

Notice of General Meetings



Venue: Hall & Wilcox
Level 11, Rialto South Tower
525 Collins Street
Melbourne, Victoria

Date: 20 October 2017

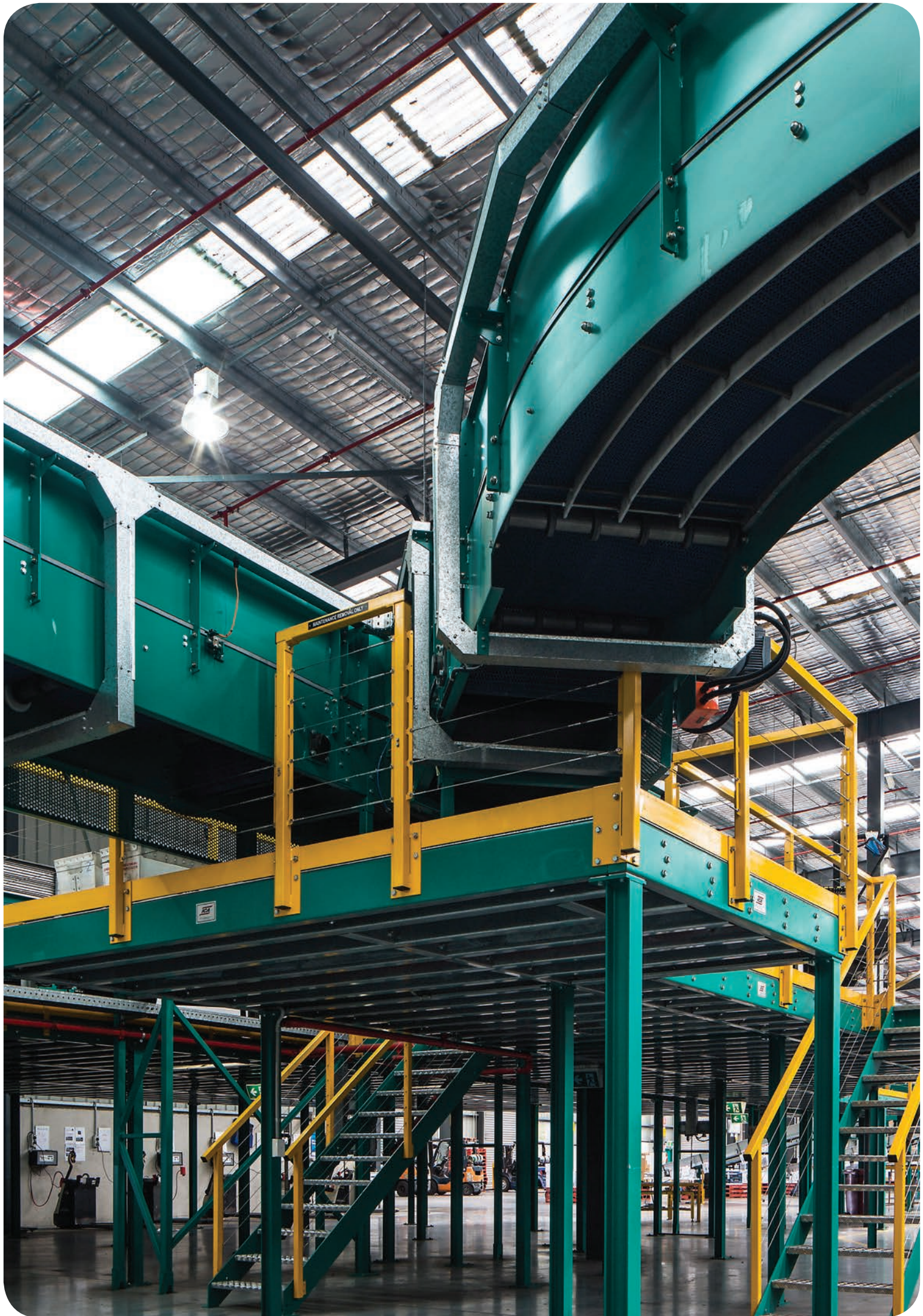
Time: 10.00am

Annual Report

The 2017 Annual Report is now available to download from our website at industriareit.com.au



Industria Trust No. 1 ARSN 125 862 875
Industria Trust No. 2 ARSN 125 862 491
Industria Trust No. 3 ARSN 166 150 938
Industria Trust No. 4 ARSN 166 163 186
Industria Company No. 1 Ltd ACN 010 794 957



18 September 2017

Dear Investor

I am pleased to invite you to attend the general meetings of investors in Industria REIT (“**Meetings**”) to be held on Friday 20 October 2017, commencing at 10.00am at the offices of Hall & Wilcox, Level 11, Rialto South Tower, 525 Collins Street, Melbourne, Victoria.

