

CENTURIA HEALTHCARE: 32 MORROW STREET, TARINGA, QLD

PRIMEWEST: AUSTRALIA PLACE, PERTH



Centuria Capital Group

Merger with Primewest combining two leading real estate platforms with over A\$15 billion of AUM



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Centuria to Merger with Primewest

Transaction overview	 Centuria Capital Group (Centuria, ASX:CNI) has entered into a Bid Implementation Deed (BID) in relation to a merger transaction with Primewest Group (Primewest, ASX:PWG) via an off-market takeover offer (Merger) The Primewest Board has unanimously recommended the Merger, in the absence of a superior proposal and subject to an independent expert opining that the Merger is fair and reasonable to Primewest Securityholders The Primewest Board, including founding directors John Bond, David Schwartz and Jim Litis, which represent 53% of Primewest securities, intend to accept the Merger in the absence of a superior proposal and subject to the independent expert's opinion
Merger Consideration	 Under the Merger terms, Primewest securityholders will receive \$1.51 per Primewest security comprising: \$0.20 of cash per Primewest security; and 0.473 Centuria securities per Primewest security, equating to \$1.31 based on Centuria's closing price on 16 April 2021
Strategic Rationale	 Centuria and Primewest are two high-quality and complementary real estate funds management platforms that share similar investment philosophies and strong track records The Merger provides both Centuria and Primewest securityholders with an enhanced investment proposition relative to either group on a standalone basis, through: Increased scale and relevance with combined AUM of \$15.5 billion¹, representing an increase of 52% for Centuria Integration of two high-performing management teams with the intended retention of Primewest staff Enhanced geographic and sector diversification, which allows the merged group to take advantage of a broader range of opportunities
Impact of Transaction	 Financially compelling pro forma FY21 earnings per security (EPS) accretion of 4% for Centuria and 19% for Primewest² Well placed for ASX/S&P 200 index inclusion with an estimated pro forma market capitalisation of \$2.2 billion³ Gearing at 7.6% with \$191 million of cash and cash equivalents

1. Pro forma AUM includes \$0.3bn associated with Vitalharvest but excludes over \$1bn of opportunities under due diligence

Pro forma impact assuming the Merger had occurred on 1 July 2020. Based on the mid-point of Centuria's FY21 EPS guidance of 11.5–12.5cps; Primewest's FY21 EPS guidance of 5.8cps (as per Primewest announcement on 19 April 2021); assumes the cash consideration is reinvested in Centuria securities; and aggregate estimated post-tax synergies of \$5.3 million per annum (assuming Centuria acquired 100% of Primewest)

3. Based on Centuria's last close price of \$2.77 on 16 April 2021 multiplied by the number of securities on issue post Merger (assuming Centuria acquires 100% of Primewest)

Centuria



Combines two highly complementary real estate platforms

Both groups share similar investment philosophies and strong track records

Integration of two high-performing management teams with the intended retention of Primewest staff

Opens new distribution channels including a leading private client base and substantial institutional mandates



Increases scale and relevance

AUM would increase by 52% to \$15.5bn, making the combined group amongst the largest real estate fund managers on the ASX¹

Market capitalisation of the combined group increases to over \$2.2bn²

Well placed for S&P/ASX 200 Index inclusion



Enhanced Geographic and Sector Diversification

Enhanced diversification by geography and sector, which allows the merged group to take advantage of a broader range of opportunities

New exposure to Daily Needs Retail, Large Format Retail and Agriculture sectors for Centuria

Continued exposure to sectors with significant tailwinds including industrial and healthcare



Financially attractive

Material FY21 pro forma earnings per security accretion of 4% for Centuria and 19% for Primewest³

Material synergies to support growth of AUM, expansion of property services across both businesses, removal of duplicated corporate costs and tax related synergies

Attractive fee card across listed and unlisted funds

1. Based on external third party AUM, excluding directly owned property; Company filings as at 31 December 2020

2. Based on Centuria's last close price of \$2.77 on 16 April 2021 multiplied by the number of securities on issue post Merger (assuming Centuria acquires 100% of Primewest)

