

Growthpoint Properties Australia (ASX Code: GOZ)

Growthpoint Properties Australia Trust ARSN 120 121 002  
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# Overview of the Minority Facility

An opportunity for eligible minority  
Growthpoint securityholders to acquire  
Growthpoint securities at \$3.15 per security

**16 September 2016**

**GROWTHPOINT**  
PROPERTIES



SPACE TO THRIVE



15 Green Square Close, Fortitude Valley, QLD

# Important information

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## Summary only of the Minority Facility

This Presentation only contains a summary and general overview of the Minority Facility. The full terms of the Minority Facility will be set out in a letter that will be sent to eligible minority Growthpoint securityholders on or about 29 September 2016. To the extent of any inconsistencies between that letter and this Presentation, that letter will prevail.

# Overview

- As part of its successful takeover of GPT Metro Office Fund (“GMF”), GMF unitholders were offered a “Cash Alternative” enabling them to receive 100% cash for their GMF units by participating in the “Cash Alternative Facility”, equivalent to approximately \$2.50 per GMF unit
- The Cash Alternative Facility is underwritten by Growthpoint SA who initially pay (via Computershare) approximately \$1.25 of the cash to GMF unitholders who have elected to receive 100% cash (the other \$1.25 is paid by Growthpoint)
- Under the Minority Facility, approximately 31.2 million<sup>1</sup> Growthpoint securities, equating to \$98.4 million<sup>1</sup>, will be available for eligible minority Growthpoint securityholders<sup>2</sup> to acquire at \$3.15 per security
- Growthpoint SA is entitled to 65.47% of these securities (equal to its holding in Growthpoint as at 30 June 2016) representing approximately 20.5 million securities and equating to a value of approximately \$64.7 million
- Eligible minority Growthpoint securityholders other than Growthpoint SA are entitled to the balance being approximately 10.7 million securities and equating to a value of approximately \$33.7 million

1. Final numbers will depend on elections by GMF unitholders and rounding. Final numbers will only be known at the close of Growthpoint’s takeover offer period when the Cash Alternative Facility closes.

2. Entitlements based on holding as at 30 June 2016 (being the last trading day before Growthpoint’s takeover was announced).



255 London Circuit, Canberra, ACT

# Key details

## Eligibility & entitlements

- Growthpoint securityholders as at 30 June 2016 with a Australian, New Zealand or South African address
- Entitlements based on 30 June 2016 holding
- Eligible minority Growthpoint securityholders (other than Growthpoint SA) may apply for more than their entitlement

## Impact on Growthpoint

- Approximately 44.4 million new Growthpoint securities will be issued as a result of the GMF takeover regardless of GMF holders elections of Mixed Consideration or the Cash Alternative
- There will be no increase in the total number of securities issued by Growthpoint due to the Minority Facility
- The only impact of the Minority Facility will be on the proportional holdings of different investors

## Applications above securities available

- In the event eligible minority Growthpoint securityholders apply for more than the available Growthpoint securities, any scaleback will be proportional to entitlements

## Applications below securities available

- Any Growthpoint securities not acquired by eligible minority Growthpoint securityholders will be acquired by Growthpoint SA
- Growthpoint SA intends to retain all securities it acquires through this process (i.e. there will be no overhang)

## Growthpoint SA holding in Growthpoint

- Following the operation of the Minority Facility and the issue of new securities as part of Growthpoint's takeover of GMF, Growthpoint SA's holding in Growthpoint will be approximately 64.3% to 65.8%<sup>1</sup>.

1. Final numbers dependent on participation level under Minority Facility and GMF unitholder elections.



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# Indicative timetable for the Minority Facility

## 23 September 2016

Growthpoint's offer for GMF closes at 7.00pm (Melbourne time) – will not be extended.  
Cash Alternative Facility ends.

## 29 September 2016

Minority Facility documents despatched showing entitlements

## 21 October 2016

Final date for eligible minority Growthpoint securityholders to apply for securities (includes payment)

## 28 October

Acquisition of securities under the Minority Facility

### How to take up entitlements/more than entitlements

- Eligible minority Growthpoint securityholders will be sent an application form on or about 29 September 2016 with full details of the Minority Facility, including details of how to apply
- Indirect holders (i.e. those with a custodian or trustee in place) should speak to their broker/custodian

### Further information

- For further details on the Minority Facility see section 6 of Growthpoint's bidder's statement dated 1 July 2016
- Full details of the Minority Facility will be contained in a letter from Growthpoint to be dated on or about 29 September 2016 – this will also be released to the ASX

# Glossary

<b>Cash Alternative</b>	GMF unitholders can elect to receive 100% cash for their GMF units (rather than 50% cash and 50% Growthpoint securities)
<b>Cash Alternative Facility</b>	facility offered by Growthpoint and Growthpoint SA to enable the Cash Alternative
<b>Eligible minority Growthpoint securityholder</b>	a registered Growthpoint securityholder, other than Growthpoint SA, who is eligible to participate in the Minority Facility
<b>Growthpoint</b>	Growthpoint Properties Australia comprising Growthpoint Properties Australia Limited, Growthpoint Properties Australia Trust and their controlled entities
<b>Growthpoint SA</b>	Growthpoint Properties Limited of South Africa (Growthpoint's majority Securityholder) which trades on the JSE under the code "GRT"
<b>GMF</b>	GPT Metro Office Fund
<b>Minority Facility</b>	facility under which eligible minority Growthpoint securityholders can acquire additional Growthpoint securities at \$3.15 per Growthpoint security



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