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26 November 2018

ASX ANNOUNCEMENT

GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)

Notification to nominees

Attached is a sample of the letter that will be provided to nominees, trustees and custodians acting for beneficial securityholders in Growthpoint Properties Australia who may be eligible to participate in the 1 for 17.65 non-underwritten accelerated non-renounceable pro-rata rights offer to raise up to approximately \$135 million, announced by Growthpoint Properties Australia on Monday, 19 November 2018.

ENDS

Investor Relations and Media

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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 59¹ office and industrial properties throughout Australia valued at approximately \$3.7¹ 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.

www.growthpoint.com.au

¹ As at 30 September 2018 including recently settled acquisition of 836 Wellington Street, West Perth and the recently announced acquisition of 100 Skyring Terrace, Newstead, due to settle on 7 December 2018



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GROWTHPOINT PROPERTIES AUSTRALIA

STRICTLY CONFIDENTIAL

1 for 17.65 accelerated non-renounceable pro-rata rights offer of new fully paid ordinary stapled securities at \$3.46 per stapled security to raise approximately \$135 million

Dear Nominee and/or Custodian

Instructions to nominees, trustees and/or custodians acting for beneficial securityholders in Growthpoint Properties Australia

If you are not the correct person in your organisation to receive this letter we apologise and ask that you forward it to the most appropriate person.

Introduction

On Monday, 19 November 2018, Growthpoint Properties Australia, which consists of Growthpoint Properties Australia Limited (ACN 124 093 901) acting both in its capacity as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) and in its own capacity (**GOZ**) announced that it was conducting an accelerated pro rata non-renounceable rights offer (**Rights Offer**) of new fully paid ordinary stapled securities (**New Stapled Securities**) at an offer price of \$3.46 per New Stapled Security (**Offer Price**) to raise up to approximately \$135 million. Under the Rights Offer, eligible GOZ securityholders are entitled to subscribe for 1 New Stapled Security for every 17.65 existing GOZ stapled securities (**Stapled Securities**) (**Offer Ratio**) held at 7:00 pm (Melbourne time) on Wednesday, 21 November 2018 (**Record Date**) (**Entitlement**).

The Rights Offer comprises an institutional rights offer (**Institutional Rights Offer**) and an offer to Eligible Retail Securityholders (as defined below) to participate on the same terms (**Retail Rights Offer**).

Proceeds of the Rights Offer will be used to partly fund the acquisition of 100 Skyring Terrace, Newstead (the **Acquisition**).

The Rights Offer will be managed by Goldman Sachs Australia Pty Ltd (**Sole Lead Manager**) and will not be underwritten. Growthpoint Properties Limited, GOZ's major Securityholder, has committed to take up its pro rata entitlement under the Rights Offer.

The Rights Offer is being made without a prospectus or product disclosure statement in accordance with sections 708AA and 1012DAA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by Australian Securities and Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73.

The Institutional Rights Offer has already closed and the results have been announced on the Australian Securities Exchange (**ASX**). Documentation in relation to the Retail Rights Offer (**Offer Booklet**) is expected to be made available shortly, together with a personalised entitlement and acceptance form (**Entitlement and Acceptance Form** and together with the Offer Booklet, the **Offer Materials**).

Retail Rights Offer

As a nominee, trustee or custodian for securityholders in GOZ (hereafter, nominee) you will shortly receive a copy of the Offer Materials. The personalised Entitlement and Acceptance Form will indicate a pro-rata Entitlement based upon the number of GOZ

Stapled Securities you hold in aggregate under your nominee account name as at 7.00pm (Melbourne time) on the Record Date.

Entitlements under the Retail Rights Offer cannot be traded on the ASX or on any other exchange, nor can they be privately transferred. If Eligible Retail Securityholders (as defined below) take no action, they will not be allocated New Stapled Securities or receive any value in respect of the Entitlements they do not take up and their Entitlements will lapse.

No action has been taken to register or qualify the New Stapled Securities or the Rights Offer or otherwise permit an offering of the New Stapled Securities in any jurisdiction outside Australia and New Zealand.