Pro forma impact assuming the Merger had occurred on 1 July 2020. Based on the mid-point of Centuria's FY21 EPS guidance of 11.5–12.5cps; Primewest's FY21 EPS guidance of 5.8cps
 (as per Primewest announcement on 19 April 2021); assumes the cash consideration is reinvested in Centuria securities; and aggregate estimated post-tax synergies of \$5.3 million per
 annum (assuming Centuria acquired 100% of Primewest)



SECTION ONE Merger Summary

ASX:CNI



Key Features of the Merger

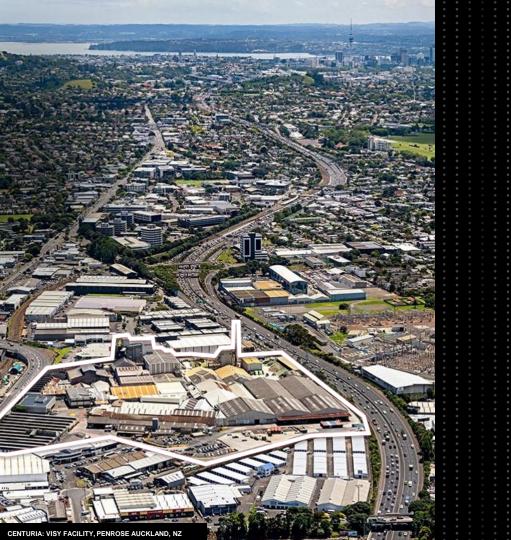
 Merger Consideration - \$0.20 of cash per Primewest security; and - 0.473 Centuria securities per Primewest security, equating to \$1.31 based on Centuria's closing price on 16 April 2021 	
 If Centuria declares the conditions to the Merger to be satisfied or waived, unless you are an ineligible foreign Primewest securityholder (or hold unmarketable parcel), you will receive Merger Consideration within the earlier of: 5 working days after the Merger becomes unconditional, if you accept the Merger while it is conditional; or 5 working days after Centuria receives your acceptance, if you accept the Merger after it becomes unconditional (assuming the Merger is declared unconditional before the closing date for the Merger) Both Centuria and Primewest will pay a distribution to existing securityholders for the half year ending 30 June 2021¹ 	
 Conditions The Merger is conditional upon a number of matters set out in the BID, including minimum acceptance of at least 90% of all Primewest securities entry into certain escrow arrangements by each of John Bond, David Schwartz and Jim Litis and their associated securityholder entities, and oth customary conditions² At any time from when the offer period opens to when the offer period closes (Offer Period), Centuria may choose to waive certain conditions of Merger³, declare the Merger unconditional and / or extend the Offer Period 	er
 Employees and Management Founders John Bond, David Schwartz and Jim Litis will enter into two year employment contracts as senior executives of Centuria Upon Merger completion, John Bond, David Schwartz and Jim Litis will enter into two year escrow arrangements in relation to their Centuria hold Centuria's current intention is to retain Primewest's existing employees to enhance its geographic and sector diversification 	ings
Indicative timing Offer Period opens Mid May 2021 Offer Period closes (unless extended) Mid June 2021	

Centuria

1. If the Offer Period closes before 30 June 2021, Centuria and Primewest may bring forward the record date for this distribution

2. Customary conditions are set out in the BID and include: receipt of certain regulatory approvals, no regulatory actions or restraints, the holders of Primewest options agree to their options being cancelled or otherwise transferred to Primewest for a cash amount, no material adverse change in relation to Primewest, no prescribed occurrence in relation to Primewest, no material acquisitions or disposals or changes in conduct of business by Primewest or the Primewest fund, no removal of responsible entities or trustees of the Primewest Fund, no litigation on foot or pending, and change of control consents in relation to downstream funds

