

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

24 September 2021

RETAIL ENTITLEMENT OFFER – LETTER TO SECURITYHOLDERS

APN Industria REIT (“Industria”) advises that the attached notification to securityholders in relation to the retail component of the accelerated non-renounceable entitlement offer (“Retail Entitlement Offer”), details of which were announced to the ASX on Thursday, 23 September 2021, will be dispatched today to securityholders with registered addresses in Australia and New Zealand.

The Retail Entitlement Offer opens at 9:00am (Melbourne time) on Thursday, 30 September 2021 and closes at 5:00pm (Melbourne time) on Friday, 15 October 2021 (“Retail Entitlement Offer Period”).

If you have any questions in relation to the Retail Entitlement Offer, please contact the Industria Offer Information Line on 1800 131 904 (within Australia) or +61 1800 131 904 (outside Australia) between 8:30am and 5:30pm (Melbourne time), Monday to Friday (excluding public holidays), during the Retail Entitlement Offer Period.

This announcement was authorised to be given to the ASX by the Board of APN Funds Management Limited and the Board of Industria Company No. 1 Limited.

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About APN Industria REIT

APN Industria REIT (‘Industria’) (ASX code: ADI) is a listed Australian real estate investment trust which owns interests in office and industrial properties that provide functional and affordable workspaces for business. Industria’s \$1.1 billion portfolio of 39 properties located across the major Australian cities provides sustainable income and capital growth prospects for security holders over the long term. Industria has a target gearing band of 30 – 40%, providing flexibility for future growth without compromising the low-risk approach to management. Industria is governed by a majority Independent Board, and managed by Dexus (ASX:DXS), one of Australia’s leading fully integrated real estate groups, with over 35 years of expertise in property investment, funds management, asset management and development.

www.apngroup.com.au

About Dexus

Dexus (ASX: DXS) is one of Australia’s leading fully integrated real estate groups, managing a high-quality Australian property portfolio valued at \$42.5 billion. We believe that the strength and quality of our relationships will always be central to our success and are deeply committed to working with our customers to provide spaces that engage and inspire. We invest only in Australia, and directly own \$17.5 billion of office, industrial and healthcare properties, and investments. We manage a further \$25.0 billion of office, retail, industrial and healthcare properties for third party clients. The group’s \$14.6 billion development pipeline provides the opportunity to grow both portfolios and enhance future returns. Sustainability is integrated across our business, and our sustainability approach is the lens we use to manage emerging ESG risks and opportunities for all our stakeholders. Dexus is a Top 50 entity by market capitalisation listed on the Australian Securities Exchange and is supported by more than 30,000 investors from 23 countries. With over 35 years of expertise in property investment, funds management, asset management and development, we have a proven track record in capital and risk management and delivering superior risk-adjusted returns for investors.

www.dexus.com

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
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Dear Sir/Madam

APN Industria REIT \$350 million equity raising

On 23 September 2021, APN Industria REIT (ASX:ADI) (“Industria”) announced a fully underwritten A\$350 million equity raising comprising of:

- an institutional placement of new fully paid ordinary securities in Industria (“New Securities”) to raise approximately A\$100 million (“Placement”); and
- a 1 for 3 accelerated non-renounceable pro-rata entitlement offer of New Securities to eligible existing securityholders to raise approximately A\$250 million (“Entitlement Offer”),

(together, the “Offer”).

The Offer and use of proceeds

The proceeds of the equity raising are being used to partially fund the acquisition of interests in a portfolio of 51 industrial properties and development opportunities, delivering transformational growth for Industria securityholders (the “Acquisitions”), comprising:

- 33.3% interest in Jandakot Airport, Perth (WA), a high-quality industrial portfolio comprising 49 properties, approximately 360,000 sqm¹, approximately 80 hectares of developable land, and a general aviation operating business largely utilised for essential services and training (alongside a co-investment by Dexus);
- 100% interest in 2 Maker Place, Truganina (VIC), a 30,364 sqm logistics facility fully leased to Australia Post, with adjoining developable land; and
- 50% interest in Lot 2, 884-928 Mamre Road, Kemps Creek (NSW), a 42,515 sqm fund-through development project to be delivered in May 2023, located in a key growth corridor in western Sydney, within close proximity to the new Western Sydney Airport (remaining 50% will be owned by Dexus).

The Acquisitions provide a combination of modern, high quality assets with a blended initial yield of 5.0% and weighted average lease expiry (“WALE”) of 7.2 years, alongside development and expansion land in highly attractive and sought-after industrial precincts across key locations in Sydney, Melbourne and Perth. Industria’s \$95 million share of the committed development capex across approximately 80 hectares of developable land² is expected to deliver attractive returns, underpinning future income growth.

The balance of the Acquisitions and associated transaction costs will be funded by drawing on existing and new bank debt facilities.

¹ Unadjusted for proportional ownership

² Development pipeline and developable land relate to 100% of the development pipeline by area, i.e. Jandakot at 100%

This letter is not an offer document but rather an advance notice of some key terms and conditions of the Entitlement Offer. Further information is set out below in relation to the eligibility of securityholders and the additional information that is being provided to Eligible Retail Securityholders (described below) in connection with the retail component of the Entitlement Offer.

