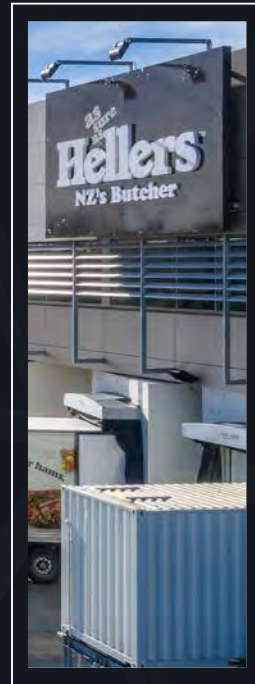


PRODUCT DISCLOSURE STATEMENT FOR
AN OFFER OF ORDINARY SHARES IN

OYSTER[®] INDUSTRIAL 4.0



ISSUED BY OYSTER INDUSTRIAL LIMITED
ON 21 MARCH 2022

This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer on <https://disclose-register.companiesoffice.govt.nz>. Oyster Industrial Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial advice provider to help you make an investment decision.

OYSTER-INDUSTRIAL.CO.NZ



1. KEY INFORMATION SUMMARY

1.1 WHAT IS THIS?

This is an offer of ordinary shares (**Shares**). Shares give you a stake in the ownership of Oyster Industrial Limited (**Oyster Industrial**). You may receive a return if dividends are paid or Oyster Industrial increases in value and you are able to sell your Shares at a higher price than you paid for them.

If Oyster Industrial runs into financial difficulties and is wound up, you will be paid only after all creditors have been paid. You may lose some or all of your investment.

Oyster Industrial is a limited liability company incorporated in New Zealand. Investors in Oyster Industrial receive ordinary shares in this company. It is not a 'Managed Investment Scheme' for the purposes of the Financial Markets Conduct Act 2013 and is not required to have a Financial Markets Authority (**FMA**)-licensed manager or an FMA-licensed independent supervisor to govern its investment activities.

Investor rights are set out in the Constitution of Oyster Industrial.

1.2 ABOUT OYSTER INDUSTRIAL

Oyster Industrial has been established with the purpose of investing directly, or indirectly through subsidiaries, in a portfolio of industrial property. Oyster Industrial's wholly-owned subsidiary (Oyster Industrial Properties Limited) has acquired six industrial properties – located at 12 Harbour Ridge Drive, Wiri, Auckland; 101 McLaughlins Road, Wiri, Auckland; 75 Wainui Road, Lower Hutt, Wellington; 14-16 Makaro Street, Porirua, Wellington; 71 and 77 Westney Road, Māngere, Auckland (**Existing Properties**) and has contracted to purchase 67 Main North Road, Kaiapoi, Canterbury and 100 Harris Road, East Tāmaki, Auckland, (**Additional Properties**).

The acquisition of the Additional Properties aligns with Oyster Industrial's investment philosophy and current strategic investment objectives.

Oyster Industrial's business is managed by Oyster Management Limited (**Manager**), which is a wholly-owned subsidiary of Oyster Property Group Limited. The Manager manages a range of retail, office, and industrial assets throughout New Zealand, with a combined value in excess of NZ\$2.1 billion. The Manager's team comprises specialists in transactions, asset and property management, development, and finance.

1.3 PURPOSE OF THIS OFFER

The purpose of this Offer is to raise capital to purchase the Additional Properties, pay costs incurred in relation to those investments and contribute towards Oyster Industrial's working capital.

1.4 KEY TERMS OF THE OFFER

Description of the equity securities being offered	<p>Ordinary shares in a limited liability company, Oyster Industrial Limited, which is registered as a portfolio investment entity (PIE) for New Zealand tax purposes.</p> <p>The Shares will rank equally in all respects with other Shares in Oyster Industrial.</p>
Issue price	\$1.19 per share
Total number of Shares being offered	41,100,000 Shares (being 30.7% of the Shares on issue immediately following the issue of the Shares). Total raise of \$48,909,000.
Minimum number of Shares that may be applied for¹	50,000 Shares and thereafter, in multiples of 50,000 Shares.
Maximum number of Shares that may be held by any Investor¹	No Investor (including associated interests) may hold more than 19.99% of the Shares on issue, unless the Investor is a qualifying investor (such as another PIE) to ensure Oyster Industrial maintains its PIE status. If all the Shares are issued the maximum holding is 26,766,610 Shares.
Underwrite	The purchase of 67 Main North Road is fully underwritten. Alvarium has underwritten \$19,324,000. The Manager has underwritten \$6,720,000 which may be utilised for the purchase of either, or both, of the Additional Properties. The total underwrite is \$26,044,000.
Minimum and maximum amount of equity to be raised¹	<p>The purchase of 67 Main North Road is fully underwritten, there is no minimum amount of equity that needs to be raised for this purchase.</p> <p>The maximum amount to be raised is \$48,909,000 (41,100,000 Shares).¹</p>
Expected return rate	4.41% per annum (5.25 cents per share per annum) for the period to 31 March 2023 based on a unit price of \$1.19.
PDS registration date	21 March 2022
Offer open date	29 March 2022

¹ Oyster Industrial and the Manager reserve the right to amend the minimum and maximum subscription amounts and accept a lower minimum holding. For example, it may do this for Investment platforms and financial service providers.

Issue of Shares	<p>Both properties are intended to settle on 29 April 2022.</p> <p>The timing of the issue of Shares is:</p> <ol style="list-style-type: none"> 21,880,000 Shares (including any underwritten Shares) will be issued on the settlement of 67 Main North Road (29 April 2022). Further Share issue: <ol style="list-style-type: none"> If the offer is fully subscribed on the settlement of 67 Main North Road a further 19,220,000 Shares will be issued on 29 April 2022 and 100 Harris Road will be settled. If the Shares issued on the settlement of 67 Main North Road include Shares issued to Alvarium the offer will remain open and no more Shares will be issued until Alvarium's underwritten Shares have been sold. To settle 100 Harris, applications for a further 19,220,000 Shares (including any Oyster Underwrite Shares) need to be received, once any underwritten Shares issued to Alvarium have been sold. <ol style="list-style-type: none"> If this occurs pre 16 June 2022 (the closing date) then these Shares will be issued and 100 Harris Road will settle. If this does not occur no further Shares will be issued and any money received will be returned to applicants. 100 Harris Road will not be purchased.
Offer closing date	16 June 2022 (unless the Offer is fully subscribed earlier)
Liabilities, fees and charges	<p>If you sell your Shares, you may be required to pay brokerage or other sale expenses. You may also be liable for tax on the sale of your Shares if you acquired the Shares with the intention to sell. You should seek your own tax advice in relation to your Shares.</p>

Management	<p>The Manager has been appointed to manage Oyster Industrial in accordance with the Management Agreement.</p> <p>The term of the Management Agreement runs until Oyster Industrial is wound up, unless terminated earlier:</p> <ul style="list-style-type: none"> • by 12 months' notice being given to the Manager, or the Manager is in material breach and the breach is not cured within 30 days, and the termination is approved by a Special Resolution of Investors; or • the Manager becomes insolvent; or • the Manager gives 12 months' notice. <p>If the Management Agreement is terminated without cause and by a Special Resolution of Investors, Oyster Industrial must pay the Manager a sum equal to 30% of the aggregate of all fees paid to the Manager by Oyster Industrial in the preceding 5 years before termination. No termination fee is payable where the Management Agreement is terminated in any other scenario.</p> <p>The Manager is entitled to be paid fees for its services. These include:</p> <ul style="list-style-type: none"> • Fund Management Fee: currently 0.35% of the aggregate capital value of the Industrial Portfolio. • Property Management Fee: 2.0% of the Gross Rental under the tenancies. • Performance Fee: 20% of the excess performance over the benchmark return. • There are other fees payable in relation to specific services provided by the Manager. <p>See page 38 for further information on the Management Agreement.</p>
Offer to Investors	<p>The Offer is only being made in New Zealand.</p>

1.5 HOW YOU CAN GET YOUR MONEY OUT

Oyster Industrial does not intend to quote these Shares on a market licensed in New Zealand and there is no other established market for trading them. This means that you may not be able to sell your Shares.

Oyster Industrial does not offer a buy back or redemption facility for the Shares.

