

SENS ANNOUNCEMENT

29 June 2022

Irongate Group (JSE: IAP)

Comprising Irongate Property Fund I (IPF I, ARSN 162 067 736) and Irongate Property Fund II (IPF II, ARSN 644 081 309), established in Australia and registered with ASIC as managed investment schemes
 Operated by Irongate Funds Management Limited (ACN 071 514 246; AFSL 290 909) (**Responsible Entity**)
 IPF I is registered as a foreign collective investment scheme in terms of the Collective Investment Schemes Control Act No.45 of 2002
 ISIN: AU0000046005
 (IAP or the Fund)

Results of Scheme Meetings

Irongate Funds Management Limited (**IAP RE**) as responsible entity of Irongate Property Fund I (**IPF I**) and Irongate Property Fund II (**IPF II**) (together, **IAP**) refers to the proposal by Charter Hall PGGM Industrial Partnership No.2 (**CHPIP**) under which it is proposed that CHPIP acquire 100% of the units in IPF I, and Charter Hall Holdings Pty Limited acquire 100% of the units in IPF II by way of inter-conditional trust schemes (**Proposal**).

Voting results

Securityholders are advised that the resolutions to approve the Proposal (**Proposal Resolutions**) as set out in the Notice of Meeting included in the Scheme Booklet dated 19 May 2022 were passed by the requisite majorities of IAP securityholders at the Scheme Meetings held earlier today.

The results of the Proposal Resolutions are as follows:

	% of issued capital	Number
Total number of securities present/represented including proxies at meeting	46.11%	312,420,414

Resolution Proposed	For**	Against**	Abstain*
<i>Resolution 1- Ordinary resolution:</i> IPF I Trust Acquisition	311,859,067 99.95%	138,871 0.04%	0.05%
<i>Resolution 2 – Ordinary resolution:</i> IPF II Trust Acquisition	311,895,067 99.96%	102,871 0.03%	0.04%
<i>Resolution 3 – Special resolution:</i> IPF I Trust Constitution Amendment	447,312,854 99.98%	102,821 0.02%	0.05%
<i>Resolution 4 – Special resolution:</i> IPF II Trust Constitution Amendment	447,312,854 99.98%	102,821 0.02%	0.05%
<i>Resolution 5 – Special resolution:</i> IPF I De-Stapling Resolution	447,312,854 99.98%	102,821 0.02%	0.00%
<i>Resolution 6 – Special resolution:</i> IPF II De-Stapling Resolution	447,312,854 99.98%	102,821 0.02%	0.05%

*in relation to total issued capital

**in relation to total number of securities voted at the Scheme Meetings

A copy of the Chair's address delivered at today's Scheme Meetings is available for inspection by securityholders using the following link:

<https://www2.asx.com.au/markets/company/IAP>

Next Steps

The Proposal remains subject to receipt of the judicial advice in relation to implementation of the Proposal at the Second Court Date. IAP RE has a scheduled Court hearing for the Proposal at 9:15am on Tuesday, 5 July 2022 (Sydney time) (**Second Court Date**) to obtain judicial advice in relation to implementation of the Proposal.

If the Court provides the judicial advice in relation to implementation of the Proposal, IAP RE will execute the Supplemental Deeds to amend the constitutions of IPF I and IPF II and lodge the executed Supplemental Deeds with ASIC, following which the Proposal will become legally effective and IAP Securities will be suspended from trading on the ASX and the JSE.

If the Second Judicial Advice is provided by the Court on the Second Court Date on 5 July 2022, it is currently expected that the Proposal will be implemented on Friday, 15 July 2022.

Key dates and timetable¹

As previously announced, the key dates for implementation of the Proposal are set out below:

Event	Expected Date
Second Court Date	Tuesday, 5 July 2022
The date on which the Schemes become unconditional, and the finalisation announcement is released on SENS, including the currency conversion rate.	Following receipt of Second Judicial Advice (expected to be on Tuesday, 5 July 2022)
Last day for trading in IAP Securities on the JSE and the last day IAP Securityholders can transfer IAP Securities between the Australian Register and South African Register	Tuesday, 5 July 2022 (Johannesburg time)

¹ Capitalised terms in this footnote and in the above timetable included have the meaning given to them in the Scheme Booklet. Unless otherwise stated, all times referred to in this announcement are times in Sydney, Australia. All dates are indicative only and are conditional on the provision of the Second Judicial Advice by the NSW Supreme Court. No dematerialisation or rematerialisation of IAP Securities and no transfer of IAP Securities between the Australian Register and South African Register may take place from the commencement of business on the business day following the last day for trading in IAP Securities on the JSE and ASX expected to be on Tuesday, 5 July 2022. Any changes to the above timetable will be announced through the ASX and the JSE and notified on IAP Group's website (irongategroup.com.au). Any obligation to do an act by a specified time in an Australian time zone must be done at the corresponding time in any other jurisdiction.

Event	Expected Date
<p>Effective Date</p> <p>The date on which the Schemes become Effective and are binding on IAP Securityholders.</p> <p>Last day of trading in IAP Securities on the ASX. IAP Securities suspended from trading from close of trading on the ASX.</p>	Wednesday, 6 July 2022
<p>IAP Securities suspended from trading on the JSE from open of trading on the JSE.</p> <p>Procedure to remove IAP Securities from the official list of the JSE is initiated by the JSE.</p>	Wednesday, 6 July 2022 (Johannesburg time)
<p>Record Date</p> <p>All IAP Securityholders who hold IAP Securities on the Record Date will be entitled to receive the Scheme Consideration.</p>	Friday, 8 July 2022
<p>Implementation Date</p> <p>All Scheme Participants will receive the Scheme Consideration to which they are entitled on this date.</p>	Friday, 15 July 2022
<p>Delisting Date</p> <p>Removal of IAP Securities on the official lists of the ASX and the JSE at commencement of trade expected to be on this date.</p>	Monday, 18 July 2022

Further information

IAP securityholders can obtain further information in relation to the Proposal by visiting IAP's website (www.irongategroup.com.au) or calling the IAP securityholder information line on 1300 620 419 (within Australia) or +613 9415 4314 (outside Australia) between 8.30am and 5.00pm (Sydney time) Monday to Friday, excluding public holidays.

IAP securityholders holding IAP securities on the South African Register should direct their queries to their broker or CSDP.

Sponsor: Investec Bank Limited
Johannesburg