

Centuria



Centuria Diversified Property Fund

NOTICE TO UNITHOLDERS

in relation to a proposal to change the responsible entity of the Centuria Diversified Property Fund No. 2
ARSN 645 597 404 issued by: Primewest Management Ltd (ACN 091 415 833) and Centuria Property Funds Limited
(ACN 086 553 639)

Background and purpose of this Notice

This Notice has been issued by Primewest Management Ltd ACN 091 415 833 (**Primewest**) in its capacity as responsible entity of the Centuria Diversified Property Fund No. 2 (ARSN 645 597 404) (**CDPF2**) (formerly known as the Primewest Property Income Fund) and Centuria Property Funds Limited ACN 086 553 639 (**Centuria**) in its capacity as the responsible entity of the Centuria Diversified Property Fund ARSN 611 510 699 (**CDPF**).

Earlier this year, unitholders in CDPF and CDPF2 (**Unitholders**) were sent an explanatory memorandum, providing information in relation to the proposal to merge CDPF and CDPF2 by way of stapling (**Merger Proposal**).

A supplementary explanatory memorandum (**Supplementary Explanatory Memorandum**) was subsequently sent to Unitholders, which (amongst other matters) informed Unitholders that if the Merger Proposal was implemented, then Primewest intended to, in the near future, retire as responsible entity of CDPF2 and seek that Centuria become the responsible entity of CDPF2.

As a result of the Unitholders approving the Merger Proposal at the meetings on 26 May 2022, the units in CDPF and CDPF2 are now stapled together and CDPF and CDPF2 are being operated as a combined fund (**Stapled Fund**), with a common unitholder base.



The purpose of this Notice is to:

- Outline the reasons why Primewest proposes to retire as the responsible entity of CDPF2 and appoint Centuria as the new responsible entity; and
- Provide Unitholders with an opportunity to consider the proposal and request a vote on the appointment of Centuria as replacement responsible entity.

Primewest and Centuria recommend that you support the proposed change of responsible entity of CDPF2 to Centuria, so that the same company can act as responsible entity of both managed investment schemes which comprise the Stapled Fund.

If you have no objection to the proposed change, then you do not need to do anything.

ACTION REQUIRED OF UNITHOLDERS

Step 1	Read this Notice (including the attached form).
	 If after reading the Notice, you accept the change of responsible entity, then you do not need to take any action .
Step 2	 If after reading the Notice, you wish to request a vote to be held to consider the appointment of Centuria as the replacement responsible entity, then you should complete the enclosed form and return it to the reply-paid address listed on the form by 4:00pm (AWST) 6 September 2022 .

Notice to Unitholders

1. Proposal

As foreshadowed in the Explanatory Memorandum and Supplementary Explanatory Memorandum, Primewest proposes to retire as the responsible entity of CDPF2 and appoint Centuria as new responsible entity (**Proposal**).

Primewest and Centuria have assessed the benefits and consequences of Primewest retiring in favour of Centuria and recommend that Unitholders accept the appointment of CPFL as the replacement responsible entity of CDPF2.

The reasons for this Proposal and its impacts are explained in the sections below.

Under the Corporations Act, a change to the responsible entity of a registered fund usually requires the approval of unitholders at a meeting, by way of an extraordinary resolution (being at least 50% of the fund's unitholders who are entitled to vote). However, given Primewest and Centuria are related companies, Primewest has obtained regulatory relief from ASIC which enables Primewest to propose to Unitholders that it be replaced by Centuria, without a Unitholder meeting being held.

Below are **key information and dates** in respect of the Proposal:

Key information and dates¹

NOTICE INFORMATION	DATES
Notice of Proposal to replace the responsible entity of CDPF2 issued to Unitholders, including form to request a vote if required (to be held via a meeting of Unitholders or ballot vote) (Vote Request Form).	15 August 2022
Date/time by which any requests for a meeting of Unitholders (or ballot vote) must be received. Whether a meeting of Unitholders (or ballot vote) will be called will be determined based on the quantum of requests received and level/value of units held in respect of CDPF2. Unitholders will be communicated to accordingly.	4:00pm (AWST) 6 September 2022
Proposed completion date (intended effective date of change of responsible entity of CDPF2).	7 September 2022
If a sufficient number of Unitholders request a vote , then we will arrange a meeting or postal vote as soon as practicable.	Notice to be sent on or about 7 October 2022 Meeting (if required) on or about 28 October 2022

1. All times referred to in this Notice to Unitholders and any attachments are in Australian Western Standard Time (AWST).

2. Reasons for the change of responsible entity

As a result of the acquisition of Primewest by Centuria Capital Group (**CNI**) as part of CNI's off-market takeover of the Primewest Group in 2021, Primewest and Centuria are related companies and share the same key management and operational resources. The Boards of Directors of each of Centuria and Primewest currently comprise different directors.

Primewest and Centuria consider that having the same responsible entity and Board of Directors for both CDPF and CDPF2 will be a more efficient way to operate the Stapled Fund and will eliminate some duplicated costs associated with each of CDPF and CDPF2 having a different responsible entity. It will also be more efficient in relation to overall governance, in that for example, only one Board of Directors will need to meet to consider key decisions in relation to the Stapled Fund.

3. Impacts of the Proposal

Consistency of management personnel

Primewest considers the Proposal will not have any adverse impact for Unitholders, given the same key personnel, systems and resources will be used to continue to manage the Stapled Fund.

As Primewest and Centuria are both part of CNI, Centuria has the relevant knowledge, experience and resources to carry on the functions of responsible entity for CDPF2 (together with CDPF) and to ensure there is a smooth transition from Primewest to Centuria.