As you are aware, Industria REIT comprises four trusts, Industria Trust No. 1, Industria Trust No. 2, Industria Trust No. 3 and Industria Trust No. 4 (together, the “**Trusts**”), and one company, Industria Company No. 1 Ltd (“**Company**”). The units in the Trusts and the shares in the Company are all stapled together and are quoted jointly on the Australian Securities Exchange (“**ASX**”). As such, there is no practical distinction between unitholders in the Trusts and shareholders in the Company (together, “**Securityholders**”). For this reason, the Meetings for the five entities will be held together at the same place and on the same day, subject to the discretion of the Chair of the Meetings to adjourn or reconvene any specific Meeting, if required.

At the Meetings, we will present on the results and activities of Industria REIT for the 2017 financial year, provide an update on Industria REIT’s recent activities and performance and propose three resolutions for Securityholders to vote on.

Resolution 1 and 2 are resolutions of the Company and concern the re-election of the Company’s directors. In accordance with clause 4.10(a) of the Company’s constitution, one third of the directors of the Company (or the whole number of directors nearest one third) must retire and put themselves up for re-election by the Company’s shareholders.

Resolution 3 is also a resolution of the Company and concerns the election of one of the Company’s directors. In accordance with clause 4.6 of the Company’s constitution, a director appointed to fill a casual vacancy must retire from office at the conclusion of, and will be eligible for re-election at, the next annual general meeting following their appointment. Michael Groth was appointed as a director of the Company by the other directors to fill a casual vacancy in accordance with clause 4.6(a) of the Company’s constitution since the last AGM. Accordingly, Michael Groth is required to retire from office and will put himself up for election by the Company’s shareholders.

Further details relating to the resolutions are provided in the Notice of General Meetings and Explanatory Notes.

The board of APN Funds Management Limited (the Responsible Entity of Industria REIT) and the board of the Company recommend that you vote in favour of the resolutions.

The Company does not have any employees, given that the employees who provide services in respect of Industria REIT are employed by the Responsible Entity. Accordingly, no remuneration report has been prepared by the Company.

If you are not attending the Meetings, you are encouraged to appoint a proxy to attend and vote for you. The Proxy Form, which accompanies this Notice of General Meetings, includes instructions on how to vote and appoint a proxy. You can also lodge your proxy online, as detailed in the Notice of General Meetings. The Proxy Form must be received by the Registry no later than 10.00 am (Melbourne time) on 18 October 2017. A reply paid envelope for this purpose is enclosed.

The results of the Meetings will be announced to the ASX on the day of the Meetings.

If you have any queries about the Meetings, please call Link Market Services Limited on 1300 554 474. If contacting us from outside of Australia, please call +61 2 8280 7111.

I look forward to seeing as many of you as possible on 20 October 2017.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Alex Abell', written in a cursive style.

Alex Abell
Fund Manager
Industria REIT



37
BRANDL STREET
markinson
Silanna
Bayer
U&D MINING INDUSTRY
ASSA ABLOY
btp
Graystone

NOTICE OF GENERAL MEETINGS

Notice of General Meetings of the Trusts

Notice is given by APN Funds Management Limited that General Meetings of Industria Trust No. 1, Industria Trust No. 2, Industria Trust No. 3 and Industria Trust No. 4 will be held at:

Time: 10.00am
Date: Friday 20 October 2017
Place: Hall & Wilcox
Level 11, Rialto South Tower
525 Collins Street
Melbourne, Victoria

Notice of Annual General Meeting of the Company

Notice is given by the board of Industria Company No. 1 Ltd that an Annual General Meeting of the Company will be held at:

Time: 10.00am
Date: Friday 20 October 2017
Place: Hall & Wilcox
Level 11, Rialto South Tower
525 Collins Street
Melbourne, Victoria

The business to be considered at the Meetings is as follows:

ORDINARY BUSINESS:

Financial report

To receive and consider the annual report of Industria REIT for the financial year ended 30 June 2017.