The Retail Rights Offer is only being extended to Eligible Retail Securityholders, being securityholders in GOZ who:

- (a) are registered as a holder of fully paid ordinary stapled securities in GOZ as at 7.00pm (Melbourne time) on the Record Date (Wednesday, 21 November 2018);
- (b) have a registered address on GOZ's security register that is in Australia or New Zealand;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States with respect to their stapled securities in GOZ (to the extent such person holds GOZ stapled securities for the account or benefit of such person in the United States);
- (d) did not receive an offer to participate in (other than as nominee, in respect of other underlying holdings), and were not otherwise treated as an ineligible institutional securityholder under, the Institutional Rights Offer; and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Rights Offer.

Notwithstanding the above, GOZ may agree to extend the Rights Offer to certain institutional securityholders in foreign jurisdictions who did not participate in the Institutional Rights Offer subject to compliance with applicable laws (**Eligible Institutional Securityholder**).

The Rights Offer is non-renounceable, which means that Entitlements are non-transferable and cannot be sold or traded. If Eligible Retail Securityholders do not wish to take up all or part of their Entitlement, their rights will lapse and they will receive no value for any part of their Entitlement which has not been exercised.

IMPORTANT NOTE: Any underlying beneficial securityholders who are not Eligible Retail Securityholders are ineligible to apply for New Stapled Securities under the Retail Rights Offer. If you are a nominee for underlying beneficial securityholders who are not Eligible Retail Securityholders, you must not provide those persons with the Offer Materials, submit personalised Entitlement and Acceptance Forms nor apply for New Stapled Securities on their behalf. In particular, without limiting the foregoing, you must not submit an Entitlement and Acceptance Form or BPAY® payment on behalf of an underlying beneficial securityholder that is in the United States or is acting for the account or benefit of a person in the United States.

Where any person is acting as a nominee and/or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Retail Rights Offer by the beneficiary complies with applicable foreign laws. You are advised to seek independent legal advice as to how to proceed in this regard and please note that neither GOZ nor the Sole Lead Manager will provide such legal advice. For the avoidance of doubt, you are responsible for determining whether an underlying beneficial

holder of GOZ Stapled Securities for whom you act as nominee or custodian is an Eligible Retail Securityholder. Neither GOZ nor the Sole Lead Manager will advise as to or accept responsibility or liability for determining whether any such person qualifies as an Eligible Retail Securityholder. Accordingly, any application made on the respective personalised Entitlement and Acceptance Forms by you on behalf of securityholders for whom you act as nominee must only be for Eligible Retail Securityholders as set out above.

GOZ may, in its absolute discretion, refuse to accept an offer to subscribe for New Stapled Securities under the Retail Rights Offer if it believes that the nominee's underlying applicants are not each an Eligible Retail Securityholder or have not complied with the terms and conditions set out in the Offer Materials. Determination of eligibility of securityholders for the purposes of the Retail Rights Offer is determined by reference to a number of matters, including legal requirements and the discretion of GOZ. GOZ, the Sole Lead Manager and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

In particular, the Entitlements and the New Stapled Securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and accordingly, the Entitlements may not be exercised or taken up by, and the New Stapled Securities may not be offered and sold to, persons in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States. The Entitlements and the New Stapled Securities to be offered and sold in the Retail Rights Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) of the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

You must not send any documents in relation to the Retail Rights Offer, including the Offer Materials to, or submit an application or otherwise accept the Retail Rights Offer on behalf of, any ineligible securityholder, including any person in the United States. Failure to comply with restrictions contained in this letter may result in violations of applicable securities laws.

