



## PRECINCT PROPERTIES NEW ZEALAND LIMITED OFFER DOCUMENT

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# RETAIL SHARE OFFER

20 FEBRUARY 2019

This is an important document. You should read the whole document before deciding whether to subscribe for shares. If you have any doubts as to what you should do, please consult your broker, financial investment or other professional advisor.



Joint Lead Managers

**FNZC**

**CREDIT SUISSE** 

# IMPORTANT INFORMATION

## GENERAL INFORMATION

This Offer Document has been prepared by Precinct Properties New Zealand Limited ("Precinct") in connection with an offer of New Shares under a share purchase plan (with provision for oversubscriptions through an additional share placement) ("Offer"). The Offer is made under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013. This document is not a product disclosure statement or prospectus and does not contain all of the information which may be required in order to make an informed investment decision about the Offer or Precinct.

## ADDITIONAL INFORMATION AVAILABLE UNDER CONTINUOUS DISCLOSURE OBLIGATIONS

Precinct is subject to continuous disclosure obligations under the Listing Rules. You can find market releases by Precinct at [www.nzx.com](http://www.nzx.com) under the code "PCT".

Precinct may, during the offer, make additional releases to NZX. No release by Precinct to NZX will permit an applicant to withdraw any previously submitted application without Precinct's consent, whether or not there has been any permissible variation of the Offer.

The market price for the Shares may change between the date this Offer opens, the date you apply for Shares under the Offer, and the date on which the Shares are allotted to you. Accordingly, the price paid for Shares issued under the Offer may be higher or lower than the price at which Shares are trading on the NZX Main Board at the time the Shares are issued under the Offer. The market price of New Shares following allotment may be higher or lower than the Issue Price.

## OFFERING RESTRICTIONS

This Offer Document is intended for use only in connection with the Offer to Eligible Shareholders with a registered address in New Zealand. This Offer Document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

This Offer Document may not be sent or given to any person outside New Zealand in circumstances in which the Offer or distribution of this Offer Document would be unlawful. The distribution of this Offer Document (including an electronic copy) outside New Zealand may be restricted by law. In particular, this Offer Document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside New Zealand except to the extent Precinct may otherwise determine in compliance with applicable laws.

If you come into possession of this Offer Document, you should observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities law. Precinct disclaims all liability to such persons.

## CHANGES TO THE OFFER

Subject to the Listing Rules, Precinct reserves the right to alter the dates set out in this Offer Document. Precinct reserves the right

to withdraw the Offer and the issue of New Shares at any time before the Allotment Date at its absolute discretion.

## NO GUARANTEE

No guarantee is provided by any person in relation to the New Shares to be issued under the Offer. Likewise, no warranty is provided with regard to the future performance of Precinct or any return on any investments made pursuant to this Offer Document.

## DECISION TO PARTICIPATE IN THE OFFER

The information in this Offer Document does not constitute a recommendation to acquire New Shares nor does it amount to financial product advice. This Offer Document has been prepared without taking into account the particular needs or circumstances of any investor, including their investment objectives, financial and/or tax position.

## PRIVACY

Any personal information you provide online or on the Application Form will be held by Precinct and/or the Share Registrar at the addresses set out in the Directory. This information will be used for the purposes of administering your investment in Precinct. This information will only be disclosed to third parties with your consent or if otherwise required by law. Under the Privacy Act 1993, you have the right to access and correct any personal information held about you.

## ENQUIRIES

Enquiries about the Offer can be directed to an NZX Primary Market Participant, or your solicitor, accountant or other professional advisor. If you have any questions about the number of New Shares shown on the Application Form that accompanies this Offer Document, or how to apply online or complete the Application Form, please contact the Share Registrar.

## DEFINED TERMS

Capitalised terms used in this Offer Document have the specific meaning given to them in the Glossary at the back of this Offer Document.

## LETTER FROM THE CHAIR

20 February 2019

Dear Shareholder

On behalf of the directors of Precinct, I am pleased to offer you the opportunity to participate in our Retail Share Offer. Eligible Shareholders have the opportunity to acquire additional Shares for an Issue Price of \$1.48 without incurring brokerage or other transaction costs.