1.6 KEY DRIVERS OF RETURNS

The Board of Oyster Industrial believes that the following current and future factors will have the most impact on the financial performance of the business.

Income

Oyster Industrial's primary source of income is rental income from the Industrial Portfolio. From this rental income Oyster Industrial is required to pay its operating expenses which include any unrecoverable operating costs of the Industrial Portfolio, fees, company expenses and interest on its Bank Loans. The rental income from the Properties is underpinned by fixed rental increases under the leases.

Bank interest rates

Oyster Industrial's primary expense is the payment of interest on the Bank Loans. An increase or decrease in interest rates on these loans may increase or decrease the amount of money available to distribute to Investors.

Oyster Industrial has an interest rate management strategy that considers both the length of the remaining Bank Loan term and the WALT for the Industrial Portfolio when hedging interest rate risk. See section 2.5 of the PDS for further details.

Capital expenditure

The replacement of building services and structural works to the buildings are not usually recoverable from tenants under their leases, these are a cost to Oyster Industrial.

The Manager has engaged building surveyors to provide building condition reports and capital expenditure plans in relation to the Properties. Recommended capital expenditure from these reports for the period to 31 March 2023 has been included in the financial forecast.

Value of the Industrial Portfolio

The change in value of a Share in Oyster Industrial is predominantly tied to the change in value of the Industrial Portfolio, which as at the date of this PDS is the value of the Properties. The value of the Industrial Portfolio will be influenced by the property market, changes in rental paid by the tenants and the remaining term of the leases of the Industrial Portfolio.

Future acquisitions

Oyster Industrial intends to grow the Industrial Portfolio through further property purchases. The purchase of further properties will diversify the Industrial Portfolio and affect Oyster Industrial's net income and dividends payable to Investors. Oyster Industrial's investment strategy is detailed on page 10.

More information on Oyster Industrial and the Manager's key strategies and plans for the above (and other) factors can be found in section 2 of the PDS.

1.7 KEY RISKS AFFECTING THIS INVESTMENT

Investments in shares are risky. You should consider if the degree of uncertainty about Oyster Industrial's future performance and returns is suitable for you. The price of these Shares should reflect the potential returns and the particular risks of these Shares. Oyster Industrial considers that the most significant risk factors that could affect the value of the Shares are:

Tenant concentration

54% of Oyster Industrial's rental income will come from two business groups (spread over four properties). 30% (75 Wainui Road and 100 Harris Road) from subsidiaries of Pact Group Holdings Limited, and 24% (71 and 77 Westney Road) from Cardinal Logistics Limited.

Should lease defaults occur from either of these business groups Oyster Industrial will have reduced income to pay its expenses or pay dividends to Investors during the period of vacancy.

All the leases from these two business groups have some form of guarantee in place; ranging from parent guarantee to bank guarantee.

Interest Rates

Oyster Industrial's primary expense is the interest payable under the Bank Loans. There are two ways that changes in interest rates affect Oyster Industrial:

- the floating portion of the bank loans; and
- the new interest rate fixed on the expiry of a fixed interest rate period.

An increase in interest rates could affect Oyster Industrial's ability to maintain a 5.25 cents per Share per annum distribution rate. The impact on the rates of return of any increase in interest rates would be dependent on the extent of the movement in the rates. Oyster Industrial has entered into fixed interest rates for 40% of the existing borrowings.

This summary does not cover all of the risks of investing in the Shares. You should also read section 8 of the PDS.

1.8 WHERE YOU CAN FIND OYSTER INDUSTRIAL'S FINANCIAL INFORMATION

The prospective financial position and performance of Oyster Industrial are essential to an assessment of this Offer. You should also read section 7 of the PDS.



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12 HARBOUR RIDGE DRIVE

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101 MCLAUGHLINS ROAD



LETTER FROM THE CHAIR

Dear Investor,

We are pleased to present you with the fourth equity raise for Oyster Industrial. Oyster Industrial is a limited liability company, established as an open-ended and PIE structured unlisted property vehicle. It aims to grow, through further acquisitions, a stable and diversified portfolio of industrial real estate. Targeted investments will provide tenant and property diversification within the industrial sector. A key objective for Oyster Industrial is delivering a stable monthly income return to investors whilst providing the potential for long-term capital gain.

The minimum investment is \$59,500 (50,000 shares at \$1.19 per share), and multiples of \$59,500 thereafter. Oyster Industrial is forecasting a pre-tax cash return of 5.25 cents per share p.a. payable monthly (for the period to 31 March 2023), equating to 4.41% per annum.

Oyster Industrial has delivered exceptional returns to investors, providing a total return of 24% for the 12-month period to 31 December 2021¹. The industrial sector has been the strongest performing asset class within the New Zealand property sector for the past 15 years². The sector continues to retain its appeal to investors due to its strong defensive qualities and sound occupier fundamentals, supported by low vacancies, supply constraints of appropriately zoned industrial land and consistent rental growth.

Oyster Industrial has contracted to purchase 67 Main North Road, Kaiapoi, Canterbury and 100 Harris Road, East Tāmaki, Auckland. 67 Main North Road, Kaiapoi consists of a 15,714m² large-scale food production facility on a 47,993m² site held in three freehold title leased to Hellers Limited. Hellers is New Zealand's leading brand of processed meats and they have been in operation

since 1985, supplying to New Zealand, Australia and parts of the Pacific. 100 Harris Road, East Tāmaki, Auckland, comprises 16,767m² of lettable area of high stud warehouse, workshop/plant rooms and offices over two levels. The 22,374m² site benefits from a wide road frontage with dual access to the property. The tenant, VIP Plastic Packaging (NZ) Limited, is a rigid plastic packaging manufacturer ultimately owned by Pact Group Holdings Limited, an ASX listed company.

Since inception, Oyster Industrial has experienced strong uptake and now has more than 450 investors. The industrial sector's strong defensive qualities and sound occupier fundamentals, along with Oyster Industrial's diversified portfolio and quality tenants, continues to have strong investor appeal.

The portfolio has been independently valued at \$270.9 million (including the contracted acquisitions) and provides geographical diversification with properties located in Auckland, Wellington and Canterbury. The Properties comprise 8 tenancies including brands such as Plumbing World, Downer, Alto Packaging (Pact Group), Cardinal Logistics, Hellers and VIP packaging (Pact Group). The tenancies will provide a combined weighted average lease term of 8.54 years (as at 29 April 2022).

Oyster Industrial is managed by Oyster Management Limited, a leading New Zealand commercial property fund manager. The Manager manages a range of retail, office, and industrial assets throughout New Zealand, with a combined value in excess of \$2.1 billion.

This PDS contains important information about this Offer. I encourage you to read the PDS carefully before making your investment decision.

Joanna Perry
Chair — Oyster Industrial Limited

¹ Calculated from 1 January 2021 to 31 December 2021 based on the net asset value per share (including the 31 December 2021 valuations) and dividends paid during the period. Past performance is no indication or guarantee of future performance.