3. Centuria may not waive or vary the minimum acceptance condition to reduce the acceptance level (including acceptances through an institutional acceptance facility) below 80%, without the consent CENTURIA CAPITAL GROUP | ASX:CNI 6 of Primewest, after good faith consultation with Centuria



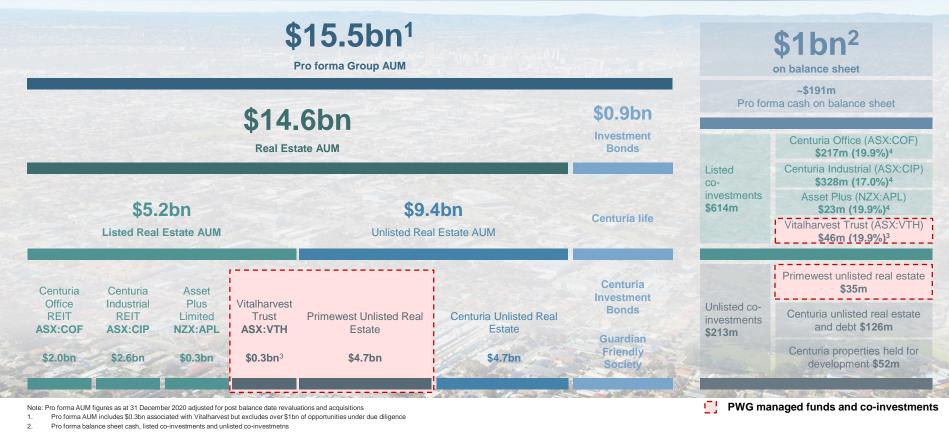
SECTION TWO

Profile of the Merged Group

ASX:CNI



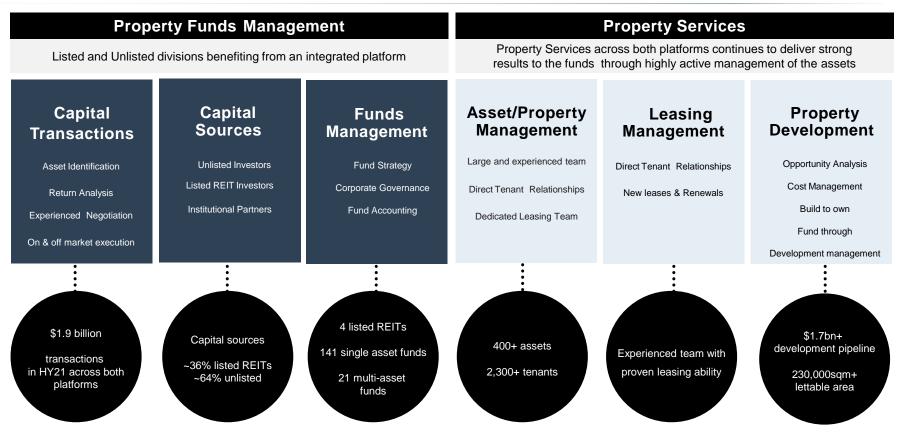
Combination of two highly complementary real estate platforms with \$15.5bn of AUM Centuria



3. VitalHarvest is currently in receipt of competing proposals from MAFM and Roc to acquire all of the units in VitalHarvest, which may result in Primewest selling the management rights and co-investment stake in VitalHarvest

4. Based on the respective close prices of COF, CIP and APL on 16 April 2021. Includes ownership by associates of Centuria Capital Group

Integrated expertise overseeing the combined \$14.6bn real estate platform¹ Centuria