The Retail Share Offer is part of Precinct's equity raising initiative announced on 19 February 2019, details of which can be found at [www.nzx.com](http://www.nzx.com) under the ticker "PCT". Precinct is raising \$20 million through the Retail Share Offer (with the ability to accept oversubscriptions of up to \$10 million at its discretion), which will be in addition to the \$130 million already raised by Precinct under the Placement.

The board acknowledges that while the equity raising is not structured as a rights offer, the structure is fair for all our existing shareholders. All shareholders (unless restricted due to legal constraints) will be able to participate fairly in the equity raising through either the Placement or Retail Share Offer and should scaling be required, it will be done in reference to existing shareholder holdings. This structure of offer provides Precinct greater execution certainty and reduced transaction costs compared with a rights offer.

### Capital raise to strengthen Precinct's balance sheet through continuing transformation

Precinct's 20:20 strategy is to transform the business through key developments, continued commitment to sell non-core assets and significant uplift in portfolio quality. We have successfully progressed this strategy over the last four years with:

- key development milestones achieved including the completion of Wynyard Quarter Stage One, and Charles Fergusson Building;
- construction well underway at Bowen State Building in Wellington and Commercial Bay in Auckland, with both expected to complete within the next year;
- the commitment to the Wynyard Stage Two and the One Queen Street developments;
- the divestment of SAP Tower, 80 The Terrace and half of the ANZ Centre;
- the weighted average lease term increasing to 8.5 years (2012: 5.9 years);
- the average age of the portfolio reducing to 12 years (2012: 21.0 years); and
- net annual dividend expected to increase to 6.00 cps in 2019 (5.04 cps in 2012).

Looking forward, we continue to have a clear strategy to achieve growth for our shareholders and enhance our business by transforming the portfolio into a higher quality set of assets. Our development pipeline includes our committed projects; One Queen Street and Wynyard Quarter Stage 2, and our future opportunities; Bowen Campus Stage Two and Wynyard Stages 3 and 4. These future developments provide us with significant further value accretive growth opportunities with an estimated aggregate spend of \$300+ million between 2020 and 2022. Precinct's intention to raise \$150 million of equity through the underwritten Placement and this Retail Share Offer will allow Precinct to repay bank debt and further supports our future development opportunities by providing additional funding capacity.

### Retail Share Offer

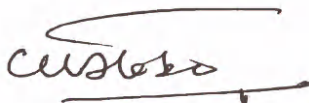
The Retail Share Offer is available to all shareholders in New Zealand. It gives all Eligible Shareholders the opportunity to invest up to \$50,000 in New Shares in Precinct. The Issue Price per Share is \$1.48 – the same price as Shares issued to investors under the Placement. The Retail Share Offer (excluding the discretionary oversubscription amount) is underwritten by First NZ Capital Group Limited and Credit Suisse (Australia) Limited.

All shares issued pursuant to the equity offer will qualify for Precinct's second-quarter dividend of 1.50 cps (plus imputation credits) which will be paid on 27 March 2019.

After reading the accompanying Offer Document, the Board encourages you to seek financial, investment, or other professional advice from a qualified professional advisor and that you take your time to consider this Offer. Additional information can be found at [www.shareoffer.co.nz/precinct](http://www.shareoffer.co.nz/precinct) and in the investment presentation we have released to NZX.

On behalf of the Board, I welcome your participation in this Offer.

