

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Growthpoint Properties Australia Limited / Growthpoint Properties Australia Trust

ABN

ABN 33 124 093 901 / ARSN 120 121 002

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1	+Class of +securities issued or to be issued	Ordinary shares and units ( <b>Stapled Securities</b> )
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+ See chapter 19 for defined terms.

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|---|---|---|
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | <p>34,412,160 new Stapled Securities will be issued on 29 November 2018 under the institutional component (<b>Institutional Rights Offer</b>) of the accelerated pro-rata non-renounceable entitlement offer announced by the entity on 19 November 2018 (<b>Rights Offer</b>) and in respect of acceptances under the retail component of the Rights Offer (<b>Retail Rights Offer</b>) received by 5.00pm (Melbourne time) on 27 November 2018 (<b>Early Retail Acceptance</b>).</p> <p>Up to approximately 4,611,067 new Stapled Securities may be issued on 12 December 2018 under the Retail Rights Offer (other than any Stapled Securities that have already been issued pursuant to Early Retail Acceptance), subject to the extent to which eligible retail securityholders subscribe for new Stapled Securities under the Retail Rights Offer, the number of Stapled Securities sold in the shortfall bookbuild (if any) conducted after close of the Retail Rights Offer (<b>Shortfall Bookbuild</b>) and the determination of the entity and holding reconciliation and rounding.</p> |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Same terms as existing Stapled Securities   |

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+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes. As from allotment, the new Stapled Securities will rank equally with existing Stapled Securities.</p>
5	Issue price or consideration	\$3.46 per new Stapled Security
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As described in the ASX announcement and investor presentation announced on 19 November 2018, the net proceeds of the Rights Offer will be used to partly fund the acquisition of a commercial property.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Not applicable
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>29 November 2018 (under the Institutional Rights Offer and pursuant to Early Retail Acceptance)</p> <p>12 December 2018 (under the Retail Rights Offer in respect of Stapled Securities that have not already been issued pursuant to Early Retail Acceptance and for any Stapled Securities issued under the Shortfall Bookbuild)</p>
Number		+Class

+ See chapter 19 for defined terms.

8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	<p>After completion of the Institutional Rights Offer and Early Retail Acceptance, there will be 723,137,478 Stapled Securities on issue.</p> <p>After completion of the Retail Rights Offer, there will be up to approximately 727,748,545 Stapled Securities on issue (based on the 723,137,478 Stapled Securities on issue and the approximate number of Stapled Securities to be issued under the Retail Rights Offer as described in item 2 of this Appendix 3B).</p>	Ordinary fully paid Stapled Securities
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<sup>+</sup> See chapter 19 for defined terms.

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	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Nil
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same terms as existing Stapled Securities

**Part 2 - Pro rata issue**

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 new Stapled Security for every 17.65 Stapled Securities held on the Record Date (as defined below)
14	+Class of +securities to which the offer relates	Ordinary fully paid Stapled Securities
15	+Record date to determine entitlements	7.00pm (Melbourne time) on 21 November 2018 <b>(Record Date)</b>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	In determining entitlements, any fractional entitlements will be rounded up to the nearest whole number of Stapled Securities.
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	For the Institutional Rights Offer, all countries except Australia, Hong Kong, New Zealand, Singapore, South Africa and any other jurisdiction agreed by the entity and the Lead Manager.  For the Retail Rights Offer, all countries except Australia and New Zealand.

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+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	<p>For the Institutional Rights Offer, 20 November 2018.</p> <p>For early acceptances under the Retail Rights Offer, 27 November 2018.</p> <p>For the Retail Rights Offer (other than Early Retail Acceptance), 5 December 2018.</p>
20	Names of any underwriters	<p>The Offer is not underwritten.</p> <p>The Offer will be managed by Goldman Sachs Australia Pty Ltd (<b>Lead Manager</b>).</p>
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	<p>No prospectus, product disclosure statement or other disclosure document is being prepared in connection with the Rights Offer.</p> <p>A retail rights offer booklet and the entitlement and acceptance form were sent to eligible retail securityholders in connection with the Retail Rights Offer on 26 November 2018.</p>
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable

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29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	<sup>+</sup> Issue date	29 November 2018 (under the Institutional Rights Offer and pursuant to Early Retail Acceptance)  12 December 2018 (under the Retail Rights Offer in respect of Stapled Securities that have not already been issued pursuant to Early Retail Acceptance and for any Stapled Securities issued under the Shortfall Bookbuild)

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

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<sup>+</sup> See chapter 19 for defined terms.



- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of +securities for which +quotation is sought Not applicable
- 39 +Class of +securities for which quotation is sought Not applicable
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  
  
 If the additional +securities do not rank equally, please state:  
 • the date from which they do  
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- Not applicable
- 41 Reason for request for quotation now  
  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another +security, clearly identify that other +security)
- Not applicable

Number	+Class
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42 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in clause 38)	N/A	N/A
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<sup>+</sup> See chapter 19 for defined terms.

### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company secretary)

Date: 28 November 2018

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Print name: Yien Hong