

## **ASX ANNOUNCEMENT**

### **GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)**

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25 August 2016

#### **Notice of status of defeating conditions**

We enclose, by way of service pursuant to section 630(5)(b) of the *Corporations Act 2001* (Cth), the notice of the status of the defeating conditions to the offers required by section 630(3) of the *Corporations Act 2001* (Cth).

The takeover offers are scheduled to close at 7:00pm (Melbourne time) on 2 September 2016 (unless extended).

If GMF unitholders have any queries relating to the Growthpoint Offer, they can 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).

**Aaron Hockly, Chief Operating Officer**      [www.growthpoint.com.au](http://www.growthpoint.com.au)

#### **Media enquiries should be directed to:**

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#### **Investor enquiries should be directed to:**

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#### **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.



**Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) (Growthpoint)**

**Notice of status of defeating conditions**

To: ASX Limited

GPT Metro Office Fund ARSN 169 500 476 (**GMF**)

Growthpoint has made offers under an off-market takeover bid for all the ordinary units in GMF (**Offers**). The Offers are contained in a bidder's statement dated 1 July 2016 (**Bidder's Statement**).

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth), Growthpoint gives notice that:

- 1 as stated in the 'notice that defeating conditions to takeover bid freed' dated 24 August 2016, it has freed the Offers from the following defeating conditions in section 13.8:
  - section 13.8(a) (Regulatory approvals);
  - section 13.8(b) (No regulatory action);
  - section 13.8(c) (Minimum acceptance);
  - section 13.8(d) (No material adverse change);
  - section 13.8(e)(2) (Determinations in relation to the Offer);
  - section 13.8(f) (No distributions);
  - section 13.8(g) (No prescribed occurrences);
  - section 13.8(h) (No persons entitled to exercise or exercising rights under certain agreements or instruments);
  - section 13.8(i) (No material acquisitions, disposals or changes in the conduct of business);
  - section 13.8(i) (Properties);
  - section 13.8(k) (Responsible entity changes);
  - section 13.8(l) (No litigation on foot or pending);
  - section 13.8(m) (Financial indebtedness);
  - section 13.8(n) (No untrue statements to ASX or ASIC); and
  - section 13.8(o) (No break fees);
- 2 as stated in the 'notice that defeating condition to takeover bid freed' dated 18 July 2016, the defeating condition in section 13.8(p) of the Bidder's Statement (Growthpoint Security price) was fulfilled;
- 3 as stated in the 'notice that defeating condition to takeover bid freed' dated 1 August 2016, the defeating condition in section 13.8(e)(1) of the Bidder's Statement (Independent expert report) was freed;
- 4 in light of the matters referred to in paragraphs 1 to 3 above, the Offers are now wholly unconditional; and
- 5 its voting power in GMF is 47.36% (this excludes any votes attached to the GMF units in respect of which acceptance instructions have been received in the acceptance facility and which have not yet been converted into an acceptance of an Offer).

Date: 25 August 2016