Best wishes



Craig Stobo  
Chairman  
Precinct Properties New Zealand Limited

## PART 1: KEY TERMS OF THE OFFER

<b>Equal participation</b>	Each Eligible Shareholder has the right to apply for the same dollar amount of New Shares, and on the same terms and conditions, as each other Eligible Shareholder.
<b>Issuer</b>	Precinct Properties New Zealand Limited.
<b>Eligible Shareholder</b>	A Shareholder who, at 5.00pm on the Record Date, was recorded in Precinct's share register as being a Shareholder and whose address is shown in Precinct's share register as being in New Zealand.
<b>Application amount and scaling</b>	<p>If you choose to participate in the Offer, you can apply for any amount of New Shares up to a maximum value of \$50,000 of New Shares.</p> <p>Precinct is accepting applications for up to \$20 million of New Shares in aggregate, plus up to \$10 million of New Shares in oversubscriptions at its discretion. If Precinct receives applications for more than this amount of New Shares in aggregate (or elects not to accept more than \$20 million) applications will be scaled down. Precinct will scale back applications by reference to the holding of Existing Shares at the Closing Date.</p>
<b>Issue Price</b>	\$1.48, being the same price paid by investors in the Placement.
<b>Underwriting</b>	The Offer (excluding the discretionary oversubscription amount) is underwritten by First NZ Capital Group Limited and Credit Suisse (Australia) Limited.
<b>When to apply</b>	Applications must be received by 5.00pm on the Closing Date (5 March 2019, unless extended).
<b>How to apply</b>	Applications can be made online at <a href="http://www.shareoffer.co.nz/precinct">www.shareoffer.co.nz/precinct</a> or by completing the enclosed Application Form and returning it to the Share Registrar together with payment in New Zealand dollars. If a postal application is made please allow plenty of time for it to be received by us.
<b>Receiving your New Shares</b>	You will receive your New Shares on the Allotment Date (11 March 2019, unless extended).

## PART 2: IMPORTANT DATES

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<b>Record Date</b>	5.00pm (NZ time) 18 February 2019
<b>Announcement of the Offer</b>	19 February 2019
<b>Opening Date for the Offer</b>	22 February 2019
<b>Offer Document, Application Forms sent to Eligible Shareholders</b>	22 February 2019
<b>Closing Date for the Offer (last day for online applications, or for receipt of the Acceptance Form, with payment)</b>	5 March 2019
<b>Allotment of New Shares under the Offer (Issue Date) and trading commencement of New Shares</b>	11 March 2019
<b>Allotment statements mailed</b>	Within 5 Business Days of the Issue Date, being no later than 18 March 2019

These dates are subject to change and are indicative only. Precinct reserves the right to amend this timetable (including by extending the Closing Date of the Offer) subject to applicable laws and the Listing Rules. Precinct reserves the right to withdraw the Offer and the issue of New Shares at any time before the Issue Date at its absolute discretion.



## PART 3: QUESTIONS AND ANSWERS

### WHAT IS THE OFFER?

The Offer allows Eligible Shareholders to purchase New Shares in Precinct without incurring any brokerage fees.

All New Shares issued under the Offer will be of the same class as, and rank equally with, all Existing Shares in Precinct currently on issue. The Offer (excluding the discretionary oversubscription amount) is underwritten by the Underwriters.

### AM I ELIGIBLE TO PARTICIPATE?

This Offer Document is only being sent by Precinct to Eligible Shareholders. The distribution of this Offer Document (including an electronic copy) outside New Zealand may be restricted by law. Any failure to comply with such restrictions may contravene applicable securities law. Precinct disclaims all liability to such persons.

### HOW MANY NEW SHARES CAN I PURCHASE?

If you choose to participate in the Offer, you can apply for any number of New Shares to a maximum value of \$50,000 of New Shares.

Precinct is accepting applications for up to \$20 million of New Shares in aggregate. If Precinct receives applications for more than this amount of New Shares in aggregate, applications will be scaled down. At its discretion, Precinct may accept up to \$10 million of New Shares in oversubscriptions. Precinct will scale back applications by reference to the holding of Existing Shares at the Closing Date.

### WHAT IS THE ISSUE PRICE FOR THE NEW SHARES?

The Issue Price for the New Shares is \$1.48, being the same price paid by investors in the Placement.

The market price of New Shares may change between the date this Offer opens, the date you apply for New Shares under the Offer and the date on which New Shares are allotted to you. As a result, the Issue Price may be higher, equal to or lower than the price at which Precinct's Shares are trading on the NZX Main Board at the time the New Shares are allotted to you. There is no certainty that New Shares will trade at or above the Issue Price following the issue of New Shares under the Offer. Therefore, you should seek your own financial advice in relation to this Offer and your participation under it. Precinct's current share price is quoted on the NZX website: [www.nzx.com](http://www.nzx.com)

Further information about Precinct, including its most recent financial statements, can be obtained from Precinct's website: [www.precinct.co.nz](http://www.precinct.co.nz). You may obtain, free of charge, the most recent annual report and financial statements of Precinct by contacting Precinct (for details, please refer to the Directory on the back cover of this Offer Document). You are also recommended to monitor Precinct's market announcements through the NZX website.