Return of the Entitlement and Acceptance Form or payment of application money via BPAY® by you on behalf of GOZ's securityholders for which you act as nominee and/or custodian will be taken by GOZ to constitute a representation by you that there has been no breach of any such laws or the representations, warranties, agreements and restrictions set out in this letter and the Offer Materials or any other relevant materials. Further, consistent with the warranties contained in the Entitlement and Acceptance Form, you are also advised not to submit any completed Entitlement and Acceptance Form with respect to the Rights Offer on behalf of any of your clients (or any other person) resident in the United States. Failure to comply with these restrictions may result in violations of applicable laws. Eligible Retail Securityholders who are nominees, trustees or custodians are therefore advised to seek independent legal advice as to how to proceed.

What you are required to do

If you submit an application on a personalised Entitlement and Acceptance Form, you are required to also complete a copy of the attached form entitled "**Summary for Nominee Applications**" (see Appendix A), which should detail the beneficial owner's name and number of New Stapled Securities sought for each such person on whose behalf you are applying. Each beneficial owner's portion of the Retail Rights Offer is to be calculated as their holding of GOZ Stapled Securities under your nominee account at 7:00 pm (Melbourne time) on the Record Date divided by 17.65 and multiplied by 1 (the result to be rounded up to the next whole number).

Any application made via BPAY® or on the respective personalised Entitlement and Acceptance Forms by you on behalf of an underlying beneficial Eligible Retail Securityholder must be in accordance with these terms and the Offer Materials. Your completed Entitlement and Acceptance Form will be taken by GOZ and the Sole Lead Manager to constitute a representation by you that you have complied with the Retail Rights Offer restrictions, the Offer Materials, this letter and all applicable laws. You acknowledge and agree that any failure by you to comply with the Retail Rights Offer restrictions may result in violations of applicable laws and loss to GOZ and the Sole Lead Manager.

Please attach copies of the completed “Summary for Nominee Applications” form with any application submitted on the personalised Entitlement and Acceptance Form.

For cheque applications, these should then be posted as a batch to the address outlined on the Entitlement and Acceptance Form with a copy of the form emailed to Computershare.

For BPAY applications, a copy of the form should be emailed to Computershare.


Applications received from a nominee account without a completed “Summary for Nominee Applications” form WILL NOT BE PROCESSED.

It is important to note that information on the “Summary for Nominee Applications” will be kept confidential and will only be used by GOZ and the Sole Lead Manager to compare with our records of nominee accounts as at the Record Date (Wednesday, 21 November 2018).

In addition, please sign where indicated below and return as directed to acknowledge receipt of this letter and your understanding of and compliance with these procedures.

Should you have any queries please contact Orient Capital at projects@orientcap.com or +61 2 8280 6090.

Yours sincerely



Yien Hong

Company Secretary & General Counsel
Growthpoint Properties Australia

Received by:

Signature

Nominee name

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NOTE: The information in this letter is general information only, does not constitute a securities recommendation or financial product advice, and has been prepared without taking account of the investment objectives, financial situation or needs of any particular investor. You should read the Offer Booklet (to be lodged by GOZ with ASX on Monday, 26 November 2018, which includes risk factors, and consider whether any investment is appropriate having regard to your (or your client's) objectives, financial situation or needs before acting on the information.

Copies of the Offer Materials are, or will be, available from ASX's website and from GOZ's Share Registry. Nominees acting on behalf of Eligible Retail Securityholders who want to acquire New Stapled Securities should complete, or otherwise apply in accordance with, the personalised Entitlement and Acceptance Form that accompanies the Offer Booklet and should consider the Offer Materials and publicly available information about GOZ in deciding whether or not to acquire the New Stapled Securities.

This letter and the Offer Materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer or solicitation would be illegal. No action has been or will be taken to register, qualify or otherwise permit a public offering of the Entitlements or the New Stapled Securities in any jurisdiction outside Australia or New Zealand. In particular, the Entitlements and the New Stapled Securities have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the Entitlements may not be exercised or taken up by, and the New Stapled Securities may not be offered and sold to, persons in the United States except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter or any material relating to the Retail Rights Offer to any of your clients (or any other person) in the United States or elsewhere outside of Australia and New Zealand and on whose behalf you are the registered owner of GOZ Stapled Securities. Failure to comply with these restrictions may result in violations of applicable securities laws.