² Source: MSCI as at 30 September 2021

2. OYSTER INDUSTRIAL AND WHAT IT DOES

2.1 OVERVIEW OF OYSTER INDUSTRIAL

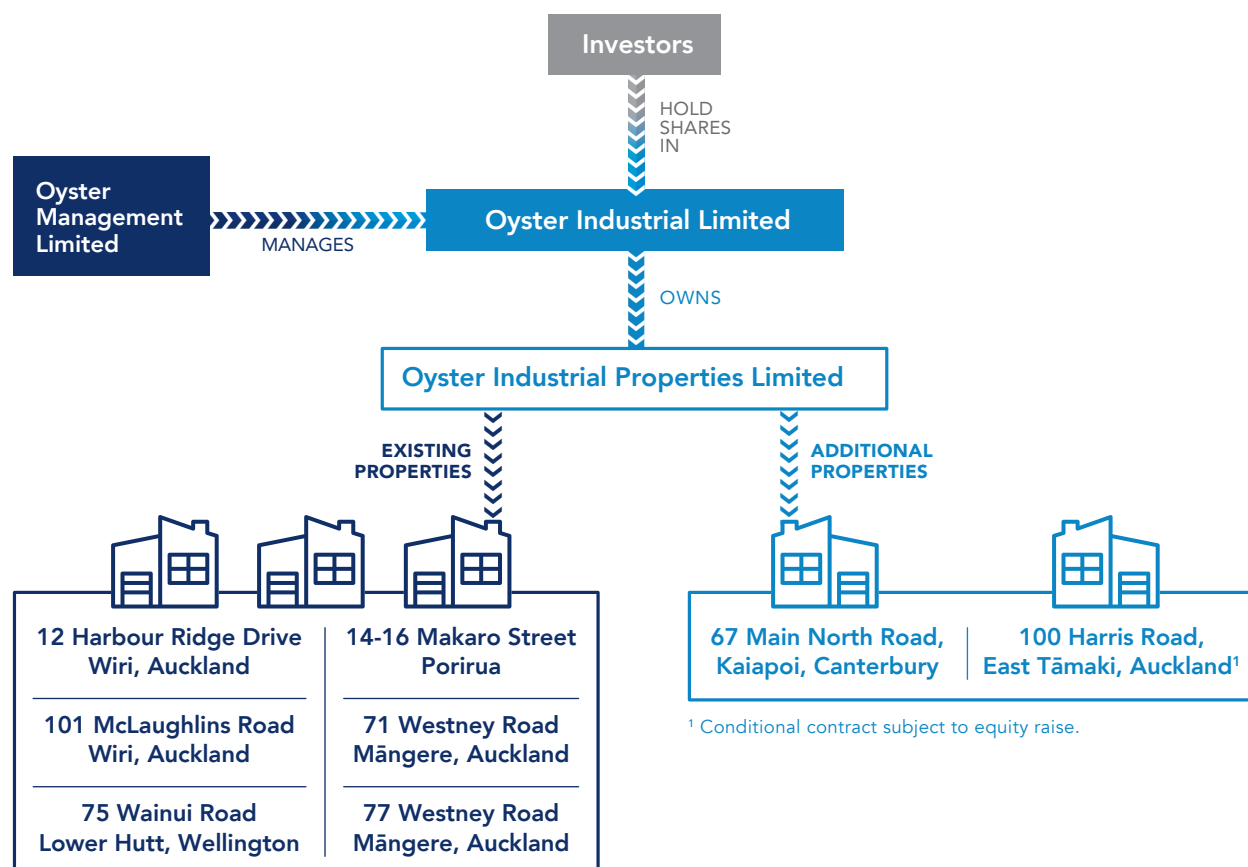
Oyster Industrial was established in 2019 to invest solely in a portfolio of industrial property. Oyster Industrial has six Properties – located at 12 Harbour Ridge Drive, Wiri, Auckland; 101 McLaughlins Road, Wiri, Auckland; 75 Wainui Road, Lower Hutt, Wellington; 14-16 Makaro Street, Porirua, Wellington; 71 Westney Road, Māngere, Auckland; and 77 Westney Road, Māngere, Auckland held by its wholly-owned subsidiary Oyster Industrial Properties Limited. Oyster Industrial Properties Limited has contracted to purchase 67 Main North Road, Kaiapoi, Canterbury and 100 Harris Road, East Tāmaki, Auckland. Further details of the Properties are set out in section 2.3 of the PDS (Industrial Portfolio). Oyster Industrial will use \$48,909,000 of equity and \$41,900,000 of bank funding to purchase the Additional Properties (see page 49 for details).

Oyster Industrial will be managed on a day to day basis by the Manager who currently manages in excess of \$2.1 billion of commercial property across New Zealand.

Further details about the Manager are set out in section 2.8 of the PDS (The Manager).

Investment Philosophy

Oyster Industrial is a limited liability company that has been established to invest in a diversified portfolio of industrial real estate. Oyster Industrial will target investments with a geographic weighting in Auckland, Hamilton, Tauranga, Wellington, and Christchurch.





Investment strategy

Oyster Industrial's current strategic investment objectives are:

- A predominant focus on Auckland, Hamilton, Tauranga, Wellington, and Christchurch based assets with strategic exposure to other cities and regions where considered necessary for return enhancement, geographic diversification, and tenant diversification.
 - Stable income with the potential for long-term capital growth.
 - Maintaining a fund target WALT of 6 years or greater.
 - Maintaining a long term LVR of 40-50% with the ability for borrowings to temporarily increase the LVR beyond the targeted range as required for the acquisition of new assets.
 - An interest rate management strategy that considers both the length of the remaining Bank Loan term and the WALT for the Industrial Portfolio properties when hedging interest rate risk.
- Investing in:
 - Functional warehouses and showrooms.
 - Logistics assets.
 - Manufacturing sites.
 - Temperature controlled storage facilities (cool stores).
 - Properties located in close proximity to infrastructure such as major roads, airports, ports, rail, and CBD's.
 - Leases with strong tenant covenants and/or adequate guarantees.
 - Assets with long term leases and/or where capital expenditure is expected to be low.
 - Quality new builds/recently built and/or refurbished industrial assets.
 - May invest in assets with shorter lease terms, short-term holding income, low site coverage, surplus land, and/or have additional capital expenditure requirements, that through active asset management can be deployed to create quality longer term investments/leases with low future capital expenditure requirements.

Oyster Industrial will continue to look for opportunities to grow the Industrial Portfolio and continue to review its strategy to reflect market conditions and opportunities.

2.2 KEY DRIVERS OF OYSTER INDUSTRIAL'S FUTURE FINANCIAL PERFORMANCE

The current and future aspects that will have, or may have, the most impact on the financial returns for Oyster Industrial, as well as the specific strategies and plans to manage those factors, are set out below.

Key factor driving return	Strategies and plans to manage this factor
Income Oyster Industrial's primary source of income is rental income from the Industrial Portfolio, which as at the date of this PDS is rental income from the tenants of the Properties. From this rental income Oyster Industrial is required to pay its operating expenses which include any unrecoverable operating costs of the Industrial Portfolio, fees, company expenses and interest on its Bank Loans.	The leases of the Properties have fixed or CPI adjusted rental increases which will assist in mitigating the impact of any increase in expenses.
Bank interest rates Oyster Industrial's primary expense is the payment of interest on the Bank Loans. An increase or decrease in interest rates on these loans will increase or decrease the amount of money available to distribute to Investors.	Oyster Industrial has entered into fixed interest rates for 40% of the existing borrowings. The fixed interest rate for 12% of the Bank Loans expires on 20 October 2022, the other 27% fixed portion of the Bank Loans will expire 28 October 2024. This provides some certainty as to interest costs for the period that they are fixed. A portion of the additional borrowings may be fixed by way of an interest rate swap agreement that would fix the floating rate or by way of a fixed interest rate. The Manager will begin to seek refinancing of each facility six months out from the date of expiry. See section 2.5 of the PDS (Oyster Industrial's Bank Loans) on page 32 for further details.
Capital expenditure The replacement of building services and structural works to the Properties and other future assets acquired for the Industrial Portfolio are not normally recoverable from the tenants under the leases. These are a cost to Oyster Industrial.	The Manager has engaged various building surveyors to provide building condition reports and provide capital expenditure plans in relation to the Properties. The Manager's recommended capital expenditure for the period to 31 March 2023 has been included in the financial forecast.
Value of the Industrial Portfolio The change in value of a Share in Oyster Industrial is predominantly tied to the change in value of the Industrial Portfolio. The value of the Industrial Portfolio will be influenced by the property market, changes in rental paid by the tenants and the remaining term of the leases of the Industrial Portfolio properties.	The Industrial Portfolio will be actively managed by the Manager in order to maintain or increase property values and achieve growth in rental income. The leases of the Properties have fixed or CPI adjusted rental increases.