### DO I HAVE TO PARTICIPATE IN THE OFFER?

No, participation in the Offer is entirely voluntary.

### HOW DO I APPLY FOR NEW SHARES UNDER THE OFFER?

Apply online at [www.shareoffer.co.nz/precinct](http://www.shareoffer.co.nz/precinct) or follow the instructions set out on the personalised Application Form. You will require your CSN / Holder Number to apply online.

If you apply by using the enclosed Application Form, please send your completed Application Form with your payment by cheque or direct credit as set out in the instructions on the Application Form to the Share Registrar by 5.00pm on the Closing Date. If the exact amount of money is not tendered, Precinct reserves the right not to accept all or part of your payment. In those circumstances, Precinct will return your application and cheque or refund all or part of your payment (without interest).

If an application is rejected, all of the amounts paid will be refunded to the relevant applicant. All refunds will be made without interest. Precinct may choose to accept late applications, but has no obligation to do so. Precinct may accept or reject any online application or Application Form which it considers is not completed correctly, and may correct any errors or omissions on any online application or Application Form.

**Once submitted, you will not be able to withdraw or revoke your application.**

### HOW MANY NEW SHARES WILL I RECEIVE?

You will receive the number of New Shares equal to the amount of New Shares you have applied for and payment has been received in respect of (subject to scaling as described above). If, the dollar amount of New Shares you have applied for (or are allocated) does not equal a whole number of New Shares once divided by the Issue Price, the number of New Shares allotted to you will be rounded down to the nearest New Share. Any difference due to rounding or under \$5 will be retained by Precinct.

Precinct is accepting applications for up to \$20 million of New Shares in aggregate, plus up to \$10 million of New Shares in oversubscriptions at its discretion. If Precinct receives applications for more than this amount of New Shares in aggregate, it will scale back the number of Shares to be allotted to each applicant under the Offer as described above and in accordance with clause 8 of the terms and conditions.

### HOW LONG IS THE OFFER OPEN FOR AND WHEN WILL I RECEIVE MY NEW SHARES?

The Offer opens on 22 February 2019 and is expected to close on 5 March 2019, unless extended. If you want to participate in the Offer you should ensure that you apply online or by returning the enclosed Application Form and payment (by cheque or direct credit) by 5.00pm on the Closing Date.

Please allow adequate time for mail deliveries. Applications received after this time may not be accepted.

You will receive the New Shares issued to you under the Offer on the Allotment Date, which is currently expected to be on 11 March 2019 (unless extended). A statement confirming the number of New Shares issued to you under the Offer will be sent to you no later than 5 Business Days after the Allotment Date.

Precinct may, subject to the Listing Rules and applicable laws, extend the Closing Date and the Allotment Date.

#### **ARE THERE ANY CONDITIONS TO THE OFFER?**

No. However, if Precinct cancels the Offer for any reason, all application monies will be returned to applicants and no New Shares will be allotted under the Offer. No interest will be payable on any monies returned to applicants.

#### **WHAT IF I OWN SHARES THROUGH A TRUSTEE OR CUSTODIAN OR OWN SHARES IN MORE THAN ONE CAPACITY?**

If you own Shares through a trustee or Custodian, then, subject to certain certification requirements and other conditions, you may instruct the trustee or Custodian to purchase New Shares on your behalf. If you own Shares through a trustee or Custodian and also own Shares in your own name, then you may either purchase New Shares yourself or instruct your trustee or Custodian to purchase New Shares on your behalf. You may not do both.

If you are a Custodian, or hold shares through a Custodian, please refer to clause 3 of the terms and conditions.

#### **IS THIS OFFER TRANSFERABLE TO ANOTHER PERSON?**

No. This offer is personal to you and you may not transfer your right to purchase New Shares under the Offer to anyone else.

#### **WILL THE NEW SHARES BE QUOTED?**

Yes, the New Shares will be quoted on the NZX Main Board. Precinct will take any necessary steps to ensure that the New Shares are, immediately after issue, quoted on the NZX Main Board. The NZX Main Board is a licensed market operated by NZX Limited which is a licensed market operator regulated under the Financial Markets Conduct Act 2013. NZX accepts no responsibility for any statements in this document.

