



ASX ANNOUNCEMENT GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)

31 October 2016

Completion of compulsory acquisition of outstanding GMF units

Growthpoint Properties Australia Limited as responsible entity for Growthpoint Properties Australia Trust (**Growthpoint**) announces that it has completed the compulsory acquisition of all the outstanding units in GPT Metro Office Fund (now renamed Growthpoint Metro Office Fund) (**GMF**) and, accordingly, now owns 100% of the units in GMF.

Copies of the documents that will be sent to the former GMF unitholders whose GMF units were compulsorily acquired are attached.

Aaron Hockly, Chief Operating Officer

www.growthpoint.com.au

Media and investor enquiries should be directed to:

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

Growthpoint Properties Australia

Growthpoint Properties Australia is a publicly traded ASX listed A-REIT (ASX Code: GOZ) that specialises in the ownership and management of quality investment property. GOZ owns interests in a diversified portfolio of 63 office and industrial properties throughout Australia valued at approximately \$3.3 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's Key Metrics at 1 October 2016¹

Total property portfolio value	\$3.3 billion
Distribution guidance FY17 ²	21.3 cps
Number of properties	63
Office / industrial	62% / 38%
Average property age	8.9 years
Occupancy	98.6%
Weighted average lease expiry (WALE)	6.5 years
Weighted average rent review ³	3.2%
Weighted average capitalisation rate	6.9%
Gearing	42.5%
Average debt term	3.9 yrs
Average duration of hedges	3.4 yrs

1. Include Building C, 211 Wellington Rd, Mulgrave, Victoria at its 'on completion' valuation. 2. Excludes any impact from the takeover of GMF. 3. Assumes Consumer Price Index change of 1.0% per annum as per Australian Bureau of Statistics release for year to 30 June 2016.



November 2016

Dear former GMF unitholder

Compulsory acquisition of units in GPT Metro Office Fund

Your units in GPT Metro Office Fund (now renamed Growthpoint Metro Office Fund) ARSN 169 500 476 (**GMF units**) have been acquired by Growthpoint Properties Australia Limited (ABN 33 124 093 901) (**GPAL**) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) (**Growthpoint**) under the compulsory acquisition provisions in the *Corporations Act 2001* (Cth).

GPAL (in its capacity as responsible entity for GMF) now notifies you that:

- the consideration for the transfer of your GMF units to Growthpoint has been received; and
- the consideration is being held in trust for you pending your direction on how to deal with it.

To claim your consideration, please complete the enclosed Claim Form and send it to Computershare Investor Services Pty Limited using the enclosed reply paid envelope as soon as possible.

When the Claim Form is properly completed and returned, your consideration will be sent to you.

Please note that if you do not claim your consideration it will be transferred to the Australian Securities and Investments Commission (**ASIC**) in or around March 2018 and ASIC will hold the consideration in an unclaimed money account.

If you have any questions or require any assistance, please contact Growthpoint's offer information line on 1300 665 792 (for callers within Australia) and +61 3 9415 4366 (for callers outside of Australia).

Yours faithfully

Aaron Hockly
Company Secretary, Growthpoint Properties
Australia Limited as responsible entity for GMF

GPT METRO OFFICE FUND

(now renamed Growthpoint Metro Office Fund)

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

Claim Form - Compulsory Acquisition (Mixed Consideration)

Please return this form as soon as possible

This is an important document that requires your immediate attention. This form relates to the consideration to which you are entitled as a result of the compulsory acquisition of each of your ordinary units in GPT Metro Office Fund (ARSN 169 500 476) (now renamed Growthpoint Metro Office Fund) ("**GMF**") ("**GMF Units**") by Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) ("**Growthpoint**").

You are receiving this Claim Form as our records indicate that you:

- elected to receive the Mixed Consideration in the election form sent to GMF Unitholders on 23 September 2016 ("**Election Form**"); or
- failed to return a validly completed Election Form by the required deadline and are therefore deemed to have elected to receive the Mixed Consideration,

as consideration for your GMF Units that have been compulsorily acquired.

This Claim Form is also relevant to Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders. Please see Step 1 on page 2 of this Claim Form for further details.

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

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

Capitalised terms in this Claim Form have the same meaning as given in Growthpoint's bidder's statement dated 1 July 2016, unless the context otherwise appears.

Step 1: Registration Name & Consideration being held

Your consideration will be issued to the name(s) as recorded in the GMF register immediately before the compulsory acquisition of your GMF Units. The recorded registered name and address is printed above and overleaf. To have the address updated, please complete and follow the instructions listed in the 'New Address' section under Step 2 on the reverse of this form.

Step 2: 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.

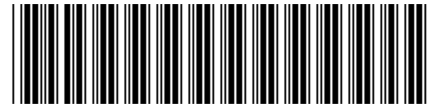
Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

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 →

Claim Form - Compulsory Acquisition (Mixed Consideration)



I 1111111111 IND

For your security keep your SRN/
HIN confidential.