Key factor driving return	Strategies and plans to manage this factor
<p>Future acquisitions</p> <p>Oyster Industrial intends to grow the Industrial Portfolio through further property purchases. The purchase of further properties will diversify the Industrial Portfolio and provide the potential for an increase in Oyster Industrial's net income and dividends payable to Investors.</p>	<p>Oyster Industrial's strategic investment objectives for the Industrial Portfolio include:</p> <p>A predominant focus on Auckland, Hamilton, Tauranga, Wellington and Christchurch based assets with strategic exposure to other cities where considered necessary for return enhancement, geographic diversification and tenant diversification.</p> <p>See the investment strategy on page 10 for more details.</p>



2.3 THE INDUSTRIAL PORTFOLIO

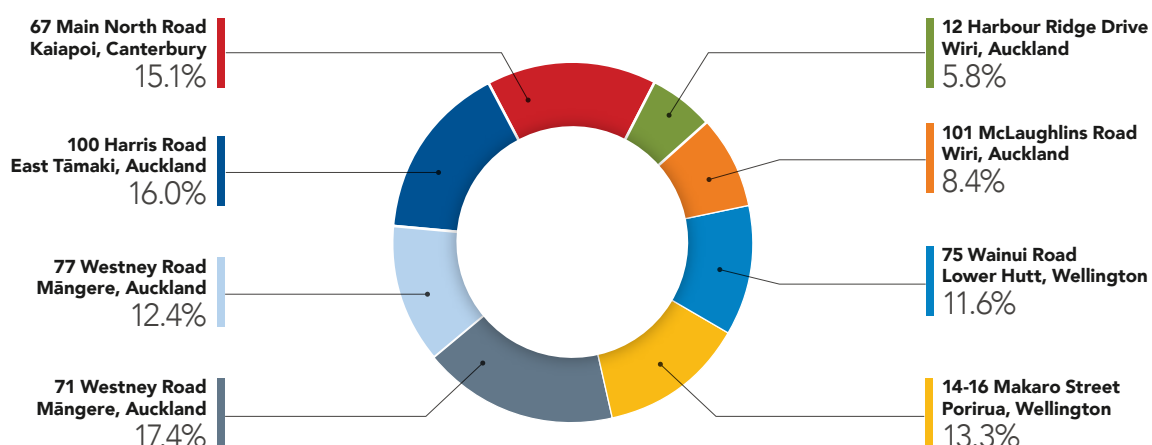
This section sets out the details of the Industrial Portfolio.

Industrial Portfolio as at 29 April 2022 (assuming that the Additional Properties have been acquired)

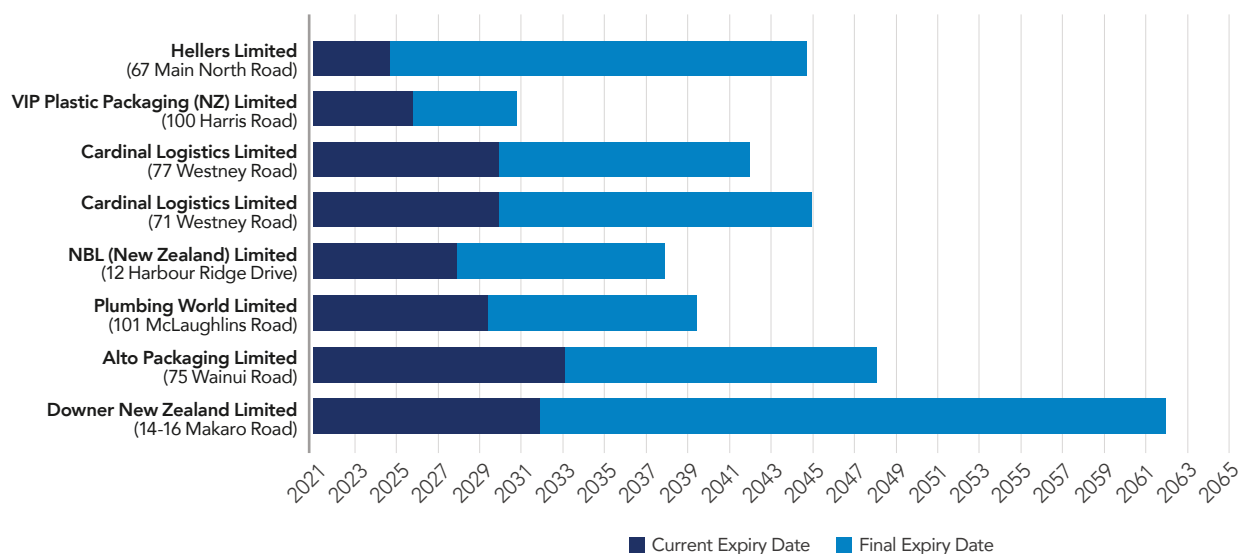
Industrial Portfolio WALT: 8.54 years

Industrial Portfolio Occupancy Rate: 100% (95.3% if the lease is terminated at 12 Harbour Ridge Drive, refer page 29 for further details)

INDUSTRIAL PORTFOLIO BY VALUE



LEASE EXPIRY PROFILE



A. 101 MCLAUGHLINS ROAD

101 McLaughlins Road is a modern high-quality warehouse with a single level of offices and canopy constructed in 2019.

The property is located 8.6 km to the east of Auckland Airport, in the established industrial suburb of Wiri. The property is approximately 2.2 km from State Highway 20 which has direct links via State Highway 20B to Auckland Domestic and International Airport, the Waterview tunnel heading north into Auckland and south bound links to SH1.

Current Independent Valuation	<p>\$22,650,000 prepared by CBRE as at 31 December 2021 in accordance with the current Australia and New Zealand Property Institute Valuation and Property Standards.</p> <p>You can find a copy of the independent valuation report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>
WALT	7.09 years (as at 29 April 2022)
Occupancy	100%
Land area	9,605m ²
Net lettable area	7,354m ²
Seismic rating	<p>Designed to a seismic loading of no less than 100% Ultimate Limit State, which equates to a rating of greater than 100% NBS.</p> <p>You can find a copy of the seismic rating letter on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>

Tenant	Current rent per annum	Expiry date of current term	Rights of renewal (remaining)	Rent review
Plumbing World Limited	\$883,622 plus GST per annum	31 May 2029	2 rights of renewal for 5 years each	Fixed 2% per annum. Market review at year 5 (and on renewal dates) with a maximum movement of +/- 5%.



B. 12 HARBOUR RIDGE DRIVE

12 Harbour Ridge Drive is a modern high-quality warehouse with two levels of offices and canopy constructed in 2017.

The property is located 8.6 km to the east of Auckland Airport, in the established industrial suburb of Wiri.

The property is well-connected, approximately 2.2 km from State Highway 20 which has direct links via State Highway 20B to Auckland Domestic and International Airport, the Waterview tunnel heading north into Auckland and south bound links to SH1.

The tenant is currently overdue in its rental payments and the Manager has taken action against the tenant for breach of lease. See page 29 for details.

Current Independent Valuation	<p>\$15,850,000 prepared by CBRE as at 31 December 2021 in accordance with the current Australia and New Zealand Property Institute Valuation and Property Standards.</p> <p>You can find a copy of the independent valuation report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>
WALT	5.59 years (as at 29 April 2022)
Occupancy	100% (Subject to whether the lease is terminated. See page 29 for details.)
Land area	6,140m ²
Net lettable area	5,301m ²
Seismic rating	<p>Designed to a seismic loading of no less than 100% Ultimate Limit State, which equates to a rating of greater than 100% NBS.</p> <p>You can find a copy of the seismic rating letter on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>

Tenant	Current rent per annum	Expiry date of current term	Rights of renewal (remaining)	Rent review
NBL (New Zealand) Limited	\$681,627 plus GST per annum	30 November 2027	2 rights of renewal for 5 years each	Fixed 2.5% per annum. Market review on renewal.