It is expected that you will be able to commence trading the New Shares allotted to you under the Offer on the NZX Main Board on the Allotment Date (being 11 March 2019, unless extended).

#### **IF I CHOOSE NOT TO PARTICIPATE IN THE OFFER WILL MY SHAREHOLDING BE DILUTED?**

If you do not participate in the Offer, your shareholding in Precinct will be diluted. For example, a shareholder holding 5.0% of the issued Shares in Precinct before the Offer who does not participate in the Offer will own approximately 4.6% of the issued Shares in Precinct after the Offer (after taking into account the \$130 million new shares issued under the Placement and assuming the amount to be raised in the Offer of \$20 million (i.e. excluding any oversubscriptions) is fully subscribed and the New Shares are issued at \$1.48 per New Share).

The Application Form details the approximate amount of shares that you can apply for to maintain your same percentage holding taking into account the Placement and assuming that \$150 million is raised in total across the Placement and the Offer.

While Precinct has attempted to make the Offer as fair as possible for Eligible Shareholders by increasing the individual application cap from the typical \$15,000 to \$50,000 and with any scaling to be in reference to individual shareholdings, the Offer is not a pro-rata offer and even if you participate in the Offer, your shareholding percentage in Precinct may change. Whether your shareholding in Precinct increases or decreases will depend on the amount of New Shares you apply for, how many Shares you hold on the Record Date and Closing Date and how many New Shares other Eligible Shareholders apply for and are allotted under the Offer.

#### **WHAT IS PRECINCT'S DIVIDEND POLICY?**

Precinct's dividend policy is to pay out approximately 90% of net operating income after tax as dividends, with the retained earnings being used to fund the capital expenditure required to maintain the quality of Precinct's property portfolio.

The Board considers the dividend policy represents a more sustainable approach to maximising long term returns for Precinct's shareholders. The payment of dividends is not guaranteed by Precinct and Precinct's dividend policy may change from time to time.

The New Shares issued under the Offer qualify for Precinct's second-quarter dividend, which is expected to be paid on 27 March 2019.

#### **WHY ARE NOT ALL SHAREHOLDERS ELIGIBLE TO PARTICIPATE IN THE OFFER?**

Precinct considers that the legal requirements of jurisdictions other than New Zealand are such that it would be unduly onerous for Precinct to make the Offer in those jurisdictions. This decision was made having regard to the small number of Shareholders in such overseas jurisdictions and the costs of complying with overseas legal requirements.

#### **UNDERWRITING AGREEMENT**

The Offer (excluding the discretionary oversubscription amount) is underwritten by First NZ Capital Group Limited and Credit Suisse (Australia) Limited (together, the "Underwriters"). This means that the Underwriters will subscribe at the Issue Price for any New Shares that are not taken up by Eligible Shareholders under the Offer in accordance with the terms of the Underwriting Agreement.

#### **FURTHER ASSISTANCE**

If you have any further questions about the Offer, please contact your broker or financial, investment or other professional advisor before making your investment decision.

## PART 4: TERMS AND CONDITIONS OF THE OFFER

### 1. ELIGIBLE SHAREHOLDERS

- 1.1 You may participate in the Offer if you are an Eligible Shareholder.
- 1.2 Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certificate on the online application or the Application Form is taken to have been given by all of them.
- 1.3 If you are an Eligible Shareholder, your rights under this offer are personal to you and not renounceable, so you may not transfer them.

### 2. ISSUE PRICE AND NUMBER OF NEW SHARES

- 2.1 The Issue Price for the New Shares is \$1.48, being the same price paid by investors in the Placement.
- 2.2 You will receive the number of New Shares equal to the amount of New Shares you have applied for and payment has been received in respect of (subject to scaling as described in clause 8). If, the dollar amount of New Shares you have applied for (or are allocated) does not equal a whole number of New Shares once divided by the Issue Price, the number of New Shares allotted to you will be rounded down to the nearest New Share. Any difference due to rounding or under \$5 will be retained by Precinct.
- 2.3 Subject to clause 3.2, if you are an Eligible Shareholder you can apply for any number of New Shares to a maximum application value of \$50,000. The number of New Shares that you receive on the Allotment Date (being 11 March 2019, unless extended) may also be subject to scaling as described in clause 8.
- 2.4 Eligible Shareholders may only make one application. This applies to all Eligible Shareholders, including those who receive more than one offer under the Offer (for example, because they hold Shares in more than one capacity) and including whether the Eligible Shareholder is applying through a Custodian or on his or her own behalf.

