

ASX ANNOUNCEMENT

27 October 2021

Irongate Group (ASX:IAP)

Irongate Group rejects non-binding proposal from 360 Capital

Irongate Group (**IAP**) refers to its announcement on 18 October 2021 in relation to an unsolicited, highly conditional, indicative and non-binding proposal from 360 Capital Group and 360 Capital REIT (together with their associated entities) (together, **360 Capital**) to acquire, by way of an agreed trust scheme, all of the stapled securities in Irongate Group (**IAP**) which 360 Capital does not already own for A\$1.6047 cash per stapled security¹ (being a headline price of A\$1.65 less the announced distribution of A\$0.0453 per stapled security for the half year ended 30 September 2021²) (**Indicative Proposal**).

The IAP Board has carefully considered the Indicative Proposal in conjunction with its advisers and has unanimously concluded that the Indicative Proposal materially undervalues IAP and therefore does not represent a compelling proposition for securityholders.

The IAP Board is of the firm view that the Indicative Proposal does not adequately reflect the underlying value of IAP having regard to its high-quality office and industrial real estate portfolio, the value-add upside potential embedded in the portfolio, and the value and growth potential of its third party funds management business. Following the revaluations undertaken as at 30 September 2021, IAP's net asset value is now A\$1.61 per stapled security.

The IAP Board also notes 360 Capital has not provided certainty on its ability to fund the Indicative Proposal.

The IAP Board is committed to maximising securityholder value and will appropriately consider a proposal that is consistent with this objective.

IAP has engaged Macquarie Capital (Australia) Limited and J.P. Morgan Securities Australia Limited as its financial advisers, King & Wood Mallesons as its Australian legal adviser and Cliffe Dekker Hofmeyr as its South African legal adviser.

Withdrawal of cautionary statements to take no action

Securityholders are referred to the cautionary announcement issued by the IAP Board in relation to the Indicative Proposal as released on the ASX and JSE on Monday, 18 October 2021. As the IAP Board has determined not to engage with 360 Capital in relation to the Indicative Proposal, securityholders are advised that such caution is no longer required to be exercised when dealing in IAP stapled securities.

This announcement has been authorised for release by the IAP Board.

¹ A\$1.6047 per stapled security represents an implied price per stapled security in South African Rand of R17.86, based on the South African Rand to Australian Dollar ratio of 0.0898 as at 26 October 2021.

² The headline price of A\$1.65 per stapled security pursuant to the Indicative Proposal is to be reduced by any distribution or capital return declared or paid by IAP from the date of the Indicative Proposal, including the announced distribution of A\$0.0453 per stapled security for the half year ended 30 September 2021. This distribution amount is pre

withholding tax applicable to non-Australian securityholders holding stapled securities on IAP's South African and Australian sub registers.

ENDS

FOR FURTHER INFORMATION, PLEASE CONTACT:

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