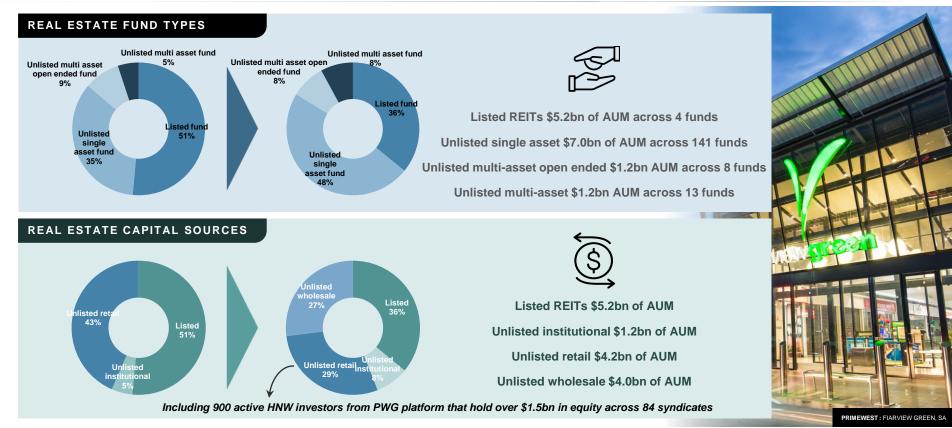


1. Pro forma AUM includes \$0.3bn associated with Vitalharvest but excludes over \$1bn of opportunities under due diligence

Merger expands distribution channels and diversifies capital sources

Centuria

Significant unlisted AUM of \$9.4bn complementing \$5.2bn of listed real estate AUM¹



Note: Pro forma AUM figures as at 31 December 2020 adjusted for post balance date revaluations and acquisitions; Not including investment bonds 1. Pro forma AUM includes \$0.3bn associated with Vitalharvest but excludes over \$1bn of opportunities under due diligence

Expanding platform of unlisted institutional mandates

Over \$2 billion of unlisted institutional mandates with scope for further expansion

Centuria



CENTURIA HEALTHCARE

- Focused on prime healthcare real estate geographically diversified throughout Australia
- \$500m mandate with AXA Investment Managers and Grosvenor Group
- \$92m has been filled with the balance to be deployed

SELECT INSTITUTIONAL UNLISTED FUND MANDATES



PRIMEWEST

DAILY NEEDS RETAIL

- Recently launched \$300m institutional mandate with 5% Primewest coinvestment
- Mandate expanded in December 2020 to \$930m
- Acquired \$127m in assets since launch with a further \$104m under contract

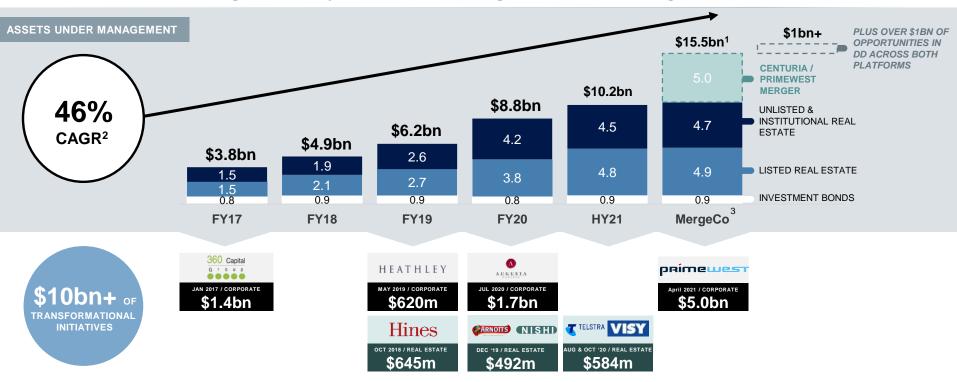


PRIMEWEST OFFICE

- Includes two high quality assets, Exchange Tower and One William Street, with high occupancy of 99% and 98% respectively
- Total AUM of ~\$587m
- Scope to expand office mandate should suitable opportunities arise

Merger consistent with 'dual' growth strategy

Combination of two leading real estate platforms with a strong track record of AUM growth



Similar to Centuria, Primewest has delivered 19% AUM CAGR from FY17 to 31 March 2021

- 1. Pro forma AUM includes \$0.3bn associated with Vitalharvest but excludes over \$1bn of opportunities under due diligence
- 2. CAGR calculated from 30 June 2017 to 31 March 2021 pro forma for the Merger
- 3. Pro forma AUM figures as at 31 December 2020 adjusted for post balance date revaluations and acquisitions

Centuria

Merger significantly increases scale and relevance

Merged group will be amongst the largest real estate fund managers on the ASX¹



ASX LISTED REAL ESTATE FUNDS MANAGER PEER SET (EXTERNAL AUM \$BN)¹

Based on external third party AUM, excluding directly owned property; Company filings as at 31 December 2020 1.