### 3. CUSTODIANS

- 3.1 Any Eligible Shareholder that:
- is a trustee corporation or a nominee company and holds Shares in Precinct by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
  - holds Shares in Precinct by reason only of being a bare trustee of a trust to which the Shares are subject and is permitted to operate as a custodian under all relevant laws,
- is a Custodian under the Offer ("**Custodian**").
- 3.2 Custodians may apply to purchase New Shares under this Offer but only up to the total value of New Shares it is validly directed to apply for on behalf of each beneficial owner for whom the Custodian acts as a Custodian. Custodians must confirm to Precinct that they are holding Shares as a Custodian for those beneficial owners by providing the written certification to Precinct described in clause 3.3 below. Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for New Shares as described in clauses 2.2 and 2.3.
- 3.3 If a Custodian applies to purchase New Shares on behalf of one or more beneficial owners, the Custodian must certify to Precinct in writing by validly completing the online application or Application Form that:
- the Custodian holds Shares directly or indirectly as a Custodian for beneficial owners;
  - the beneficial owner on whose behalf the Custodian is submitting an application is not making a separate application as an Eligible Shareholder for New Shares under the Offer;
  - each beneficial owner (or the beneficial owner's agent) has instructed the Custodian to apply for, and accept, under the Offer the dollar amount of New Shares set out in the online application or on the Application Form (or in a schedule attached to an Application Form); and
  - no other Custodian is submitting an application under the Offer for that beneficial owner.



#### 4. COMPLETING AN APPLICATION AND PAYING FOR SHARES

If you wish to participate in the Offer, you must complete your application online at [www.shareoffer.co.nz/precinct](http://www.shareoffer.co.nz/precinct), or return the enclosed Application Form to the Share Registrar at the address set out in the Directory. If you apply using the enclosed Application Form, you must provide payment by cheque or direct credit in New Zealand dollars, for the amount of New Shares you have specified as applying for on the Application Form. Cheques must be drawn on a New Zealand bank account.

#### 5. PRECINCT'S DISCRETION TO ACCEPT OR REJECT APPLICATIONS

- 5.1** Precinct has complete discretion to accept or reject your application to purchase New Shares under the Offer, including (without limitation) if:
- your online application or Application Form is incorrectly completed, incomplete or otherwise determined by Precinct to be invalid;
  - your payment is dishonoured or has not been completed correctly;
  - the cheque that you enclose with your Application Form or your direct credit is not in New Zealand dollars for the exact amount of New Shares that you have specified on the Application Form;
  - your application is received after the Closing Date. While Precinct has discretion to accept late applications and payment, there is no assurance that it will do so. Late applications and payment, if not processed, will be returned to you at your registered address within 5 Business Days of the Allotment Date or within 5 Business Days of the date of receipt in respect of any late applications received after the Allotment Date;
  - Precinct believes that you are not an Eligible Shareholder or Custodian; or
  - Precinct considers that your application does not otherwise comply with these terms and conditions.
- 5.2** No interest will be paid on any application monies returned to you. Any refunds for whatever reason will be paid to you either by direct credit to your bank account (if those details are held by the Share Registrar) or by cheque mailed within 5 Business Days of the Allotment Date or, in respect of late applications received after the Allotment Date, within 5 Business Days of the date of receipt.

