completed in Section 3.5.
See Section 4.2 for acceptable alternative ID options for individual trustees.

A **copy** of the ASIC extract of the company OR a certified copy of the Certificate of Registration.

IMPORTANT: The Identification Form is now complete. Please proceed to the Tax Status Declaration Form on page 73 and Target Market Determination on page 77.

Identification Form 3 – Trusts, Trustee & SMSFs

Section 4 - Verification requirements - unregulated trusts only

Section 4.1 - Verification of the trust - unregulated trusts only

If the trust is an **unregulated trust** selected in Section 1.1, OR the trust does not have an ABN:

In order to verify the trust the following is

A certified copy of the Trust Deed **or**;

if not reasonably available a certified extract of the Trust Deed. Extracts of Trust Deeds must include the name of the Trust, Trustees, Beneficiaries, Settlor/s and Appointers (where applicable).

Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

Section 4.2 - Individual trustee identification documents – unregulated trusts only (certified copies required)

A certified copy of acceptable identification documents are required for ALL of the following:

ALL Beneficial Owner(s) listed in Section 1.3;

The Settlor listed in Section 1.3 (if any); **and**

ONE Trustee listed in Section 2.1 (if any)

Section 4.2.1 – Acceptable primary ID documents

Select ONE option from this Section only

Australian State/Territory driver's licence containing a photograph of the person;

Australian passport (a passport that has expired within the preceding two years is acceptable);

Card issued under a State or Territory for the purpose of proving a person's age containing a photograph of the person; or

Foreign passport or similar travel document containing a photograph and the signature of the person.*

Complete Section 4.2.1 (or if the individual does not own a document from Section 4.2.1, then complete either Section 4.2.2 or 4.2.3).

* Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

IMPORTANT: The Identification Form is now complete. Please completed the Target Market Determination on page 77.

(Continued on the next page)

Identification Form 3 – Trusts, Trustee & SMSFs

Complete Section 4.2.1 (or if the individual does not own a document from Section 4.2.1, then complete either Section 4.2.2 or 4.2.3).

Section 4.2.2 – Acceptable secondary ID documents

– should only be completed if the individual does not own a document from Section 4.2.1

Select ONE option from this section

Australian birth certificate;

Australian citizenship certificate;

Pension card issued by Centrelink; or

Health card issued by Centrelink.

AND ONE option from this section

A document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual and which contains the individual's name and residential address;

A document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or by the Commonwealth to the individual), which contains the individual's name and residential address. Block out the TFN on the certified copy of this document; or

A document issued by a local government body or utilities provider within the preceding three months which records the provision of services to that address or to that person (the document must contain the individual's name and residential address).

Section 4.2.3 – Acceptable foreign ID documents*

– should only be completed if the individual does not own a document from Section 4.2.1

ONE document from this Section must be presented

Foreign driver's licence that contains a photograph of the person in whose name it is issued and the individual's date of birth; and

National ID card issued by a foreign government containing a photograph and a signature of the person in whose name the card was issued.

Important: Please attach an original or a certified, legible copy of the original ID documentation used to verify the individual trustee (and any required translation).

* Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

IMPORTANT: The Identification Form is now complete. Please completed the Target Market Determination on page 77.

Tax Status Declaration Form

USE A **BLACK PEN**. PRINT IN CAPITAL LETTERS INSIDE THE BOXES

This form is to be used to record your Tax Residency in accordance with the Foreign Tax Compliance Act (FATCA) and the Common Reporting Standards (CRS). Please see Other Information for further details and definitions.

TAX INFORMATION

Tax Residency rules differ by country. Whether you are a tax resident of a particular country is often (but not always) based on the amount of time you spend in a country, the location of your residence or place of work. For the US, tax residency can be as a result of citizenship or residency.

NOT REQUIRED FOR SELF MANAGED SUPERANNUATION FUND INVESTORS

Section 1 Individual(s) or Sole Trader only (all other investor types proceed to Section 2)

Tax Residency rules differ by country. Whether you are a tax resident of a particular country is often (but not always) based on the amount of time you spend in a country, the location of your residence or place of work. For the US, tax residency can be as a result of citizenship or residency.

TAX INFORMATION

INDIVIDUAL 1

Please answer both tax residency questions

Are you a tax resident of Australia? Yes No If you are not a tax resident of another country proceed to Section 3 Signatures
Are you a tax resident of another country? Yes No

If you are a tax resident of a country other than Australia, please provide your Tax Identification Number (TIN) or equivalent below. If you are a tax resident of more than one country, please list all relevant countries below.

If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

A TIN is the number assigned by each country for the purposes of administering tax laws. This is the equivalent of a Tax File Number in Australia or a Social Security Number in the US. If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

1. Country	TIN	If no TIN, list reason A, B or C
2. Country	TIN	If no TIN, list reason A, B or C
3. Country	TIN	If no TIN, list reason A, B or C

If there are more countries, provide details on a separate sheet.