Centuria holds an Australian financial services license (number 231149) which permits it to act as responsible entity of CDPF2. Details of the directors of Centuria are provided in the product disclosure statement for the Stapled Fund dated 13 May 2022 (**PDS**) which was sent to Unitholders together with the Supplementary Explanatory Memorandum.

No change in fees and costs

As a result of this Proposal, there will be no change to the fees charged in relation to the Stapled Fund, as set out in the PDS.

Cost of the Proposal

Costs of seeking ASIC relief and for changing the responsible entity are not material and will be paid by the Stapled Fund. If there is an election to hold a meeting of Unitholders (or vote required via postal ballot), any costs incurred will be paid by the Stapled Fund.

Notice to Unitholders

4. Unitholders' right to ask for a vote

Primewest and Centuria recommend that you support the proposed change of responsible entity of CDPF2 to Centuria, so that the same company can act as responsible entity of both managed investment schemes which comprise the Stapled Fund.

If you have no objection to the proposed change, then you do not need to do anything.

However, if you would like the proposed replacement of Primewest by Centuria to be put to a vote of Unitholders, then you should notify Primewest by completing the Vote Request Form attached to this Notice and sending it to:

Primewest Management Limited

- by post to
Primewest Management Ltd
Level 1, 307 Murray Street Perth WA 6000
Attention: Primewest Investor Services; or
- by facsimile to
(08) 9321 7144
Attention: Primewest Investor Services; or
- by email to
enquiries@primewest.biz
Attention: Primewest Investor Services.

If either of the following conditions is met, then Primewest will either arrange a meeting of Unitholders (or postal ballot vote) to vote on the appointment of Centuria:

- At least 100 Unitholders who are entitled to vote ask for a vote on the proposed change; or
- Unitholders who together hold at least 5% of the total value of the interests held by Unitholders who would be entitled to vote if the proposal were put to a meeting of Unitholders, ask for a vote on the proposed change.

Your request (in the Vote Request Form attached) that the change of responsible entity be put to a vote, must be received by Primewest at the above address by **4:00pm (AWST) on 6 September 2022** in order to be valid. Each Unitholder has the right to request a vote on the Proposal.

If fewer than 100 Unitholders or Unitholders holding less than 5% of the total value of interests held by Unitholders entitled to vote, ask for a vote, then Primewest will proceed with the change of responsible entity as set out below under the heading '**What happens if no vote is required?**'.

What happens if a vote is called?

If Unitholders call for a vote in accordance with the above requirements, then Primewest will consider whether to facilitate the vote by a meeting of Unitholders or a postal vote and will notify Unitholders accordingly, by post and via the Stapled Fund's website (centuria.com.au/diversified-property-fund/investor-centre/).

What happens if no vote is required?

Under the terms of the ASIC relief, unless the necessary number of requests for a meeting referred to in this **section 4** have been received by the due date, Primewest will lodge a notice with ASIC asking it to alter the record of the CDPF2's registration to name Centuria as the CDPF2's appointed responsible entity, requesting that the change of responsible entity be effective on or around 7 September 2022.

When the record is altered by ASIC, all of the rights, liabilities and obligations of Primewest (as the outgoing responsible entity) in relation to the CDPF2 will become the rights, liabilities and obligations of Centuria (as the new responsible entity). The activities of CDPF2, as part of the Stapled Fund, will remain the same as at present.

We will also notify Unitholders of this change via the Stapled Fund's website.

5. Further information and enquiries

The proposed timing for the retirement of the responsible entity and information on the manner of the retirement will be made available on the Stapled Fund's website (centuria.com.au/diversified-property-fund/investor-centre/).

If the Proposal is implemented, then an announcement and new Product Disclosure Statement, will also be available on the website.

If you have any questions about the information contained in this Notice, then please contact Primewest.

Request for a Vote – Change of Responsible Entity

Centuria Diversified Property Fund No. 2 ARSN 645 597 404 (CDPF2) (part of the stapled fund known as Centuria Diversified Property Fund)

If you have no objection to the proposed change, then DO NOT COMPLETE THIS FORM.

If you would like the proposed replacement of Primewest Management Limited (**Primewest**) by Centuria Property Funds Limited (**CPFL**) to be put to a vote of Unitholders, then you should notify Primewest by requesting a vote on this form and returning it by 4:00pm (AWST) on 6 September 2022 to the following address:

Primewest Management Limited

- by post to
Primewest Management Ltd
Level 1, 307 Murray Street Perth WA 6000
Attention: Primewest Investor Services; or
- by facsimile to
(08) 9321 7144
Attention: Primewest Investor Services; or
- by email to
enquiries@primewest.biz
Attention: Primewest Investor Services.

I/We hold units in Centuria Diversified Property Fund No. 2 ARSN 645 597 404 (**CDPF2**) (as part of my/our holding of stapled units in the Stapled Fund now known as Centuria Diversified Property Fund); and, by completing, signing and dating this form and by ticking the box below, I/we request that the proposed change of the responsible entity of CDPF2 be put to a vote of Unitholders.

Client name(s)

Company name (if applicable)

Address

Account name

Account number

I/We request that the proposed change of responsible entity of CDPF2 be put to a vote of Unitholders.

Please tick this box

Signature(s)

Date

--

Notes:

1. If you wish to request a vote of Unitholders in respect of your holdings in the CDPF2, then this form must be received at the above address by 4:00pm AWST on 6 September 2022.
 - a. Where the Unitholder is a corporation, this form must be executed by an attorney or by two directors or a director and secretary. If the company is a sole director company, then the sole director must sign.
 - b. If an attorney signs on behalf of a Unitholder, then you must provide a certified copy of the power of attorney.

Centuria

centuria.com.au