#### 6. PRECINCT'S DISCRETION TO ACCEPT OR REJECT APPLICATION

- 6.1** If you apply to purchase New Shares under the Offer, by completing and returning an application:
- your application, on these terms and conditions, will be irrevocable and unconditional (i.e. it cannot be withdrawn);
  - you certify to Precinct that you are an Eligible Shareholder entitled to apply for New Shares under these terms and conditions;
  - you acknowledge that the Offer may not proceed;
  - you certify that your acceptance of the Offer will not be, or cause, a breach of any law in any jurisdiction;
  - you agree to be bound by the constitution of Precinct, which you may download for free from the Companies Office website: <https://companies-register.companiesoffice.govt.nz/>
  - you authorise Precinct (and its officers or agents) to correct any error in, or omission from, your application and to complete your application by the insertion of any missing details;
  - you acknowledge that Precinct may at any time irrevocably determine that your application is valid, in accordance with these terms and conditions, even if the application is incomplete, contains errors or is otherwise defective;
  - you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on Precinct's share register;
  - you agree to indemnify Precinct for, and to pay to Precinct within 5 Business Days of demand, any dishonour fees or other costs Precinct may incur in presenting a cheque for payment which is dishonoured;
  - you acknowledge that none of Precinct, its advisors or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and purchase New Shares under the Offer;
  - you acknowledge the risk that the market price for the shares may change between the date of this offer and the Allotment Date. A change in market price during this period may affect the value of the New Shares you received under the Offer;
  - you acknowledge that Precinct is not liable for any exercise of its discretions referred to in these terms and conditions; and
  - you irrevocably and unconditionally agree to these terms and conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the Offer.

## PART 4: TERMS AND CONDITIONS OF THE OFFER (CONTINUED)

### 7. ISSUE PRICE

You agree to pay the Issue Price per New Share up to the maximum amount you have specified on your online application or the Application Form.

### 8. SCALING

- 8.1** Precinct is accepting applications for up to \$20 million of New Shares in aggregate, plus up to \$10 million of New Shares in oversubscriptions at its discretion. If Precinct receives applications for more than this amount of New Shares in aggregate, applications will be scaled down. Precinct will scale back applications by reference to the holding of Existing Shares at the Closing Date of the Offer.
- 8.2** If your application is scaled, your application monies will be greater than the value of the New Shares you will be allotted. The difference will be refunded to you either by direct credit to your bank account (if those details are held by the Share Registrar) or by cheque mailed within 5 Business Days of the Allotment Date. No interest will be paid on any application monies returned to you.

### 9. THE NEW SHARES

- 9.1** The New Shares issued under the Offer will rank equally with, and have the same voting rights, dividend rights and other entitlements as, existing fully paid Shares in Precinct.
- 9.2** The New Shares will be quoted on the NZX Main Board. The NZX Main Board is a licensed market operated by NZX Limited, which is a licensed market operator regulated under the Financial Markets Conduct Act 2013. NZX accepts no responsibility for any statement in this document.
- 9.3** You cannot trade in any New Shares issued to you pursuant to the Offer, either as principal or agent, until quotation of the New Shares on the NZX Main Board in accordance with the Listing Rules. Precinct expects that the New Shares will commence trading on the NZX Main Board on the Allotment Date (being 11 March 2019, unless extended).
- 9.4** The issue of New Shares under the Offer up to a maximum value of \$50,000 per Eligible Shareholder (or per beneficial owner, in the case of holdings held by Custodians) is being undertaken under Listing Rule 4.3.1 (Share Purchase Plan) in respect of the first \$15,000 of New Shares offered and Listing Rule 4.5 (15% Placement) in respect of the additional \$35,000 of New Shares offered to each Eligible Shareholder.

### 10. AMENDMENTS TO THE OFFER AND WAIVER OF COMPLIANCE

- 10.1** Notwithstanding any other term or condition of the Offer, the offer website ([www.shareoffer.co.nz/precinct](http://www.shareoffer.co.nz/precinct)) and/or the Application Form, Precinct may, at its discretion:
- make non-material modifications to the Offer on such terms and conditions it thinks fit (in which event applications for New Shares under the Offer will remain binding on the applicant notwithstanding such modification and irrespective of whether an application was received by the Share Registrar before or after such modification is made); and/or
  - suspend or terminate the Offer at any time prior to the issue of the New Shares under the Offer (including by reviewing the timetable for the Offer). If the Offer is terminated, application monies will be refunded to applicants without interest within 5 Business Days of termination.
- 10.2** Precinct reserves the right to waive compliance with any provision of these terms and conditions, which will be done in accordance with New Zealand law (including the Listing Rules).
- 10.3** Precinct will notify NZX of any waiver, amendment, suspension, withdrawal or termination of the Offer. Approval of any material changes to the Offer will be sought from NZX to the extent required under the Listing Rules.