Reason A The country of tax residency does not issue TINs to tax residents
Reason B The individual has not been issued with a TIN
Reason C The country of tax residency does not require the TIN to be disclosed.

INDIVIDUAL 2

Are you a tax resident of Australia? Yes No If you are not a tax resident of another country proceed to Section 3 Signatures
Are you a tax resident of another country? Yes No

If you are a tax resident of a country other than Australia, please provide your Tax Identification Number (TIN) or equivalent below. If you are a tax resident of more than one country, please list all relevant countries below.

If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

A TIN is the number assigned by each country for the purposes of administering tax laws. This is the equivalent of a Tax File Number in Australia or a Social Security Number in the US. If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

1. Country	TIN	If no TIN, list reason A, B or C
2. Country	TIN	If no TIN, list reason A, B or C
3. Country	TIN	If no TIN, list reason A, B or C

If there are more countries, provide details on a separate sheet.

Reason A The country of tax residency does not issue TINs to tax residents
Reason B The individual has not been issued with a TIN
Reason C The country of tax residency does not require the TIN to be disclosed.

(Continued on the next page)

Tax Status Declaration Form

INDIVIDUAL 3

Are you a tax resident of Australia? Yes No If you are not a tax resident of another country proceed to Section 3 Signatures
Are you a tax resident of another country? Yes No

If you are a tax resident of a country other than Australia, please provide your Tax Identification Number (TIN) or equivalent below. If you are a tax resident of more than one country, please list all relevant countries below.

If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

A TIN is the number assigned by each country for the purposes of administering tax laws. This is the equivalent of a Tax File Number in Australia or a Social Security Number in the US. If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

1. Country	TIN	If no TIN, list reason A, B or C
2. Country	TIN	If no TIN, list reason A, B or C
3. Country	TIN	If no TIN, list reason A, B or C

If there are more countries, provide details on a separate sheet.

Reason A The country of tax residency does not issue TINs to tax residents
Reason B The individual has not been issued with a TIN
Reason C The country of tax residency does not require the TIN to be disclosed.

Section 2 Companies and non-superannuation trusts

Name of Company/Non-Superannuation Trust

If you are a company, please provide the country of incorporation

Provide the ABN, ARBN or ACN for the Company

Are you a financial institution? Yes No

If Yes, provide the company's Global Intermediary Identification Number (GIIN), if applicable

If the company is a financial institution but does not have a GIIN, provide its FATCA status (select one of the following statuses)

Deemed compliant financial institution	Non reporting IGA financial institution	Exempt Beneficial Owner
Excepted financial institution	Non participating financial institution	Other (describe the FATCA status in the box provided)

Are you a financial institution that is not an Investment Entity managed by another financial institution which is not a resident of a participating jurisdiction? Yes No

Are you a public company listed on a stock exchange? Yes No *If Yes, proceed to Section 3 Signatures*

Are you an active non financial entity? Yes No *If Yes, proceed to Section 3 Signatures*

Tax Status Declaration Form

Section 2 Companies and non-superannuation trusts (continued)

Are you a Passive Non Financial Entity (NFE)?	Yes	No	If No, proceed to Section 3 Signatures
If you are a Passive NFE, do you have any Controlling Persons who are resident of another country for tax purposes?	Yes	No	If you do not have any Controlling Persons who are a tax resident of another country, proceed to Section 3 Signatures

Name of Controlling Person 1

Date	Country of birth	Country of citizenship
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A TIN is the number assigned by each country for the purposes of administering tax laws. This is the equivalent of a Tax File Number in Australia or a Social Security Number in the US. If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

1. Country	TIN	If no TIN, list reason A, B or C
2. Country	TIN	If no TIN, list reason A, B or C
3. Country	TIN	If no TIN, list reason A, B or C

If there are more countries, provide details on a separate sheet.

Name of Controlling Person 2

Date	Country of birth	Country of citizenship
------	------------------	------------------------

A TIN is the number assigned by each country for the purposes of administering tax laws. This is the equivalent of a Tax File Number in Australia or a Social Security Number in the US. If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

1. Country	TIN	If no TIN, list reason A, B or C
2. Country	TIN	If no TIN, list reason A, B or C
3. Country	TIN	If no TIN, list reason A, B or C

If there are more countries, provide details on a separate sheet.

(Continued on the next page)

Tax Status Declaration Form

Name of Controlling Person 3

Date	Country of birth	Country of citizenship
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A TIN is the number assigned by each country for the purposes of administering tax laws. This is the equivalent of a Tax File Number in Australia or a Social Security Number in the US. If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

1. Country	TIN	If no TIN, list reason A, B or C
2. Country	TIN	If no TIN, list reason A, B or C
3. Country	TIN	If no TIN, list reason A, B or C

If there are more countries, provide details on a separate sheet.