2. Pro forma AUM includes \$0.3bn associated with Vitalharvest but excludes over \$1bn of opportunities under due diligence

3. Pro forma AUM figures as at 31 December 2020 adjusted for post balance date revaluations and acquisitions Centuria

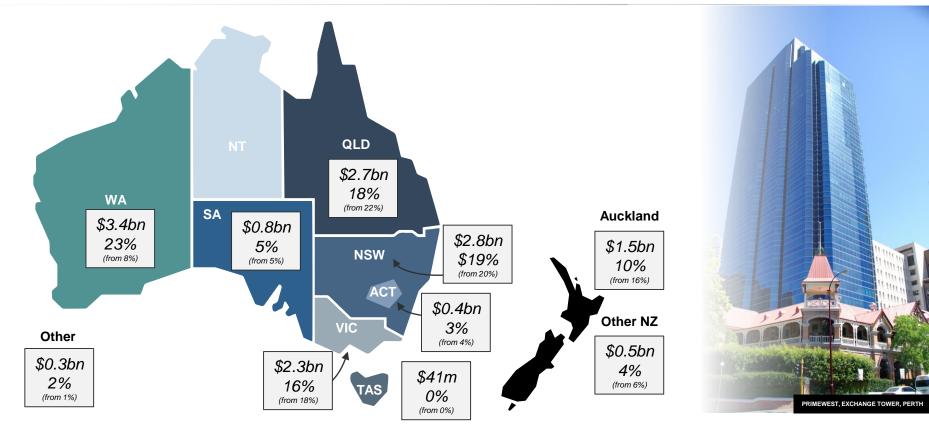
\$48.5bn

GMG

\$14.6bn¹ Australasian platform with enhanced geographic diversification

Centuria

Increased exposure to WA is underpinned by Primewest's depth of experience in this market



Note: Pro AUM sheet figures as at 31 December 2020 adjusted for post balance date revaluations and acquisitions 1. Pro forma AUM includes \$0.3bn associated with Vitalharvest but excludes over \$1bn of opportunities under due diligence

Enhanced sector diversification creating new growth opportunities

Centuria

72% focused on existing capabilities in office and industrial with the introduction of three new sectors

\$14.6bn ¹ Real Estate Platform								
	Office	Industrial	Industrial Daily Needs Retail ("DNR")		Healthcare	Agriculture	Other	
AUM	A\$6.3bn	A\$4.1bn	A\$1.2bn	A\$1.1bn	A\$1.0bn	A\$0.3bn ²	A\$0.5bn	
	Office assets located across, Sydney, Melbourne, Auckland, Perth, Brisbane, Adelaide	Industrial sites in well established locations in Sydney, Melbourne, New Zealand Perth, Brisbane, Adelaide	Coles, Woolworths, Countdown anchored centres across Perth, Adelaide, regional Australia and New Zealand	Large footprint and high traffic properties anchored by ASX listed covenants across Australia and New Zealand	High quality healthcare fund with ongoing transaction momentum	Agriculture assets under long term leases to established operators across Australia	Comprises tourism, shopping centres and land syndicates in the US, New Zealand and WA	
% of Total	43% (from 48%)	28% (from 36%)	9% (new sector)	8% (new sector)	7% (from 11%)	2% (new sector)	3% (from 5%)	
	201-203 Pacific Highway, St Leonards NSW	60-80 Southlink St, Parkinson, QLD	Fairview Green Shopping Centre, Adelaide	Auburn Mega Mall, Sydney	1521 Forest Road, Orange, NSW	Lamattina Celery Farm, Regional VIC	Esplanade Hotel, Fremantle	