### 11. GOVERNING LAW

These terms and conditions shall be governed by and construed in accordance with the laws of New Zealand.

### 12. DISPUTE RESOLUTION

If any dispute arises in connection with the Offer, Precinct may settle it in any manner it thinks fit. It may do so generally or in relation to any particular shareholder, applicant, application or Share. Precinct's decision will be final and binding.

### 13. INCONSISTENCY

Unless otherwise determined by the directors of Precinct, in the event of any inconsistency between the terms and conditions of the Offer and:

- the accompanying Letter from the Chair of Precinct and the Questions and Answers, the terms and conditions shall take precedence; and
- Precinct's constitution, Precinct's constitution shall take precedence.

## GLOSSARY

<b>Allotment Date</b>	11 March 2019.
<b>Application Form</b>	means the personalised application form enclosed with this Offer Document, including the instructions on the form.
<b>Board</b>	means the board of directors of Precinct.
<b>Business Day</b>	has the meaning given to that term in the Listing Rules.
<b>Closing Date</b>	means 5:00pm (NZ Time) on 5 March 2019.
<b>Custodian</b>	has the meaning given in clause 3.1 of Part 4 of this Offer Document.
<b>Eligible Shareholder</b>	means a person who, at 5.00pm on the Record Date, was recorded in Precinct's share register as being a Shareholder and whose address is shown in Precinct's share register as being in New Zealand.
<b>Existing Share</b>	means a Share on issue on the Record Date.
<b>Issue Date</b>	11 March 2019.
<b>Issue Price</b>	means \$1.48 per New Share.
<b>Listing Rules</b>	means the listing rules of NZX in relation to the NZX Main Board (or any market in substitution for that market) in force from time to time, read subject to any applicable rulings or waivers.
<b>New Share</b>	means a Share in Precinct offered under the Offer of the same class as, and ranking equally in all respects with, Precinct's quoted Existing Shares at the Allotment Date.
<b>NZX</b>	means NZX Limited.
<b>NZX Main Board</b>	means the main board equity security market operated by NZX.
<b>NZX Primary Market Participant</b>	means any company, firm, organisation, or corporation designated or approved as a primary market participant from time to time by NZX.
<b>Offer Document</b>	means this document.
<b>Opening Date</b>	means 22 February 2019.
<b>Placement</b>	means an underwritten offer of \$130 million of Shares to selected investors on or about 19 February 2019.
<b>Precinct</b>	means Precinct Properties New Zealand Limited.
<b>Record Date</b>	means 18 February 2019.
<b>Retail Share Offer or Offer</b>	means the offer detailed in this Offer Document.
<b>Share</b>	means a fully paid ordinary share in Precinct.
<b>Shareholder</b>	means a registered holder of Shares.
<b>Underwriters</b>	means First NZ Capital Group Limited and Credit Suisse (Australia) Limited.
<b>Underwriting Agreement</b>	means the underwriting agreement entered into between the Company and the Underwriters dated 19 February 2019.

## **DIRECTORY**

APPLY ONLINE AT [WWW.SHAREOFFER.CO.NZ/PRECINCT](http://WWW.SHAREOFFER.CO.NZ/PRECINCT)

### **Issuer**

#### **Precinct Properties New Zealand Limited**

Level 12, 188 Quay Street

Auckland 1010

Telephone: +64 9 222 0070

Email: [hello@precinct.co.nz](mailto:hello@precinct.co.nz)

### **Share Registry**

#### **Computershare Investor Services Limited**

Level 2, 159 Hurstmere Road

Takapuna, Auckland 0622

Private Bag 92119

Auckland 1142

Telephone: +64 9 488 8777

### **Joint Lead Managers**

#### **First NZ Capital Securities Limited**

Level 39, ANZ Centre

23-29 Albert Street

Auckland 1010

### **Legal Advisors to Precinct**

#### **Chapman Tripp**

Level 38, ANZ Centre

23-29 Albert Street

Auckland, 1010

### **Credit Suisse (Australia) Limited**

1 Macquarie Place

Level 31

Sydney, NSW 2000

Australia