If you are an Eligible Retail Securityholder, you will be entitled to subscribe for 1 New Security for every 3 existing securities ("Industria Securities" or "Securities") held in Industria as at 7.00pm (Melbourne time) on Monday, 27 September 2021 ("Record Date") ("Entitlements"). The offer price is \$3.45 per New Security ("Issue Price"). Fractional entitlements will be rounded up to the nearest whole number of New Securities.

Each New Security issued under the Entitlement Offer will rank equally with existing Industria Securities on issue. Industria will apply to the ASX for official quotation of the New Securities in accordance with the ASX Listing Rule requirements..

The retail component of the Entitlement Offer ("Retail Entitlement Offer") will be open to Eligible Retail Securityholders as at the Record Date from 9.00am (Melbourne time) on Thursday, 30 September 2021 to 5.00pm (Melbourne time) on Friday, 15 October 2021.

An offer booklet in respect of the Retail Entitlement Offer ("Retail Offer Booklet") is expected to be sent to Eligible Retail Securityholders on Thursday, 30 September 2021 by mail.

The Entitlement Offer is non-renounceable and entitlements will not be tradeable or otherwise transferrable.

Industria is not issuing a prospectus or product disclosure statement for the Offer, but rather has issued or will issue an ASX announcement ("Announcement"), investor presentation ("Investor Presentation"), Retail Offer Booklet, in respect of the Entitlement Offer, a "cleansing notice" in accordance with sections 708AA and 1012DAA of the *Corporations Act 2001* (Cth) ("Corporations Act") and, in respect of the Placement, a "cleansing notice" in accordance with sections 708A and 1012DA of the Corporations Act (together, the "Disclosure Documents"). The Announcement and Investor Presentation were lodged with the ASX on Thursday, 23 September 2021 and the Retail Offer Booklet will be lodged with the ASX on Thursday, 30 September 2021. The terms of the Entitlement Offer are detailed in the Announcement and Investor Presentation, which are included in the Retail Offer Booklet.

Eligibility criteria for the Retail Entitlement Offer

In order to comply with relevant securities laws, the Retail Entitlement Offer is only open to those holders of securities in Industria who:

- are a registered holder of existing Securities as at 7.00pm (Melbourne time) on Monday, 27 September 2021 ("Record Date");
- as at the Record Date, have a registered address on the Industria security register in Australia or New Zealand, or are a securityholder not in Australia or New Zealand that Industria has otherwise determined is eligible to participate;
- are not in the United States, and are not a person (including a nominee or custodian) acting for the account or benefit of a person in the United States (to the extent such person holds Securities for the account or benefit of such person in the United States); and
- were not invited to participate (other than as nominee or custodian, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as an Ineligible Institutional Securityholder under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus, product disclosure statement or offer document to be lodged or registered or any other lodgement, filing, registration or qualification.

Such securityholders are referred to in this letter as "Eligible Retail Securityholders".

Securityholders who are not Eligible Retail Securityholders are ineligible retail securityholders and are consequently unable to participate in the Retail Entitlement Offer.

Notwithstanding the above, Industria may (in its absolute discretion) agree to extend the Retail Entitlement Offer to any institutional securityholder, (subject to compliance with applicable laws).

Citigroup Global Markets Australia Pty Limited and Macquarie Capital (Australia) Limited (together, the "Lead Managers") are the joint lead managers, underwriters and bookrunners for the Placement and Entitlement Offer. Industria reserves the right to reject any Entitlement and Application Form that they believe comes from a person who is not an Eligible Retail Securityholder.

Retail Offer Booklet and personalised Entitlement and Acceptance Form

Full details of the Retail Entitlement Offer will be set out in the Retail Offer Booklet, copies of which will be available on the ASX website www.asx.com.au and Industria's website at <https://apngroup.com.au/fund/apn-industria-reit/>.

On or around Thursday, 30 September 2021, Eligible Retail Securityholders will be sent in the mail a copy of the Retail Offer Booklet and the personalised Entitlement and Acceptance Form.

Eligible Retail Securityholders should read the Retail Offer Booklet carefully and in full before deciding whether to participate in the Retail Entitlement Offer.

Action required by Eligible Retail Securityholders

Entitlements will not be tradeable or otherwise transferrable and it is important that Eligible Retail Securityholders determine whether to take up or do nothing in respect of all or some of their Entitlements.