1. Pro forma AUM includes \$0.3bn associated with Vitalharvest but excludes over \$1bn of opportunities under due diligence

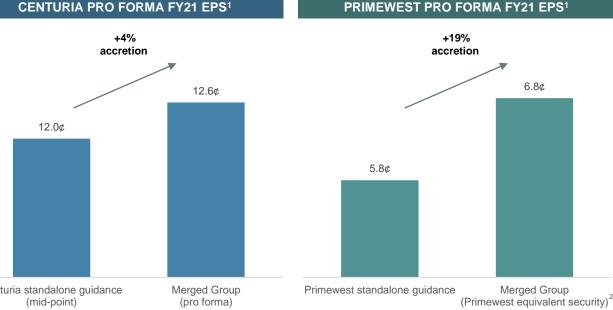
2. Includes \$0.3bn of Vitalharvest assets

Merger generates strong accretion for both Centuria and Primewest

Centuria

Financially attractive for both Centuria and Primewest securityholders





Material synergies to support growth of AUM, expansion of property services across both businesses, removal of duplicated corporate costs and tax related synergies

- 1. Pro forma impact assuming the Merger had occurred on 1 July 2020. Based on the mid-point of Centuria's FY21 EPS guidance of 11.5–12.5cps; Primewest's FY21 EPS guidance of 5.8cps (as per Primewest announcement on 19 April 2021); assumes the cash consideration is reinvested in Centuria securities; and aggregate estimated post-tax synergies of \$5.3 million per annum (assuming Centuria acquired 100% of Primewest)
- 2. Based on a total merger ratio of 0.545 Centuria securities per Primewest security, comprising scrip consideration of 0.473 Centuria securities and assuming the cash proceeds of \$0.20 is reinvested at CENTURIA CAPITAL GROUP | ASX: CNI Centuria's closing price of \$2.77 on 16 April 2021



APPENDIX A Primewest Overview

ASX:CNI

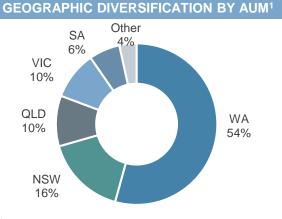


Primewest Overview

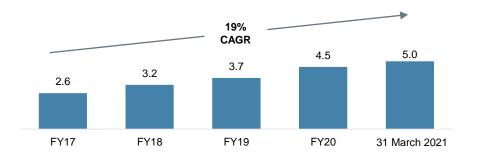
Centuria

BUSINESS DESCRIPTION

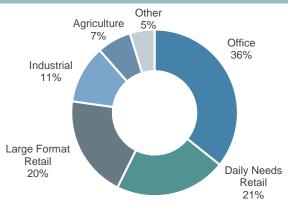
- · Primewest is one of Australia'a leading listed real estate funds managers
 - Impressive track record of 19% AUM CAGR from FY17 to 31 March 2021
- Primewest has \$5.0bn AUM across listed and unlisted real estate funds
 - Diversified by geography and asset class, contributing to a lower correlation to specific market and asset class risks
- Primewest headquarters is in Perth where ~54% of AUM is located
- · Well established institutional and retail distribution and channels
 - Recently increased Daily Needs Institutional Mandate from \$300m to \$930m
 - High quality office portfolio with total AUM of \$1.8bn



AUM Growth (\$BN)



