



ASX ANNOUNCEMENT GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)

11 August 2016

Growthpoint takeover offer period extended

Growthpoint Properties Australia Limited as responsible entity for Growthpoint Properties Australia Limited (**Growthpoint**) announces that it has extended the offer period under its recommended off market takeover bid for all ordinary units in GPT Metro Office Fund (**GMF**).

The offer period is now scheduled to close at 7:00pm (Melbourne time) on 2 September 2016 (unless extended or withdrawn).

A copy of a letter that is being sent to GMF unitholders, together with the formal notice of variation, is attached to this announcement.

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

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Investor enquiries should be directed to:

Aaron Hockly, Chief Operating Officer, Growthpoint Properties Australia

Telephone: +61 (0)3 8681 2900, info@growthpoint.com.au

Growthpoint Properties Australia

Growthpoint Properties Australia is a publicly traded ASX listed A-REIT (ASX Code: GOZ) that specialises in the ownership and management of quality investment property. GOZ owns interests in a diversified portfolio of 58 office and industrial properties throughout Australia valued at approximately \$2.8 billion and has an investment mandate to invest in office, industrial and retail property sectors.

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

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



11 August 2016

GMFTKO
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear GMF unitholder

Recommended takeover bid for GPT Metro Office Fund

1. Growthpoint extends offer period

Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) (**Growthpoint**) has extended the offer period under its recommended takeover bid for all the ordinary units in GPT Metro Office Fund (**GMF**) (the **Growthpoint Offer**).

The offer period is now scheduled to close at 7:00pm (Melbourne time) on 2 September 2016 (unless extended or withdrawn). A formal notice of variation is enclosed.

2. IBC has recommended the Growthpoint Offer and independent expert has found it fair and reasonable to GMF unitholders

The board of Growthpoint Properties Australia Limited is pleased to report that:

- the independent board committee of GPT Platform Limited as responsible entity for the GPT Metro Office Fund (the **IBC**) has **recommended GMF unitholders ACCEPT the Growthpoint Offer**, in the absence of a superior proposal;
- each member of the IBC has stated that **they intend to accept the Growthpoint Offer for the GMF units they own or have an interest in**, in the absence of a superior proposal; and
- the independent expert appointed by the IBC, Grant Samuel, has opined that the **Growthpoint Offer is fair and reasonable**, in the absence of a superior proposal.

3. No competing proposal

On 1 August 2016, Centuria Property Funds Ltd in its capacity as responsible entity for the Centuria Metropolitan REIT announced it will not be proceeding with its proposed GMF takeover bid. Accordingly, the Growthpoint Offer is the only takeover offer available to GMF unitholders for acceptance.

4. The consideration being offered under Growthpoint's takeover bid

As explained in more detail in Growthpoint's bidder's statement dated 1 July 2016 (**Bidder's Statement**):

- GMF unitholders who accept the Growthpoint Offer will be entitled to receive \$1.25 cash and 0.3968 Growthpoint securities for each GMF unit they hold (the **Mixed Consideration**) – based on the closing price of a Growthpoint security on 8 August 2016 (of \$3.30), the implied value of the Mixed Consideration was approximately \$2.56 for each GMF unit; or

- alternatively, instead of receiving the Mixed Consideration, GMF unitholders may elect to receive 100% cash consideration for all of their GMF units, by electing to participate in the Cash Alternative Facility described in section 6 of the Bidder's Statement. Under the Cash Alternative Facility, Growthpoint SA is offering to acquire all the Growthpoint securities that would otherwise be issued to GMF unitholders under the Growthpoint Offer at a price of \$3.15 per Growthpoint security. This means that any GMF unitholder who participates in the Cash Alternative Facility will receive approximately \$2.50 cash for each of their GMF units.¹

5. How to accept the Growthpoint Offer

(a) Acceptance form and detailed instructions

To accept the Growthpoint Offer, GMF unitholders should follow the instructions on the acceptance form that was sent to them with the Bidder's Statement. Section 13.3 of the Bidder's Statement also includes detailed instructions on how to accept the Growthpoint Offer. A replacement acceptance form is enclosed with this letter.

(b) Issuer sponsored unitholders

If your GMF units are held on GMF's issuer sponsored subregister (such holdings will be evidenced by an 'I' appearing next to your holder number on the enclosed acceptance form), to accept the Growthpoint Offer, you must complete and sign the acceptance form and return it together with all other documents required by the instructions on the acceptance form, to the address indicated on the form so that it is received before the end of the offer period.

(c) CHESSE sponsored unitholders

If your GMF units are in a CHESSE Holding (such holdings will be evidenced by an 'X' appearing next to your holder number on the enclosed acceptance form), you may accept the Growthpoint Offer by either:

- completing and signing the acceptance form and returning it together with all other documents required by the instructions on the acceptance form, to the address indicated on the form so that it is received before the end of the offer period; or
- instructing your controlling participant (usually your stockbroker) in sufficient time for them to accept the Growthpoint Offer on your behalf before the end of the offer period.

(d) Cautionary note if you are returning your acceptance form by post

If your acceptance form is returned by post, for your acceptance to be valid you must ensure that it is posted in sufficient time for it to be received at the address shown on the acceptance form before the end of the offer period. According to the standard delivery timetable for deliveries in Australia published on Australia Post's website, it can take up to 6 days to receive your acceptance form if it is returned by post. You should take this timing into account when returning your acceptance form by post.

6. Further queries

If you have any queries relating to the Growthpoint Offer, please contact Growthpoint's offer information line on 1300 665 792 (for callers in Australia) or +61 3 9415 4366 (for callers outside Australia), Monday to Friday from 9:00am to 5:00pm (Melbourne time).