Section 3 Signatures

I/We acknowledge that the statements made in this form are, to the best of my knowledge and belief, correct and complete.

I/We acknowledge that the information contained in this form may be reported to the Australian Tax Office and exchanged with tax authorities of another jurisdiction or jurisdictions in which I may be a tax resident where those jurisdictions have entered into Agreements to exchange Financial Account Information.

I/We undertake to advise you within 30 days of any change in circumstances which affects the tax residency status of the account holder identified in the form or causes the information contained herein to become incorrect or incomplete, and to provide you with a suitably updated self-certification and Declaration within 30 days of such change in circumstances.

SIGNATURE(S) OF SECURITYHOLDERS (THIS MUST BE COMPLETED BY ALL SECURITY HOLDERS)

- Individual:** This form is to be signed by securityholder.
- Joint:** Where the holding is in more than one name, all the if the securityholders must sign.
- Power of Attorney:** To sign as Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified copy if the Power of Attorney with this form.
- Companies:** Two Directors, Director and Company Secretary, or Sole Director and Sole Company Secretary can sign. Please indicate the office held by signing in the appropriate space.

INDIVIDUAL OR SECURITY HOLDER 1
(Sole Director and Sole Company Secretary)

INDIVIDUAL OR SECURITY HOLDER 2
(Director)

INDIVIDUAL OR SECURITY HOLDER 3
(Director/Company secretary)

Date

Date

Date

Filtering Questions for Target Market Determination

Please answer the below questions which may help you determine whether you meet the target market for this product. If you don't understand the questions or need assistance, we recommend that you seek advice from your financial adviser before deciding to proceed with your investment.

Question 1

1. The Fund has rolling five-year liquidity events. While Centuria may offer a quarterly limited liquidity facility, you do not have a right to demand a redemption of your investment in the Fund. Do you accept the Fund's quarterly limited liquidity facility is not a redemption guarantee? Yes No

If you have answered 'NO' to this question you have indicated that you are unlikely to be within the target market for the Fund. In order for us to process your application, please acknowledge both of the following:

I accept that the liquidity facility for the Fund is limited and that the liquidity events may only occur every 5 years; and

I wish to proceed with the application.

2. Direct property funds invest in real property. To be able to fully fund redemptions, the Manager may have to sell assets. Selling property can take many months, and in some circumstances, take longer. Do you accept that under the quarterly limited liquidity facility, your redemption request may not be satisfied immediately. In extreme cases (such as occurred during the Global Financial Crisis), redemptions might be paused temporarily until markets return to normal? Yes No

Question 2

The Fund will use some debt to acquire assets. Do you accept that because the Fund uses debt (or gearing) any capital gains or losses (which are determined by changes in value of the underlying property) will be magnified depending on the level of gearing employed? Yes No

Question 3

Do you accept the capital value of your investment in the Fund is not guaranteed? Yes No

Question 4

The income paid by the Fund is not guaranteed and may vary over time. Do you accept that you should not invest in the Fund if you are reliant on the income you receive from this Fund to meet your day to day living requirements and cannot bear any fluctuations in your income distributions? Yes No

Question 5

Diversification is an important principal of investing. Do you accept you should not invest all your savings in a single investment or asset type and this investment should form part of a broader investment portfolio? Yes No

Please indicate the percentage your investment in the Fund represents of the assets you have available for investment, excluding your residential home:

<10%
10-25%
25-50%
50-75%
75-100%

IMPORTANT: If you have answered "NO" to any of the other questions, this product may not be suitable for you. Before proceeding with your investment, we recommend that you seek advice from your financial adviser.

Responsible Entity

CENTURIA PROPERTY FUNDS LIMITED
Level 41, Chifley Tower,
2 Chifley Square, Sydney, NSW, 2000

Phone: +61 2 8923 8923

Fax: +61 2 9460 2960

Web: www.centuria.com.au/property

Email: contactus@centuria.com.au

AFSL 231 149

Auditor

KPMG
Level 30, International Tower 3
300 Barangaroo Avenue
Sydney NSW 2000

Phone: +61 2 9335 7000

Fax: +61 2 9299 7001

Solicitor

MCMAHON CLARKE
Level 7, 100 Creek Street
Brisbane QLD 4000

Phone: +61 7 3239 2900

Fax: +61 7 3239 2990

Email: info@mcmahonclarke.com

Unit Registrar

BOARDROOM PTY LIMITED
GPO BOX 3993
SYDNEY NSW 2001

Phone: 1800 182 257 (from within Australia) or +61 2 9290 9600 (from outside Australia) between 8:30am and 5:00pm (Sydney Time), Monday to Friday (excluding public holidays).

Email: Property.Enquiry@CenturiaInvestor.com.au

Centuria

centuria.com.au