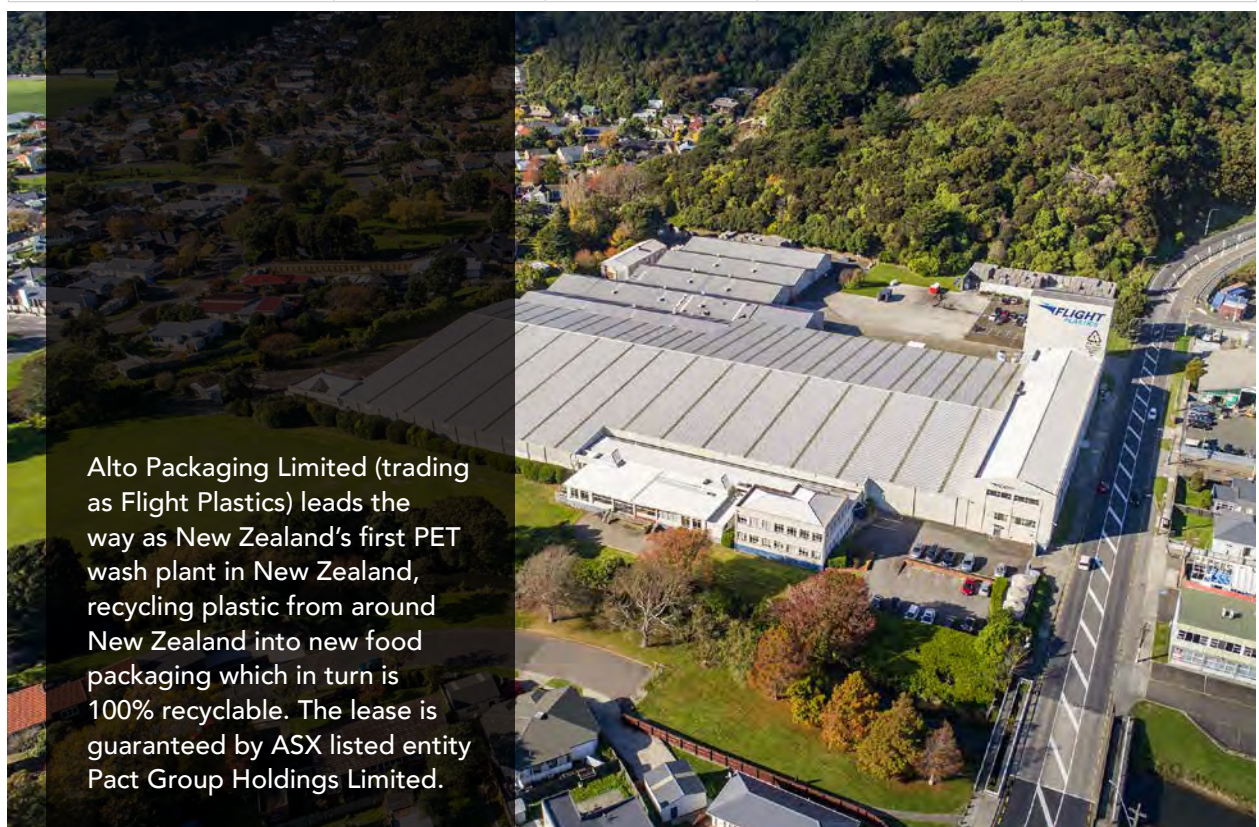
C. 75 WAINUI ROAD

A substantial plastics recycling factory with a total net lettable area of 18,871m² situated on a large land holding of 44.371 hectares, with good access and circulation. The largest building is the main warehouse which was newly constructed in 2009 with the remaining buildings being of mixed ages.

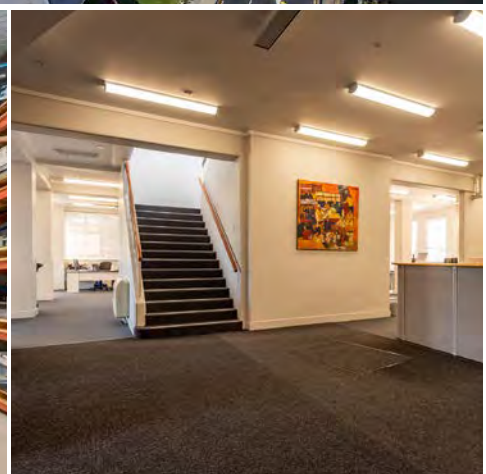
75 Wainui Road is located within Lower Hutt, Wellington on the fringe of the industrial sector of Gracefield and Waiwhetu. The site has frontage on the northern side of Wainui Road. The property is approximately 3km from central Lower Hutt and 15km from the Wellington CBD. The area is predominately occupied by storage, logistics, freight forwarding, engineering, and manufacturing related companies.

Current Independent Valuation	<p>\$31,500,000 prepared by CBRE as at 31 December 2021 in accordance with the current Australia and New Zealand Property Institute Valuation and Property Standards.</p> <p>You can find a copy of the independent valuation report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>
WALT	10.76 years (as at 29 April 2022)
Occupancy	100%
Land area	44,371m ²
Net lettable area	18,871m ²
Seismic rating	<p>The Vendor of the property (Flight Limited) agreed to provide an escrow sum of \$3,500,000 for Oyster Industrial to seismically upgrade the buildings on the property. The minimum seismic requirement for all buildings on the property is 50% NBS with a desired target of 67% NBS. If the costs to undertake the seismic works to get the buildings up to the targeted NBS rating of 67% is estimated to be above the escrow sum of \$3,500,000 then Oyster Industrial and the Vendor will agree on which buildings will be upgraded to 67% NBS with the remaining buildings to only be upgraded to the minimum NBS rating of 50%.</p> <p>The preferred strengthening scheme is currently being developed by a team of external consultants (including structural and geotechnical engineers), in collaboration with Manager and tenant representatives; to determine appropriate improvements building-by-building within budget constraints.</p> <p>There are no seismic warranties in the lease to Alto Packaging Limited. Oyster Industrial does not hold a current Detailed Seismic Assessment for the property. This will be obtained on completion of the works.</p>

Tenant	Current rent per annum	Expiry date of current term	Rights of renewal (remaining)	Rent reviews
Alto Packaging Limited	\$1,774,144 plus GST per annum	28 January 2033	3 rights of renewal for 5 years each	Fixed 3% per annum. Market review on renewal capped at 110% of current rent. Rent cannot decrease on review.



75 WAINUI ROAD, LOWER HUTT, WELLINGTON



D. 14-16 MAKARO STREET

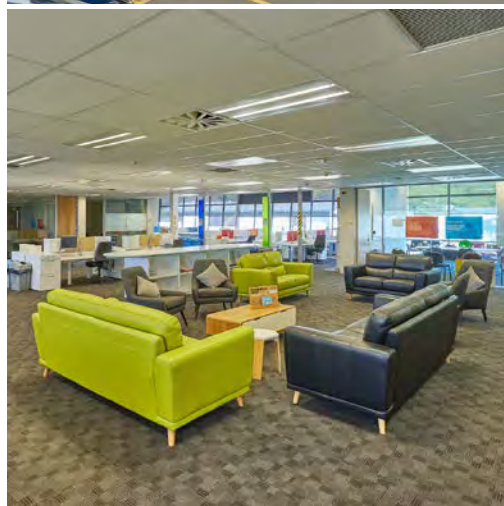
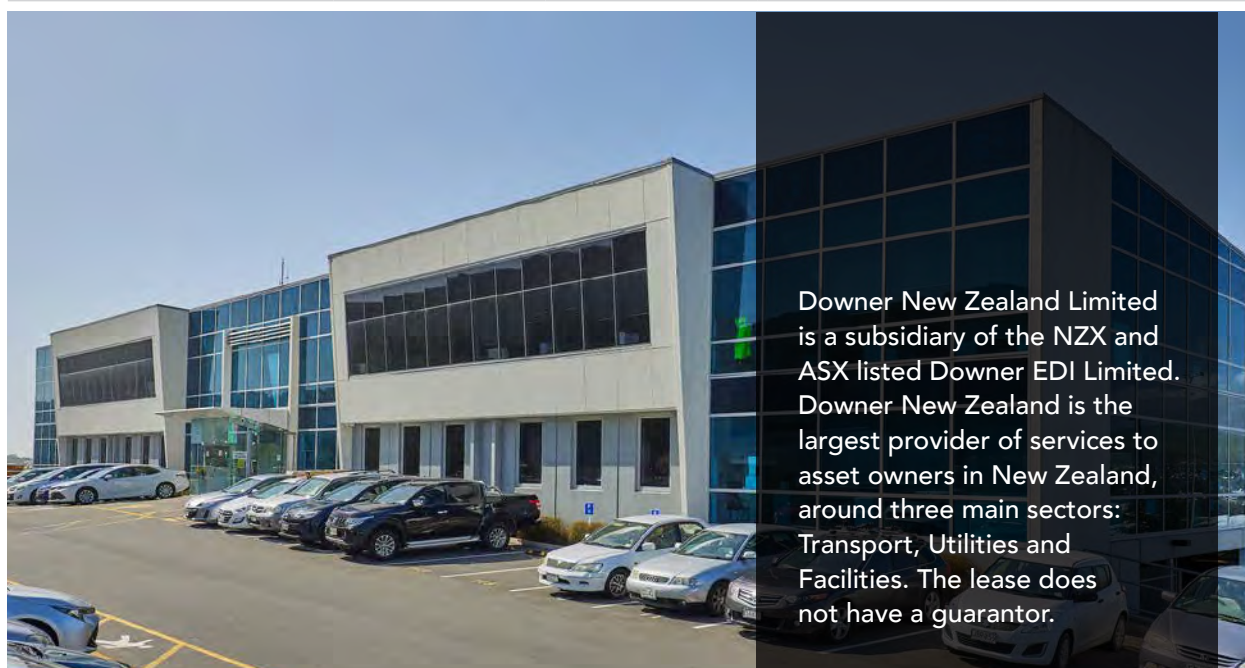
A high quality and modern industrial asset comprising a purpose built two story office building and two single story industrial warehouses with associated yard on a substantial freehold site.