GOZ is not required to determine whether or not any registered holder is acting as a nominee or custodian or the identity or residence of any beneficial owners of GOZ Stapled Securities. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Rights Offer is compatible with applicable foreign laws.

You should seek independent legal and tax advice in relation to the Retail Rights Offer and your participation. You may also wish to refer to the tax disclosures contained in the Offer Booklet which will provide further information on potential taxation implications for certain categories of Australian securityholders.

The Sole Lead Manager has not authorised or caused the issue of this document or made or authorised the making of any statement that is included in this document or any statement on which a statement in this document is based. To the maximum extent permitted by law, the Sole Lead Manager and its related bodies corporate and affiliates and their respective directors, officers, employees, advisers and representatives expressly disclaim and take no responsibility for any statements in or omissions from this document.

APPENDIX A – GROWTHPOINT PROPERTIES AUSTRALIA RETAIL RIGHTS OFFER

Summary for Nominee Applications

NOMINEE ACCOUNT NAME:	SRN/HIN:	SUMMARY No.

	NAME OF BENEFICIAL HOLDER	STAPLED SECURITY HOLDING AT 7.00PM (MELBOURNE TIME) ON WEDNESDAY, 21 NOVEMBER 2018	ENTITLEMENT BASED ON RECORD DATE HOLDING (7.00PM (MELBOURNE TIME) ON WEDNESDAY, 21 NOVEMBER 2018)	ENTITLEMENT TAKEN UP	ADDITIONAL STAPLED SECURITIES APPLIED FOR	APPLICATION PAYMENT (AUD) AT \$3.46 PER NEW STAPLED SECURITY
1						A\$
2						A\$
3						A\$
4						A\$
6						A\$
7						A\$
8						A\$
TOTAL						A\$

If more than one form is required, please photocopy this form and submit all forms together and at the same time.

Entitlement: Entitlement is calculated on the basis of 1 New Stapled Security for every 17.65 GOZ Stapled Securities held based on each Eligible Retail Securityholder’s holding as at 7.00pm (Melbourne time) on Wednesday, 21 November 2018, rounding up to the nearest whole number.

CONTACT PERSON	PHONE NO. ()	COMPLETED BY (INITIALS)

Please enclose this form with your personalised Entitlement and Acceptance Form and send both to:

- Computershare Limited – completed forms (in Excel format) must be emailed to custodians@computershare.com.au

- Orient Capital – completed forms (in Excel format) must be emailed to projects@orientcap.com. If you have any queries, please email them to projects@orientcap.com or contact Orient Capital on +61 2 8280 6090.

By submitting the enclosed Entitlement and Acceptance Form, we confirm that every Eligible Retail Securityholder for whose account we are acquiring New Stapled Securities has made an irrevocable offer to subscribe for New Stapled Securities under the Retail Rights Offer on the terms and conditions set out in the Entitlement and Acceptance Form and the Offer Booklet.

We acknowledge that GOZ may, in its absolute discretion, refuse to accept this irrevocable offer to subscribe for New Stapled Securities under the Retail Rights Offer if they reasonably believe that our underlying applicants are not each an Eligible Retail Securityholders or have not complied with the terms and conditions set out in the Entitlement and Acceptance Form and Offer Booklet. In particular, we represent, warrant and agree that each beneficial holder on whose behalf we are submitting this form is an Eligible Retail Securityholder. We hereby acknowledge receipt of the letter setting out instructions to nominees acting for holders of GOZ Stapled Securities from GOZ and confirm that we understand the procedures for lodgement of personalised Entitlement and Acceptance Forms under the Retail Rights Offer. We further hereby acknowledge that the Retail Rights Offer is only available for acceptance (whether directly, indirectly or by us as nominee and/or custodian) by certain securityholders that are not in the United States and are not acting for the account or benefit of persons in the United States.

SIGNED: _____ **NAME:** _____ **DATED:** _____

Please enclose this form with your personalised Entitlement and Acceptance Form.