



ASX ANNOUNCEMENT GROWTHPOINT PROPERTIES AUSTRALIA (ASX Code: GOZ)

24 August 2016

Growthpoint declares takeover bid unconditional

Growthpoint Properties Australia Limited as responsible entity for Growthpoint Properties Australia Limited (**Growthpoint**) announces that it has freed the offers under its recommended off market takeover bid for all ordinary units in GPT Metro Office Fund (**GMF**) from all outstanding defeating conditions. Accordingly, the offers are now wholly unconditional.

The formal notice under s650F of the *Corporations Act 2001* (Cth) which frees the offers from all outstanding defeating conditions is attached to this announcement by way of service pursuant to s650F(3)(a) of the *Corporations Act 2001* (Cth).

The offer period is scheduled to close at 7:00pm (Melbourne time) on 2 September 2016 (unless extended).

Growthpoint has also given written notice to the facility agent under the institutional acceptance facility that the offers have been declared unconditional. Accordingly, the facility agent will now take the steps set out in the terms of the facility to cause the offers to be accepted in respect of the facility acceptance instructions as soon as possible.

If GMF unitholders have any queries relating to the Growthpoint Offer, they can contact Growthpoint's offer information line on 1300 665 792 (for callers in Australia) or +61 3 9415 4366 (for callers outside Australia), Monday to Friday from 9:00am to 5:00pm (Melbourne time).

Timothy Collyer, Managing Director, commented –

"Growthpoint is very pleased with the strong support of its takeover offer for GMF and to be able to declare it unconditional. We look forward to receiving further acceptances of the Growthpoint offer, recommended by the GMF Independent Board Committee, prior to closing, welcoming new securityholders to Growthpoint and completing procedural steps of the takeover."

Aaron Hockly, Chief Operating Officer www.growthpoint.com.au

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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 58 office and industrial properties throughout Australia valued at approximately \$2.8 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.



Growthpoint Properties Australia Limited (ABN 33 124 093 901) as responsible entity for Growthpoint Properties Australia Trust (ARSN 120 121 002) (Growthpoint)

Notice that defeating conditions to takeover bid freed

To: ASX Limited
GPT Metro Office Fund ARSN 169 500 476 (GMF)

For the purposes of section 650F of the *Corporations Act 2001* (Cth), Growthpoint gives notice declaring that:

- 1 its takeover offers under its off-market takeover bid for all the ordinary units in GMF contained in its bidder's statement dated 1 July 2016 (**Bidder's Statement**) are free from the following defeating conditions in section 13.8 of the Bidder's Statement:
 - section 13.8(a) (Regulatory approvals);
 - section 13.8(b) (No regulatory action);
 - section 13.8(c) (Minimum acceptance);
 - section 13.8(d) (No material adverse change);
 - section 13.8(e)(2) (Determinations in relation to the Offer);
 - section 13.8(f) (No distributions);
 - section 13.8(g) (No prescribed occurrences);
 - section 13.8(h) (No persons entitled to exercise or exercising rights under certain agreements or instruments);
 - section 13.8(i) (No material acquisitions, disposals or changes in the conduct of business);
 - section 13.8(j) (Properties);
 - section 13.8(k) (Responsible entity changes);
 - section 13.8(l) (No litigation on foot or pending);
 - section 13.8(m) (Financial indebtedness);
 - section 13.8(n) (No untrue statements to ASX or ASIC); and
 - section 13.8(o) (No break fees); and
- 2 its voting power in GMF is 41.20% (this excludes any votes attached to the GMF units in respect of which acceptance instructions have been received in the acceptance facility).

Accordingly, as the defeating condition in section 13.8(e)(1) (Independent expert report) has previously been freed and the defeating condition in section 13.8(p) (Growthpoint Security price) has previously been fulfilled, the takeover offers have now become wholly unconditional.

Date: 24 August 2016