

15 November 2021

The Board of Directors  
Centuria Funds Management (NZ) Limited  
in its capacity as Manager of Centuria NZ Property Fund  
Bayleys House  
Level 2, 30 Gaunt Street  
Auckland

## **INDEPENDENT LIMITED ASSURANCE REPORT ON PROSPECTIVE FINANCIAL INFORMATION**

### **1. Introduction**

We have prepared this Independent Limited Assurance Report (the “Report”) in accordance with our engagement letter dated 20 September 2021, on the Prospective Financial Information of Centuria NZ Property Fund (the “Fund”) for inclusion in the Offer Register to be dated on 15 November 2021. The Independent Limited Assurance Report is to be issued in respect of an offer of units in the Fund (the “Offer”) by Centuria Funds Management (NZ) Limited (the “Manager”) in its capacity as Manager of the Fund.

Expressions defined in the product disclosure statement (“PDS”) and the Prospective Financial Information of the Fund (“PFI”) and the reconciliation of non-GAAP financial information to GAAP financial information have the same meaning in this Report. This report is an Independent Limited Assurance Report and the scope is set out below.

### **2. Scope**

Ernst & Young Strategy and Transactions Limited (“Ernst & Young Strategy and Transactions”) has been requested to prepare this Report to review the prospective financial information of the Fund as set out on pages 2 to 18 of the PFI which comprises the:

- ▶ Prospective statements of comprehensive income for the years ending 31 March 2022 and 31 March 2023;
- ▶ Prospective statements of financial position as at 31 March 2022 and 31 March 2023;
- ▶ Prospective statements of changes in equity for the years ending 31 March 2022 and 31 March 2023;
- ▶ Prospective statements of cash flows for the years ending 31 March 2022 and 31 March 2023; and
- ▶ Notes and assumptions to these prospective statements of comprehensive income, changes in equity, financial position and cash flows.

(hereafter, the “Prospective Financial Information”).

The Prospective Financial Information of the Fund is based on the directors’ best-estimate assumptions as outlined on pages 6 to 16 of the PFI.

We disclaim any assumption of responsibility for any reliance on this Report or on the Prospective Financial Information to which this Report relates for any purposes other than the purpose for which it was prepared. This Report should be read in conjunction with the PDS and the PFI.



### **3. Directors' Responsibility for the Prospective Financial information**

The directors of the Manager (the "Directors") have prepared and are responsible for the preparation and presentation of the Prospective Financial Information of the Fund. The Directors are also responsible for the determination of the assumptions that have a reasonable and supportable basis (as required in FRS-42 Prospective Financial Statements issued in New Zealand) as set out on pages 6 to 16 of the PFI.

### **4. Our Responsibility**

You have engaged Ernst & Young Strategy and Transactions to prepare a report which covers the Prospective Financial Information of the Fund as at and for the years ending 31 March 2022 and 31 March 2023 included in the Offer Register for the Offer which can be found at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose), offer number OFR13179, referred to as "Prospective Financial Information"/ PDS.

Our responsibility is to express a conclusion as a result of our limited assurance engagement on the Prospective Financial Information in accordance with International Standard on Assurance Engagements (New Zealand) 3000, issued by the Council of the New Zealand Institute of Chartered Accountants, applicable to assurance engagements other than audits or reviews of historical financial information.

We have conducted an independent review of the Prospective Financial Information of the Fund in order to state whether on the basis of the procedures described, anything has come to our attention that would cause us to believe that in all material respects:

- a) The Directors' best-estimate assumptions do not provide a reasonable and supportable basis (as defined in FRS 42) for the preparation of the Prospective Financial Information;
- b) The Prospective Financial Information was not prepared on the basis of the best-estimate assumptions;
- c) The Prospective Financial Information is not presented fairly in accordance with the recognition and measurement principles prescribed in New Zealand Financial Reporting Standards and other mandatory professional reporting requirements in New Zealand, and the accounting policies adopted and disclosed in the Prospective Financial Information of the Fund as at and for the years ending 31 March 2022 and 31 March 2023 on pages 17 to 18 of the PFI; and
- d) The Prospective Financial Information is unreasonable.

The Prospective Financial Information has been prepared by the Directors to provide investors with a guide to the Fund's potential future financial performance, financial position and cashflows based upon the achievement of certain economic, operating, developmental and trading assumptions about future events and actions that have not yet occurred and may not necessarily occur.

There is a considerable degree of subjective judgement involved in the preparation of the Prospective Financial Information. Actual results may vary materially from this Prospective Financial Information and the variation may be materially positive or negative. Accordingly, investors should have regard to the risks set out in Section 7 of the PDS.

Our procedures consisted primarily of enquiry and comparison and other such analytical review procedures we considered necessary so as to form the conclusion set out below.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than that given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion on the Prospective Financial Information.

## **5. Review conclusion**

### **Prospective Financial Information**

Based on our review of the Prospective Financial Information of the Fund, which is not an audit, and based on an investigation of the reasonableness of the Directors' best-estimate assumptions giving rise to the Prospective Financial Information, nothing has come to our attention which causes us to believe that:

- ▶ The Directors' best-estimate assumptions do not provide a supportable and reasonable basis (as defined in FRS 42) for the preparation of the Prospective Financial Information of the Fund;
- ▶ The Prospective Financial Information of the Fund was not prepared on the basis of the best-estimate assumptions;
- ▶ The Prospective Financial Information of the Fund is not presented fairly in accordance with the recognition and measurement principles prescribed in New Zealand Financial Reporting Standards and other mandatory professional reporting requirements in New Zealand, and the accounting policies adopted and disclosed in the Prospective Financial Information of the Fund as at and for the years ending 31 March 2022 and 31 March 2023 on pages 17 to 18 of the PFI; and
- ▶ The Prospective Financial Information of the Fund is unreasonable.

The best-estimate assumptions, set out on pages 6 to 16 of the PFI are subject to significant uncertainties and contingencies often outside the control of the Fund, the Manager and the Directors. If events do not occur as assumed, actual results achieved and distributions provided by the Fund may vary significantly from the Prospective Financial Information. Accordingly, we do not confirm or guarantee the achievement of the Prospective Financial Information, as future events, by their very nature, are not capable of independent substantiation.

## **6. Restrictions on the Use of our Report**

The report is made solely to the Directors of the Manager for inclusion in the Offer Register. To the fullest extent permitted by law we do not accept or assume responsibility to anyone other than the Directors for the conclusions we have formed.

We disclaim any assumption of responsibility for any reliance on this Report or the amounts included in the Prospective Financial Information of the Fund to which this Report relates for any purpose other than the purpose for which it was prepared. In addition, we take no responsibility for, nor do we report on, any part of the PDS, the PFI or information in the Offer Register not specifically mentioned in this report.



## **7. Independence or disclosure of interest**

Ernst & Young Strategy and Transactions does not have any pecuniary interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. Ernst & Young Strategy and Transactions does not have any interest in the outcome of the Offer other than the preparation of this Report and participation in the Due Diligence in connection with the Offer, for which normal professional fees are being received. We have no relationship or interest in the Manager or the Fund other than the capacities described above.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Ataylor', is written over a light grey circular stamp.

Andrew Taylor  
Ernst & Young Strategy and Transactions Limited