Option	Important information	
<p>Take up all or part of your Entitlements (with option to apply for Additional New Securities)</p>	<p>Eligible Retail Securityholders who wish to take up all or some of their Entitlements will need to pay their application monies using BPAY® or complete and return their personalised Entitlement and Acceptance Form together with the requisite application monies, in each case by following the instructions set out on their personalised Entitlement and Acceptance Form.</p> <p>Eligible Retail Securityholders who take up their Entitlement in full may also apply for additional New Securities ("Additional New Securities") in excess of their Entitlement (to the extent other Eligible Retail Securityholders do not take up their full Entitlement) up to 35% of their full Entitlement per Eligible Retail Securityholder at the Offer Price. Any Application Monies received for more than your full Entitlement will be treated as applying for as many Additional New Securities as it will pay for in full, the allocation of Additional New Stapled Securities will be at the discretion of Industria and the Lead Managers and may be subject to scale back.</p> <p>There are two closing dates for the Retail Entitlement Offer and Eligible Retail Securityholders may elect to participate under either:</p>	
	<p>Early Retail Application Date (Option 1)</p>	<p>Eligible Retail Securityholders wishing to have their New Securities allotted on the same date as eligible institutional securityholders must pay their application monies via BPAY so that they are received by the Industria security holder registry by no later than 5.00pm (Melbourne time) on Tuesday, 5 October 2021. The Retail Offer Booklet and your personalised Entitlement and Acceptance Form will be</p>

		sent to you on Thursday, 30 September 2021 and a copy of the Retail Offer Booklet will be on the ASX website at www.asx.com.au and Industria's website at https://apngroup.com.au/fund/apn-industria-reit/ from Thursday, 30 September 2021.
	Retail Entitlement Offer Closing Date (Option 2)	All other Eligible Retail Securityholders must ensure that their application monies (and their personalised Entitlement and Acceptance Form if they are not paying by BPAY) are received by the Industria security holder registry by 5.00pm (Melbourne time) on Friday, 15 October 2021.
Do nothing (Option 3)	If you are an Eligible Retail Securityholder and you do nothing, your Entitlements in respect of your existing Securities will lapse and may be acquired by Eligible Retail Securityholders under the oversubscription facility. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means it is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can the Entitlement be privately transferred.	

Indicative timetable

Event	Date
Announcement of the Acquisitions and Equity Raising	23 September 2021
Trading halt, Placement and Institutional Entitlement Offer opens	23 September 2021
Announcement of the results of the Placement and Institutional Entitlement Offer	24 September 2021
Trading of Stapled Securities recommences on ASX on an 'ex-entitlement' basis	24 September 2021
Record Date for Entitlement Offer	7.00pm, 27 September 2021
Retail Entitlement Offer Booklet is despatched and Retail Entitlement Offer opens	9.00am, 30 September 2021
Early Retail Acceptance Due Date	5.00pm, 5 October 2021
Settlement of New Stapled Securities issued under the Institutional Entitlement Offer and Retail Entitlement Offer for applications received by the Early Retail Acceptance Due Date	6 October 2021
Allotment and normal trading of New Stapled Securities issued under the Placement, Institutional Entitlement Offer and Retail Entitlement Offer for applications received by the Early Retail Acceptance Due Date	7 October 2021
Despatch of holding statements for New Securities issued under the Placement, Institutional Entitlement Offer and Retail Entitlement Offer for applications received by the Early Retail Acceptance Due Date	7 October 2021

Final Retail Closing Date	5.00pm, 15 October 2021
Announcement of the results of the Retail Entitlement Offer	19 October 2021
Settlement of remaining New Stapled Securities issued under the Retail Entitlement Offer	20 October 2021
Allotment of remaining New Stapled Securities issued under the Retail Entitlement Offer	21 October 2021
Normal trading of remaining New Stapled Securities issued under the Retail Entitlement Offer	22 October 2021
Despatch holding statements for remaining New Securities issued under the Retail Entitlement Offer	22 October 2021

All dates and times are indicative only and subject to change. Subject to the requirements of the *Corporations Act 2001* (Cth), ASX Listing Rules and any other applicable laws, Industria reserves the right to amend this timetable at any time. Unless otherwise specified, all times and dates refer to Melbourne time.

Further information

If you have any queries regarding the Retail Entitlement Offer, please contact your professional adviser or please call the Industria Offer Information Line on 1800 131 904 (within Australia) or + 61 1800 131 904 (from outside Australia) from 8.30am to 5.30pm (Melbourne time) Monday to Friday (excluding public holidays) during the Retail Entitlement Offer period. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

Important notice and disclaimer

The Entitlement Offer is being made by Industria in accordance with sections 708AA and 1012DAA of the Corporations Act as modified by the Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73, meaning that no prospectus or other disclosure document needs to be prepared.

Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Industria and the Lead Managers. Each of Industria and the Lead Managers and each of their respective related bodies corporate (as defined in the Corporations Act) and affiliates and each of their respective directors, officers, employees, partners, consultants, contractors, agents and advisers disclaim any duty or liability (including, without limitation, any liability arising from fault, negligence or negligent misstatement) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Securities in any jurisdiction outside Australia and New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Securities in Industria.

The provision of this letter is not, and should not be considered as, financial product advice. The information in this document is general information only and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional adviser.

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This document may not be released or distributed in the United States or in any other jurisdiction in which such an offer would be illegal. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. The offer and sale of the New Securities have not been, and will not be, registered under the U.S. Securities Act of 1933 (the “U.S. Securities Act”), or the securities laws of any state or other jurisdiction of the United States, and the New Securities may not be offered or sold in the United States, unless they are registered under the U.S. Securities Act and any applicable United States state securities laws (which Industria is not obligated to do), or are offered and sold pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

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