SPECIAL BUSINESS:

Resolution 1 – to consider, and if thought fit, pass the following resolution as an **ordinary resolution** of the Company:

‘That Mr Geoff Brunsdon, who retires by rotation in accordance with clause 4.10(a) of the Company’s constitution, and being eligible, be re-elected as a director of the Company.’

Resolution 2 – to consider, and if thought fit, pass the following resolution as an **ordinary resolution** of the Company:

‘That Ms Jennifer Horrigan, who retires by rotation in accordance with clause 4.10(a) of the Company’s constitution, and being eligible, be re-elected as a director of the Company.’

Resolution 3 – to consider, and if thought fit, pass the following resolution as an **ordinary resolution** of the Company:

‘That Mr Michael Groth, being a director who was appointed by the directors on 1 December 2016 in accordance with clause 4.6 of the Company’s constitution and whose appointment as a director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, be elected as a director of the Company.’

Chair

The Responsible Entity and the board of the Company intend to appoint Chairman, Geoff Brunsdon, to act as Chair of the Meetings in accordance with the Corporations Act.

Required majority

Resolutions 1, 2 and 3 are ordinary resolutions, and will be passed if more than 50% of the votes cast by Securityholders present (in person or by representative or by proxy) and eligible to vote are cast in favour of each resolution.

Right to appoint a Proxy

Each Securityholder who is entitled to attend and vote on resolutions 1, 2 and 3 may appoint a proxy to attend and vote on behalf of that Securityholder as an alternative to attending the Meetings in person.

A proxy does not need to be a Securityholder, and you may appoint the Chair of the Meetings as your proxy. A Securityholder who is entitled to cast two or more votes may appoint one or two proxies and specify the proportion or number of votes that each proxy is appointed to exercise.

If you sign the enclosed proxy form and do not appoint the Chair or specify an individual or body corporate as your proxy, you will have appointed the Chair as your proxy by default. In that case, you will also be deemed to have directed the Chair to vote in favour of each of the proposed resolutions.

If you appoint the Chair as your proxy and do not specifically direct the Chair how to vote on a particular resolution, you will be deemed to have directed the Chair to vote in favour of that resolution.

The Proxy Form, which accompanies this Notice of General Meetings, includes instructions on how to vote and appoint a proxy.

To be valid, Link Market Services Limited must receive your Proxy Form by no later than 10.00 am (Melbourne time) on 18 October 2017.

HOW TO VOTE

By Mail:	Locked Bag A14 SYDNEY SOUTH NSW 1235
By Fax:	+61 2 9287 0309
By Hand:	Link Market Services Level 12, 680 George Street SYDNEY, NSW 2000
Online:	www.linkmarketservices.com.au

- Step 1:** Select Investor Login from the right hand menu.
- Step 2:** Select Industria REIT as the Issuer.
- Step 3:** Enter your Holder Identifier (which appears under the barcode on the front of your Proxy Form) and your postcode or Country.
- Step 4:** Enter the security code, tick the box to accept the terms and conditions and click "Login".
- Step 5:** Select 'Voting' from the top menu and follow the prompts to lodge your Proxy.

Voting entitlement

Securityholders registered as holders of stapled securities in Industria REIT (comprising units in the Trusts and shares in the Company) as at 7.00 pm (Melbourne time) on 18 October 2017 will be entitled to attend the meetings and vote on resolutions 1, 2 and 3.

The Responsible Entity and its associates are not entitled to vote on a resolution if they have an interest in the resolution or matter other than as a Securityholder in accordance with section 253E of the Corporations Act.

Corporate representatives

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meetings. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at the Meetings or in voting on a resolution. A 'Certificate of Appointment of Representative' may be obtained from Link Market Services.

Please see the attached Explanatory Notes for further information in respect of the proposed resolutions.

Issued by APN Funds Management Limited (ACN 080 674 479 AFSL 237500) as the Responsible Entity of Industria REIT and the board of Industria Company No. 1 Ltd (ACN 010 794 957).

EXPLANATORY NOTES TO NOTICE OF GENERAL MEETINGS

These explanatory notes provide information relating to the resolutions contained in the Notice of General Meetings to be put to the Meetings.

Resolutions 1, 2 and 3 – Re-election and election of directors of the Company

1. Geoff Brunsdon

Geoff Brunsdon will resign as a director of the Company in accordance with clause 4.10(a) of the Company's constitution and, being eligible, offers himself for re-election. The following information has been provided by Geoff in support of his re-election as a director.