Yours faithfully



Geoff Tomlinson
Independent Chairman

¹ Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders (each as defined in the Bidder's Statement) who accept the Growthpoint Offer will not be entitled to receive Growthpoint securities – see sections 12.7 and 13.7 of the Bidder's Statement for further information.



A copy of this notice was lodged with ASIC on 11 August 2016. ASIC takes no responsibility for the contents of this notice.

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

Takeover bid for GPT Metro Office Fund

Notice of variation – Extension of offer period

To: Australian Securities and Investments Commission (**ASIC**)
ASX Limited
GPT Platform Limited as responsible entity for GPT Metro Office Fund
Each GPT Metro Office Fund unitholder referred to in s650D(1)(c) and s650D(2)
of the Corporations Act 2001 (Cth) (as modified by ASIC Class Order
[CO 13/521]).

Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) (**Growthpoint**) gives notice for the purposes of s650D of the Corporations Act 2001 (Cth), that its takeover offers for all of the ordinary units in GPT Metro Office Fund (**GMF**) contained in its bidder's statement dated 1 July 2016 (**Bidder's Statement**) (as varied and supplemented by the Supplementary Bidder's Statement dated 1 August 2016) are varied by extending the period during which the offer will remain open so that the offer will now close at 7:00pm (Melbourne time) on 2 September 2016.

In addition, for the purposes of s630(2)(b) of the Corporations Act 2001 (Cth), Growthpoint gives notice that its takeover offers for all of the ordinary units in GMF are varied such that the new date for the purposes of giving notice of status of defeating conditions will be 25 August 2016.

As at the date of this notice:

- 1 the defeating condition in section 13.8(p) of the Bidder's Statement has been fulfilled;
- 2 the offers have been freed of the defeating condition contained in section 13.8(e)(1) of the Bidder's Statement; and
- 3 none of the other defeating conditions to the offers in section 13.8 of the Bidder's Statement have been freed or, so far as Growthpoint knows, fulfilled and, accordingly, the offers remain subject to those defeating conditions.

DATED: 11 August 2016

Signed for and on behalf of

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

Geoff Tomlinson
Director

Timothy Collyer
Director



Growthpoint Properties Australia

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

GMFTKO
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Form:



To Your Controlling Participant:
Return this form directly to your stockbroker



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

For all enquiries:



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

Takeover Acceptance Form

CHESS

Your form must be received with sufficient time to allow processing prior to the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) ("Growthpoint") to acquire all of your ordinary units in GPT Metro Office Fund (ARSN 120 121 002) ("GMF") the terms and conditions of which are set out in the Bidder's Statement from Growthpoint dated 1 July 2016 as may be replaced or supplemented (the "Bidder's Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

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

Step 1: Registration Name & Offer Details

Your consideration will be issued to the name(s) as they appear on the latest copy of the GMF register, as provided to Growthpoint. The current address recorded by Growthpoint is printed above and overleaf. If you have recently bought or sold GMF Units your holding may differ from that shown. If you have already sold all your GMF Units, do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your GMF Units. As your GMF Units are in a CHES holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf. If you want Growthpoint to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon before the close of the Offer Period. This will authorise Growthpoint and Computershare Investor Services Pty Limited ("CIS") to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

By signing this form, you warrant to Growthpoint (and authorise Growthpoint to warrant on your behalf) that you have full legal and

beneficial ownership of the GMF Units to which this form relates and that Growthpoint will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

You should allow sufficient time for your Controlling Participant or Growthpoint to initiate the acceptance of the Offer on your behalf. Neither Growthpoint or CIS will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

Step 3: Participation in the Cash Alternative Facility

If you wish to participate in the Cash Alternative Facility (the terms and conditions of which are described in section 6 of the Bidder's Statement), please tick the box in section 3 overleaf. If you do not participate in the Cash Alternative Facility or your instructions are not clear, you will receive the Mixed Consideration for ALL of your GMF Units.

Step 4: Signing Instructions

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

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

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

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

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

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

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

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

Turn over to complete the form →



X 2222222222

I ND

Takeover Acceptance Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

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

Controlling Participant Identifier:

Offer Details: Securityholding as at Register Date:

2000

By accepting the Offer for ALL of your GMF Units, you are accepting the Offer for ALL the GMF Units recorded as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your GMF Units. The consideration applicable is set out in the terms of Growthpoint's Offer.

STEP 3 Participation in the Cash Alternative Facility

Please tick or otherwise mark the following box if you wish to participate in the Cash Alternative Facility (see section 6 of the Bidder's Statement for further information).

If you do not participate in the Cash Alternative Facility or your instructions are not clear, you will receive the Mixed Consideration for ALL of your GMF Units.

STEP 4 Signature of securityholder(s) *This section must be completed.*

I/We accept the Offer made by Growthpoint for GMF Units and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our GMF Units as per the above instruction.

Individual or Securityholder 1

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

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact
Name _____

Contact
Daytime
Telephone _____

Privacy Notice

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



Growthpoint Properties Australia

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

Return your Form:



By Mail:

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

For all enquiries:

Phone:



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

GMFTKO

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Takeover Acceptance Form

ISSUER

Your form must be received before the end of the Offer Period.

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Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your GMF Units.

Step 3: Participation in the Cash Alternative Facility

If you wish to participate in the Cash Alternative Facility (the terms and conditions of which are described in section 6 of the Bidder's Statement), please tick the box in section 3 overleaf. If you do not participate in the Cash Alternative Facility or your instructions are not clear, you will receive the Mixed Consideration for ALL of your GMF Units.

Step 4: Signing Instructions

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

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Turn over to complete the form →



I 1111111111 I ND

Takeover Acceptance Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

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

Offer Details: Securityholding as at Register Date:

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

Securityholder 2

Director

Securityholder 3

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

**Contact
Name** _____

**Contact
Daytime
Telephone** _____

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