SECTOR DIVERSIFICATION BY AUM¹



	\$5.0bn Real Estate Platform								
	Office Industrial Daily Needs Retail ("DNR") Large Format Retail ("LFR") Agriculture Other								
AUM	A\$1.8bn	A\$0.6bn	A\$1.1bn	A\$1.0bn	A\$0.3bn ¹	A\$0.3bn			
	Office assets located across Perth, Brisbane, Melbourne	Industrial sites in well established locations in Perth, Brisbane, Sydney, Adelaide and Melbourne	23 Coles or Woolworths anchored centres across Perth, Adelaide and regional Australia	Large footprint and high traffic properties anchored by ASX listed covenants across Australia	Agriculture assets under long term leases to established operators across Australia	Comprises retail, hotel and land syndicates in the US and Western Australia			

Selected Assets



1 Forrest Place, Perth



600 Ranford Rd, Forrestdale



Fairview Green Shopping Centre, Adelaide



Auburn Mega Mall, Sydney



Lamattina Celery Farm, Regional VIC



Esplanade Hotel, Fremantle

Founding Directors and Management

20

- The Primewest Board has unanimously recommended the Merger, in the absence of a superior proposal and subject to an independent expert opining that the Merger is ٠ fair and reasonable to Primewest Securityholders
- The Primewest Board, including founding directors John Bond, David Schwartz and Jim Litis, which represent 53% of Primewest securities, intend to accept the Merger • in the absence of a superior proposal and subject to the independent expert's opinion

ography	Name	Biography
John is a founding Director of Primewest		 David is the Chief Financial Officer of Primewest
Over 30 years' experience in negotiating acquisitions, overseeing the development of properties and asset management		 Over 25 years' experience of strategic and operational leadership in hospitality and retail industries
John is a qualified solicitor, holds a Bachelor of Commerce degree and is a Corporate Member of the Property Council	David Creasy	 Focus on development of residential, commercial and mixed-use pro across North America as well as management and operations of dive
Chairman of Australian Doctors for Africa and The Fathering Project charities	Chief Financial Officer & Company	investment property portfolios
John is a responsible manager under the AFSL	Secretary	Chartered Professional Accountant (Canada)
David is a founding Director of Primewest		 Julian is the Chief Investment Officer of Primewest
Over 25 years' experience in negotiating acquisitions and overseeing the development of properties		 Over 24 years' experience in the property industry with particular cap funds management, development and asset management of property
Non-Executive Director of Schaffer Corporation Ltd		investments
Over 40 years diverse business experience including retail, manufacturing and distribution	Julian Lodge Chief Investment	 Board Member of Western Australian Property Council Divisional Cc Property Education Foundation of WA, Senior Associate Member of
David is a responsible manager under the AFSL	Officer	and qualified Real Estate Agent
im is a founding Director of Primewest		Bruce is Head of Asset Management
over 40 years in the property industry in Australia		 Over 30 years experience in the property industry and oversees the
expertise includes the acquisition, development and management of retail and		management division of the business
arge format retail properties and purchasing and renovating heritage buildings in erth's CBD		Background in property management including 10 years as State Pro
achelor of Science (Pharmacy) from Curtin University in Western Australia	Bruce McCully	Manager at Coles and senior roles with Macquarie Bank, Centro Pro Metcash
im is a responsible manager under the AFSL	Head of Asset Management	MBA from the University of Western Australia and Licensed Real Es

John Bond

Nan





Jim Litis Executive Director

ne	В	iography
	•	John is a founding I
	•	Over 30 years' expe

- **Executive Chairman**

- stry with particular capabilities in
 - anagement of property

- try and oversees the asset
- 10 years as State Property arie Bank, Centro Properties and
- and Licensed Real Estate Agent

- rational leadership in property,
- ial and mixed-use properties and operations of diverse



APPENDIX B

Pro Forma Balance Sheet

ASX:CNI



Pro Forma Operating Balance Sheet

- Centuria stand-alone based on 31 December 2020 balance sheet adjusted for payment of 1H21 distribution, issuance of listed notes, investments in funds and other adjustments
- Primewest stand-alone based on 31 December 2020 balance sheet adjusted for payment of 1H21 distribution, equity raising announced in January 2021 and investments in funds
- Merger adjustments include:
 - \$89m of cash utilised to fund the cash portion of the Merger Consideration and transaction costs
 - \$332m of incremental goodwill associated with the Merger
 - 188m of Centuria securities issued to Primwest securityholders as part of the Merger Consideration (assuming 100% acquisition)