STEP 1 Registration name & consideration being held

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

Compulsory acquisition details (Mixed Consideration):
Number of GMF Units formerly held:
Cash amount being held on your behalf:
Number of Growthpoint Securities being held on your behalf:

If the number of Growthpoint Securities being held on your behalf shows 'Nil', this is because you are an Ineligible Foreign Unitholder or an Unmarketable Parcel Unitholder. Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders are not entitled to receive Growthpoint Securities as consideration for their GMF Units. The Growthpoint Securities that would otherwise have been issued to any such Ineligible Foreign Unitholders and Unmarketable Parcel Unitholders have been issued to, and sold on ASX, by a nominee approved by ASIC and the net cash proceeds of that sale are being held on your behalf.

STEP 2 Signature of Securityholder(s) *This section must be completed.*

I/we the person(s) named above, instruct GMF to pay and transfer the consideration resulting from the compulsory acquisition of my/our GMF Units by Growthpoint and being held by GMF on my/our behalf by:

- sending a cheque for the cash component of the consideration payable to me/us by ordinary mail (or, in the case of an address outside Australia, by airmail) to the address shown above, or below, if applicable; and/or
- transferring any Growthpoint Securities, now held by GMF on my/our behalf. I/we appoint Growthpoint and any persons authorised by Growthpoint, severally to execute as transferee and deliver to Growthpoint for registration, in my/our names and on my/our behalf, the transfer of my/our Growthpoint Securities to me/us, in such form as Growthpoint or such person considers appropriate.

New Address

If your address is different to the one shown on this form you must provide certified copies of supporting documents, such as a driver's licence, council rates notices or utility statements that show your new address and your former address as recorded on the GMF register as recorded above and overleaf.

Insert New Address (if applicable)

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I/we agree that this will be a complete release and discharge of all the obligations of GMF, Growthpoint Properties Australia Limited as responsible entity for Growthpoint Metro Office Fund and Growthpoint Properties Australia Limited as responsible entity for Growthpoint Properties Australia Trust to me/us in respect of the consideration for the compulsory acquisition of my/our GMF Units and that none of the afore mentioned entities will be responsible for any loss of documents in the ordinary course of post.

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>.

GPT METRO OFFICE FUND

(now renamed Growthpoint Metro Office Fund)

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

Claim Form - Compulsory Acquisition (Cash Alternative)

Please return this form as soon as possible

This is an important document that requires your immediate attention. This form relates to the consideration to which you are entitled as a result of the compulsory acquisition of each of your ordinary units in GPT Metro Office Fund (ARSN 169 500 476) (now renamed Growthpoint Metro Office Fund) ("**GMF**") ("**GMF Units**") by Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) ("**Growthpoint**").

You are receiving this Claim Form as our records indicate that you elected to receive the Cash Alternative in the election form sent to GMF Unitholders on 23 September 2016 as consideration for your GMF Units that have been compulsorily acquired.

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

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

Capitalised terms in this Claim Form have the same meaning as given in Growthpoint's bidder's statement dated 1 July 2016, unless the context otherwise appears.

Step 1: Registration Name & Consideration being held

Your consideration will be issued to the name(s) as recorded in the GMF register immediately before the compulsory acquisition of your GMF Units. The recorded registered name and address is printed above and overleaf. To have the address updated, please complete and follow the instructions listed in the 'New Address' section under Step 2 on the reverse of this form.

Step 2: 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.

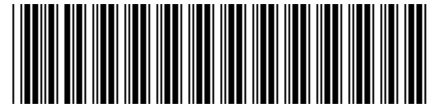
Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

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 →

Claim Form - Compulsory Acquisition (Cash Alternative)



I 1111111111 IND

STEP 1 Registration name & consideration being held

For your security keep your SRN/
HIN confidential.

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

Compulsory acquisition details (Cash Alternative):

Number of GMF Units formerly held:

Cash amount being held on your behalf:

STEP 2 Signature of Securityholder(s) *This section must be completed.*

I/we the person(s) named above, instruct GMF to pay and transfer the consideration resulting from the compulsory acquisition of my/our GMF Units by Growthpoint and being held by GMF on my/our behalf by:

- sending a cheque for the cash component of the consideration payable to me/us by ordinary mail (or, in the case of an address outside Australia, by airmail) to the address shown above, or below, if applicable; and/or
- transferring any Growthpoint Securities, now held by GMF on my/our behalf. I/we appoint Growthpoint and any persons authorised by Growthpoint, severally to execute as transferee and deliver to Growthpoint for registration, in my/our names and on my/our behalf, the transfer of my/our Growthpoint Securities to me/us, in such form as Growthpoint or such person considers appropriate.

New Address

If your address is different to the one shown on this form you must provide certified copies of supporting documents, such as a driver's licence, council rates notices or utility statements that show your new address and your former address as recorded on the GMF register as recorded above and overleaf.

Insert New Address (if applicable)

I/we agree that this will be a complete release and discharge of all the obligations of GMF, Growthpoint Properties Australia Limited as responsible entity for Growthpoint Metro Office Fund and Growthpoint Properties Australia Limited as responsible entity for Growthpoint Properties Australia Trust to me/us in respect of the consideration for the compulsory acquisition of my/our GMF Units and that none of the afore mentioned entities will be responsible for any loss of documents in the ordinary course of post.

Individual or Securityholder 1

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

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