The property is located within the main industrial precinct of Elsdon, Porirua, with Makaro Street being one of the more recent industrial subdivisions in the Porirua area. Prominent occupiers in the area include Bunnings, Harvey Norman, Whittakers, Mitsubishi, NZ Post and Placemakers. Access to State Highway 1 in both a north and south direction is approximately 2.6km from the property, with the Wellington CBD approximately 21.3km away.

The property is listed on the Selected Land Use Register (SLUR) as a category 1 site – being unverified history of hazardous activity or industry site. The site is fully sealed with existing buildings on site. There is currently no further development proposed. Any further development may require further site investigation pending council approval.

Current Independent Valuation	<p>\$36,000,000 prepared by JLL as at 31 December 2021 in accordance with the current Australia and New Zealand Property Institute Valuation and Property Standards.</p> <p>You can find a copy of the independent valuation report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>
WALT	9.59 years (as at 29 April 2022).
Occupancy	100%
Land area	25,026m ²
Net lettable area	21,894m ² (Includes 16,510m ² of yard area)
Seismic rating	<p>The office building has been rated at 80% of NBS.</p> <p>You can find a copy of the Initial Seismic Assessment Report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>

Tenant	Current rent per annum	Expiry date of current term	Rights of renewal (remaining)	Rent reviews
Downer New Zealand Limited	\$1,773,590 plus GST per annum	29 November 2031	6 rights of renewal for 5 years each	Greater of 3% or CPI per annum (compounded) every two years, next review is 30 November 2023. Market reviews on renewal capped at 110% of current rent, rent cannot decrease on review.



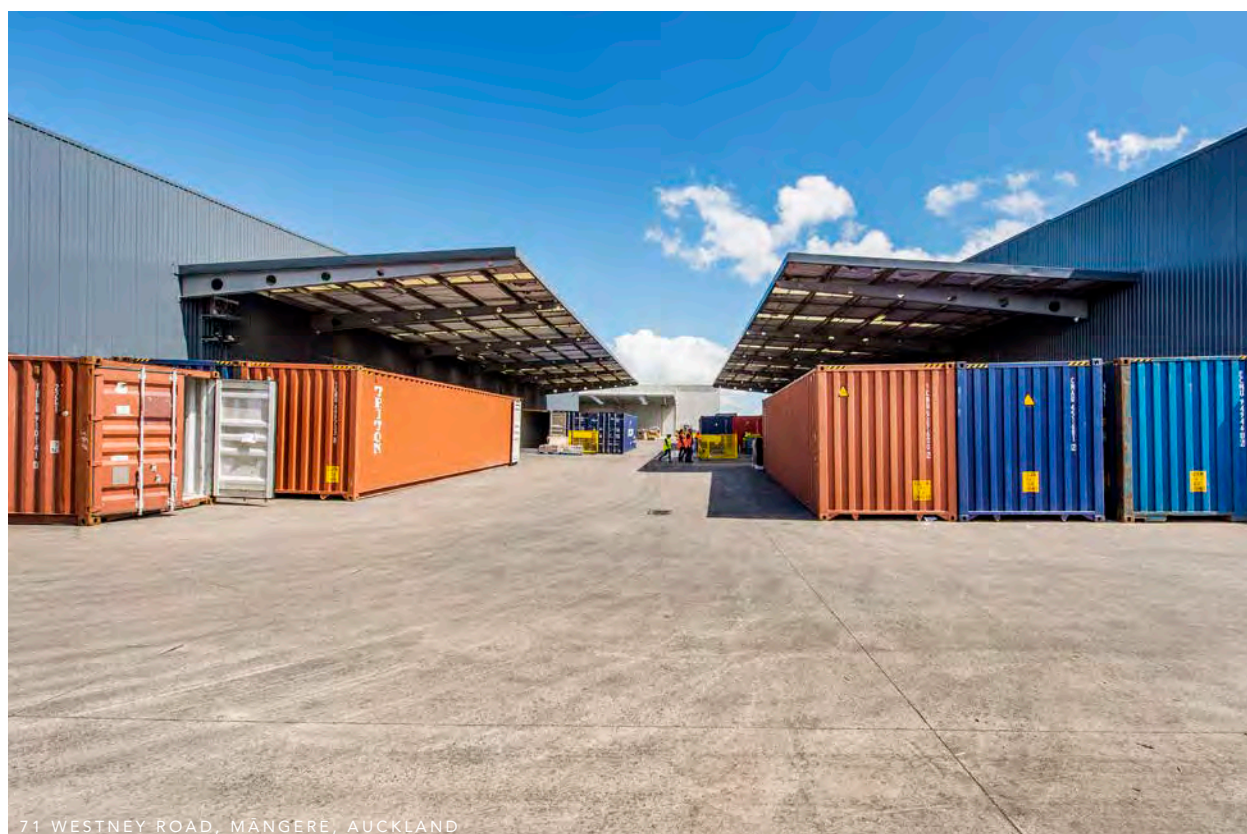
14-16 MAKARO STREET, PORIRUA, WELLINGTON

E. 71 WESTNEY ROAD

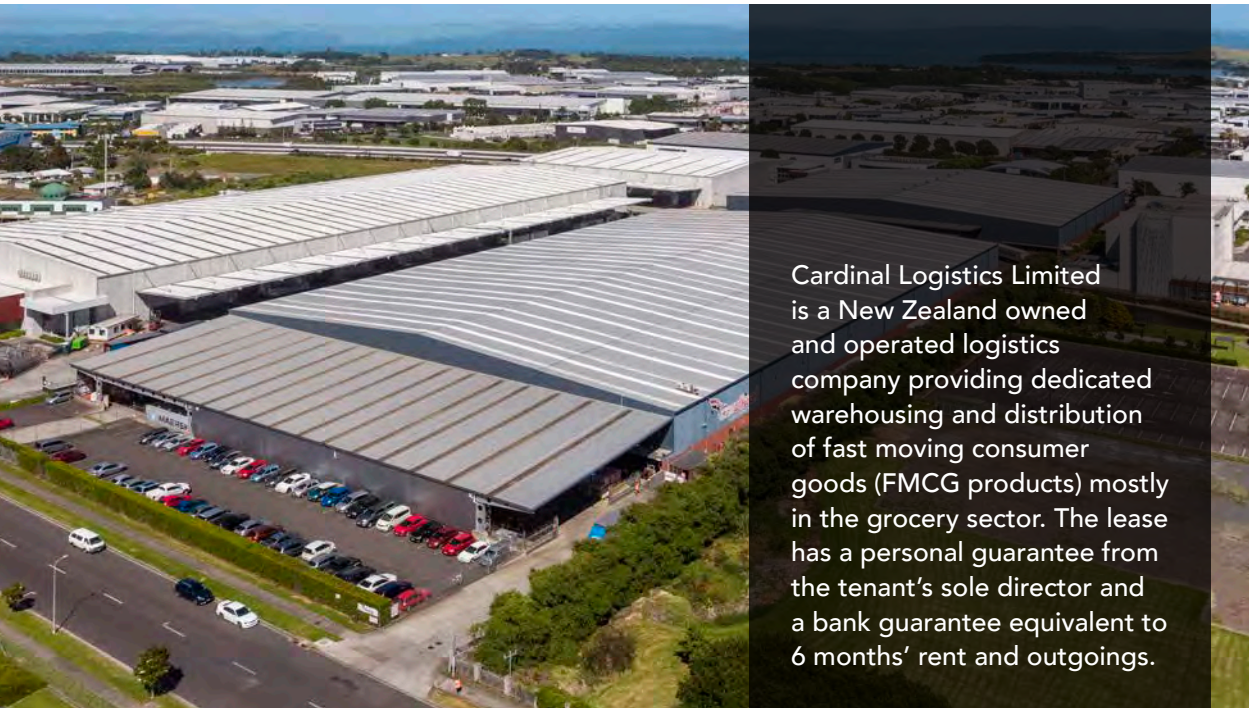
This is a large-scale industrial building constructed in the mid-2000s. Main improvements consist of a high stud warehouse, associated canopies and offices split over two levels.