	Centuria stand-alone			Primewest stand-alone			Merger	
\$ million	31-Dec-20	Adjustments	Pro forma	31-Dec-20	Adjustments	Pro forma	Adjustments	Merged Group
	(A)	(B)	(C = A + B)	(D)	(E)	(F = D + E)	(G)	(H = C + F + G
Cash and cash equivalents	168	46	214	39	27	66	(89)	19
Receivables	125	(16)	109	2		2		11
Financial assets	585	24	609	11	24	35		64
Investment properties	32	20	52	-		-		5
Assets held for sale	-		-	46		46		4
Equity accounted investments	33		33	-		-		3
Intangible assets	281	24	305	120		120	332	75
Other assets	68		68	4		4		7
Total Assets	1,292	98	1,390	222	51	273	243	1,90
Payables	51	(27)	24	8	(7)	1		25
Borrowings	195	126	321	-	(7)	· ·		321
Derivative liabilities	34	120	34	-		-		34
Other liabilities	87		87	5	_	5		92
Total Liabilities	367	99	466	13	(7)	6	-	472
Net Assets	925	(1)	924	209	58	267	243	1,43
			-					, -
Securities Outstanding (m)	600		600	349	48	397	188	78
Net Asset Value (\$ per security)	1.54		1.54	0.60		0.67		1.8
Operating Gearing Ratio ¹	2.4%	_	9.1%	-		-		7.6%

1. Gearing ratio is calculated based on (operating borrowings less cash) divided by (operating total assets less cash)

Centuria

Definitions

Operating Segments: Group has four reportable operating segments. These reportable operating segments are the divisions which report to the Group's Chief Executive Officers and Board of Directors for the purpose of resource allocation and assessment of performance.

The reportable operating segments are:

- Property Funds Management: Management of listed and unlisted property funds
- Investment Bonds Management: Management of the Benefit Funds of Centuria Life Limited and management of the Over Fifty Guardian Friendly Society Limited. The Benefit Funds include a range of financial products, including single and multi-premium investments
- Co-investments: Direct interest in property funds and other liquid investments
- Corporate: Overheads supporting the Group's operating segments

Non-operating segments: Non-operating items comprises transaction costs, mark-to-market movements on property and derivative financial instruments, and all other non-operating activities. Includes Benefit Funds and Controlled Property Funds. Represents the operating results and financial position of the Benefit Funds which are required to be consolidated in the Group's financial statements in accordance with accounting standards

AUM: Assets under management

CAGR: Compound annual growth rate

CIP: Centuria Industrial REIT comprises the Centuria Industrial REIT ARSN 099 680 252 and its subsidiaries. The Responsible Entity of CIP is Centuria Property Funds No. 2 Limited ACN 133 363 185

COF: Centuria Office REIT comprises the Centuria Office REIT ARSN 124 364 718 and its subsidiaries. The Responsible Entity of COF is Centuria Property Funds Limited ACN 086 553 639 **CNI, CCG or the Group:** Centuria Capital Group comprises of Centuria Capital Limited ABN 22 095 454 336 (the 'Company') and its subsidiaries and Centuria Capital Fund ARSN 613 856 358 ('CCF') and its subsidiaries. The Responsible Entity of CCF is Centuria Funds Management Limited ACN 607 153 588, a wholly owned subsidiary of the Company

CPFL: Centuria Property Funds Limited

CPF2L: Centuria Property Funds No. 2 Limited

DPS: Distribution per stapled security

EPS: Earnings per stapled security

IRR: Internal Rate of Return

NPAT: Net Profit After Tax

NTA: Net Tangible Assets

REIT: Real Estate Investment Trust

WACR: Weighted Average Capitalisation Rate

WALE: Weighted Average Lease Expiry

Centuria