Geoff has been a director since 2013. He is also the Chairman of APN Funds Management Limited and is a member of the Audit, Risk and Compliance Committee and a member of the Nomination & Remuneration Committee.

Geoff has had a career in investment banking spanning more than 30 years. He is now Chairman of Sims Metal Management Ltd, MetLife Insurance Ltd and IPE Ltd. He is a Director of The Wentworth Group of Concerned Scientists and Purves Environmental Custodians.

Geoff was previously Managing Director and Head of Investment Banking of Merrill Lynch International (Australia) Limited until 2009. Geoff was a member of the listing committee of the Australian Stock Exchange between 1993 and 1997, a member of the Takeovers Panel between 2007 and 2016 and Chairman of Redkite (supporting families who have children with cancer) until 2015 and is now a Patron. He is a Fellow of FINSIA, a Fellow of the Institute of Company Directors and a Fellow of The Institute of Chartered Accountants in Australia.

Recommendation: the board of the Company (with Geoff Brunsdon abstaining) recommends that Securityholders vote in favour of resolution 1.

2. Jennifer Horrigan

Jennifer Horrigan will resign as a director of the Company in accordance with clause 4.10(a) of the Company's constitution and, being eligible, offers herself for re-election. The following information has been provided by Jennifer in support of her re-election as a director.

Jennifer has been a director since 2013. She is also a director of APN Funds Management Limited and the Chairman of the Nomination & Remuneration Committee and a member of the Audit, Compliance & Risk Management Committee.

Jennifer brings 25 years' experience across investment banking, financial communications and investor relations. She was most recently the Chief Operating Officer in Australia of the independent investment bank Greenhill & Co. She has extensive experience in enterprise management, including the supervision and management of compliance, HR and financial management.

Jennifer is also a director of QV Equities (ASX: QVE), Redkite (national children's cancer charity) and Breast Cancer Institute of Australia/Australia & New Zealand Breast Cancer Trials Group.

Recommendation: the board of the Company (with Jennifer Horrigan abstaining) recommends that Securityholders vote in favour of resolution 2.

3. Michael Groth

Michael Groth will resign as a director of the Company in accordance with clause 4.6(b) of the Company's constitution and, being eligible, offers himself for election. The following information has been provided by Michael in support of his election as a director.

Michael qualified as a chartered accountant in 1996 with KPMG Melbourne and brings over 21 years of corporate finance, accounting, taxation and management expertise to the Company. Michael was appointed as Chief Financial Officer of APN Property Group Limited, APN Funds Management Limited and Industria REIT in June 2014 and is currently an APN Funds Management Limited Executive Alternate Director for Howard Brechley.

Recommendation: the board of the Company (with Michael Groth abstaining) recommends that Securityholders vote in favour of resolution 3.

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Responsible Entity

APN Funds Management Limited

ACN 080 674 479 AFSL No 237500

Level 30, 101 Collins Street
Melbourne Victoria 3000 Australia

T +61 (0) 3 8656 1000

F +61 (0) 3 8656 1010

W industriareit.com.au

E investor@industriareit.com.au



INDUSTRIAREIT

Responsible Entity: APN Funds Management Limited
ABN 60 080 674 479 AFSL 237500

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Industria REIT
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

PROXY FORM

I/We being a securityholder(s) of Industria REIT and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meetings (mark box)

OR if you are **NOT** appointing the Chairman of the Meetings as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meetings, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meetings of the Company to be held at **10:00am on Friday, 20 October 2017 at Hall & Wilcox, Level 11, Rialto South Tower, 525 Collins Street, Melbourne, Victoria** (the **Meetings**) and at any postponement or adjournment of the Meetings.

The Chairman of the Meetings intends to vote undirected proxies in favour of each resolution.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meetings. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Re-election of Mr Geoff Brunson as a Director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Jennifer Horrigan as a Director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Michael Groth as a Director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

STEP 3

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IDR PRX1701A



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meetings as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meetings as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETINGS

Any directed proxies that are not voted on a poll at the Meetings will default to the Chairman of the Meetings, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meetings will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meetings and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meetings the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meetings. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 18 October 2017**, being not later than 48 hours before the commencement of the Meetings. Any Proxy Form received after that time will not be valid for the scheduled Meetings.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Industria REIT
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETINGS, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**