The property has a prominent position with good road frontage in the established Auckland industrial area of Airport Oaks, Māngere, close to the Auckland International Airport.

Current Independent Valuation	<p>\$47,100,000 prepared by JLL as at 31 December 2021 in accordance with the current Australia and New Zealand Property Institute Valuation and Property Standards.</p> <p>You can find a copy of the independent valuation report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>
WALT	7.63 years (as at 29 April 2022).
Occupancy	100%
Land area	21,397m ²
Net lettable area	17,378m ²



Tenant	Current rent per annum	Expiry date of current term	Rights of renewal (remaining)	Rent review
Cardinal Logistics Limited	\$2,068,085 plus GST per annum	12 December 2029	3 rights of renewal for 5 years each	Annual 1.4% fixed rent reviews with three yearly market rent reviews (to the greater of market and 1.4%).



F. 77 WESTNEY ROAD

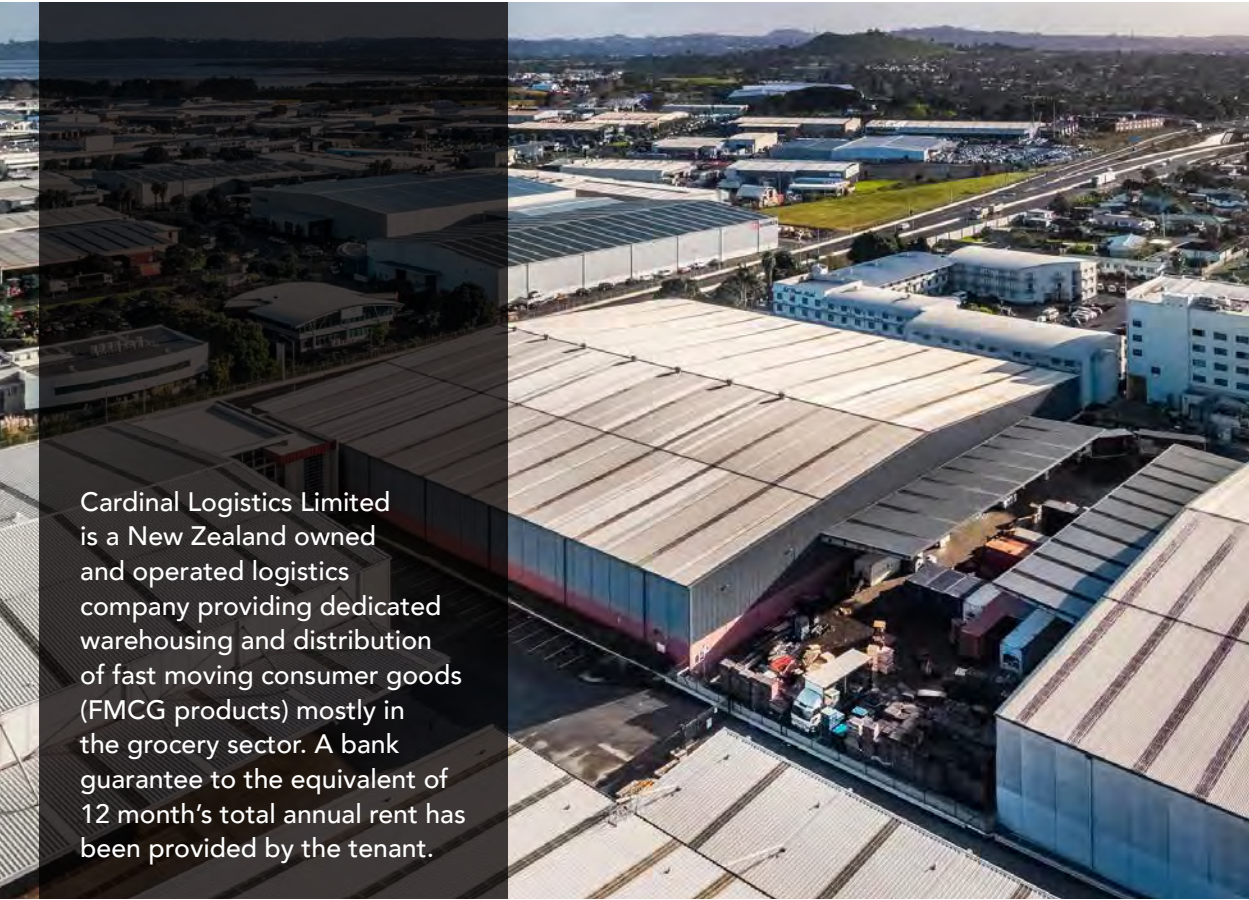
This is a large scale industrial building constructed in the mid-2000s. Main improvements consist of a high stud (8.4 metres to the knee) warehouse space, offices and canopies.

The property has a prominent position with good road frontage in the established Auckland industrial area of Airport Oaks, Māngere, close to the Auckland International Airport.

Current independent valuation	<p>\$33,600,000 prepared by JLL as at 31 December 2021 in accordance with the current Australia and New Zealand Property Institute Valuation and Property Standards.</p> <p>You can find a copy of the independent valuation report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>
WALT	7.64 years (as at 29 April 2022).
Occupancy	100%
Land area	12,831m ²
Net lettable area	9,834m ²



Tenant	Current rent per annum	Expiry date of current term	Rights of renewal (remaining)	Rent review
Cardinal Logistics Limited	\$1,275,117 plus GST per annum	15 December 2029	2 rights of renewal for 6 years each	Annual 1.5% fixed rent reviews. Market reviews on renewal.



Cardinal Logistics Limited is a New Zealand owned and operated logistics company providing dedicated warehousing and distribution of fast moving consumer goods (FMCG products) mostly in the grocery sector. A bank guarantee to the equivalent of 12 month's total annual rent has been provided by the tenant.



77 WESTNEY ROAD, MĀNGERE, AUCKLAND

G. 67 MAIN NORTH ROAD, KAIAPOI, CANTERBURY

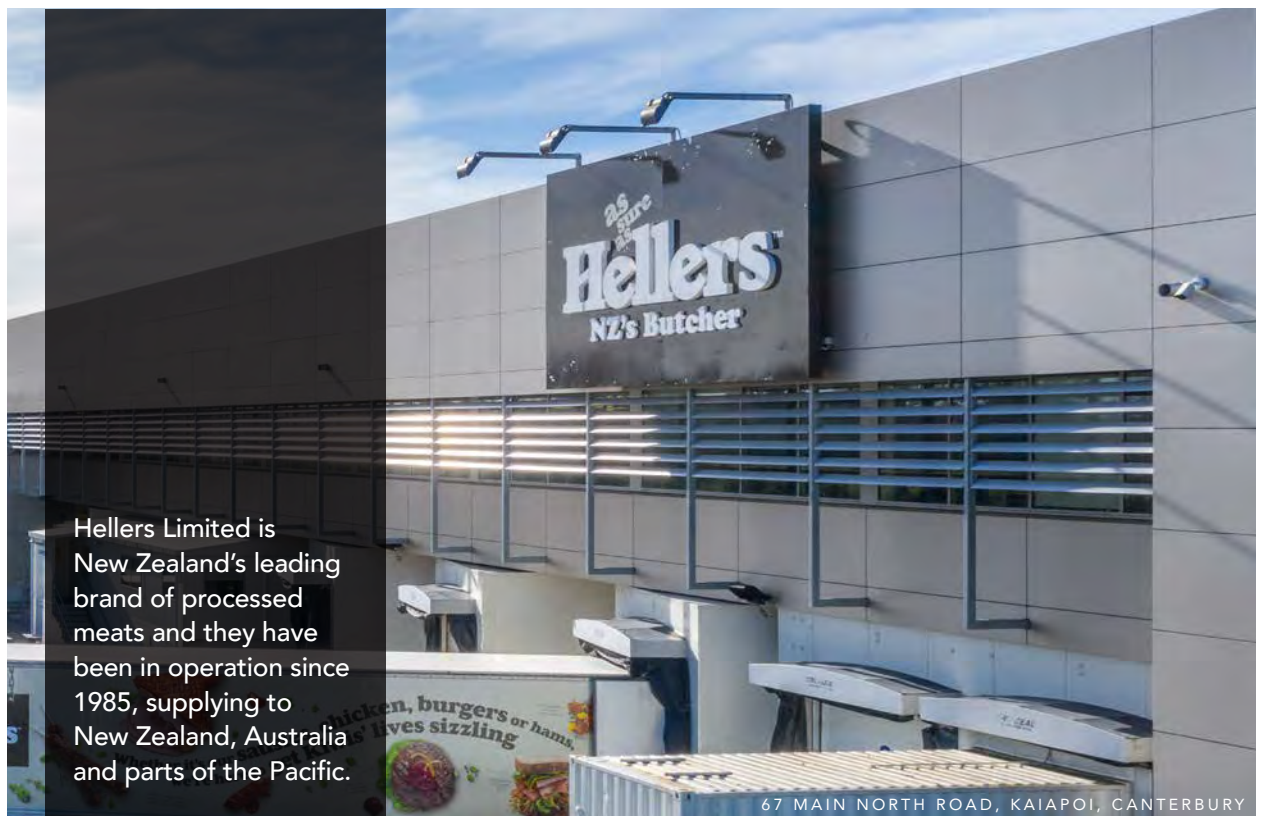
The asset comprises a large specialised industrial food grade processing factory for the well-known Christchurch based operator – Hellers Limited.

The property is located north of Christchurch in an industrial sleeve of properties, immediately north of the Waimakariri bridge along SH1.

Current independent valuation	<p>\$40,850,000 prepared by JLL as at 31 January 2022 in accordance with the current Australia and New Zealand Property Institute Valuation and Property Standards.</p> <p>You can find a copy of the independent valuation report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>
WALT	12.35 years (as at 29 April 2022).
Occupancy	100%
Land area	47,993m ²
Net lettable area	15,714m ²
Seismic	The Vendor has obtained a report from an independent engineer, which Oyster Industrial understands has not identified any issues with the buildings. The report will be assigned for the benefit of Oyster Industrial on settlement.



Tenant	Current rent per annum	Expiry date of current term	Rights of renewal (remaining)	Rent review
Hellers Limited	\$2,342,593 plus GST per annum	31 August 2034	1 right of renewal of 5 years	2 yearly CPI rent reviews. Market review on renewal.



H. 100 HARRIS ROAD, EAST TĀMAKI, AUCKLAND

This is a significant industrial property with two large partially enclosed canopies on a 2.23 ha site with full drive-around access. The main office is provided over two levels and adjoins the warehouse.

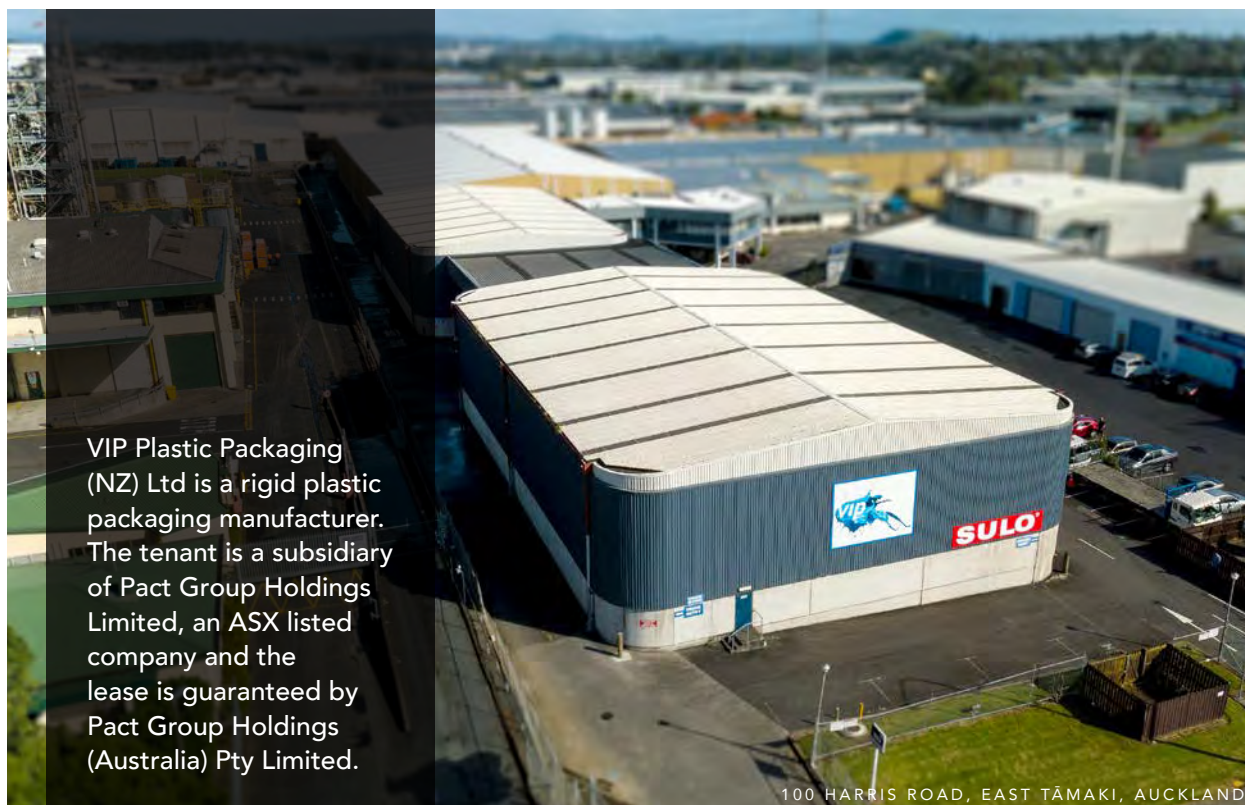
The asset is located within the industrial hub of East Tāmaki along the arterial Harris Road. The building is located within 14.6km from Auckland Airport, within 5.2km to SH1 north and south bound. Ports of Auckland is located 19.5km north of the subject.

Current independent valuation	<p>\$43,350,000 prepared by JLL as at 31 January 2022 in accordance with the current Australia and New Zealand Property Institute Valuation and Property Standards.</p> <p>You can find a copy of the independent valuation report on the Offer Register at https://disclose-register.companiesoffice.govt.nz/disclose.</p>
WALT	3.45 years (as at 29 April 2022).
Occupancy	100%
Land area	22,374m ²
Net lettable area	16,767m ²



100 HARRIS ROAD, EAST TĀMAKI, AUCKLAND

Tenant	Current rent per annum	Expiry date of current term	Rights of renewal (remaining)	Rent review
VIP Plastic Packaging (NZ) Limited	\$2,012,080 plus GST per annum	10 October 2025	1 right of renewal of 5 years	Annual 3.5% fixed rent reviews.



Financial standing of the tenants

The Manager does not have access to all financial information related to the tenants. The Manager carries out due diligence on the financial standing of new tenants. Such enquiries include searches of the Insolvency Register, and publicly available information.

However, the Manager cannot comment with any certainty on the financial standing of any tenant and the impact any economic or market pressures may have. The Manager is not aware of any of the tenants failing to meet any of their material obligations under their agreements in relation to the property apart from NBL (New Zealand) Limited (**NBL**).

NBL is overdue on the payment of its monthly rental and operating expenses. The Manager has issued a notice to the tenant demanding payment of \$291,034.84 (plus GST). If not paid the lease can be cancelled and the property leased to a new tenant. There is a bank guarantee of \$735,000 which can be drawn down to pay the outstanding amount and other costs in relation to the breach of lease. This is a new build warehouse in a sought after area. It is expected that an alternate tenant should be able to be found for the property within a reasonable time should the lease with NBL be cancelled.

A number of tenants have provided bank guarantees, or parent company/personal guarantees.

2.4 THE INDUSTRIAL PROPERTY MARKET

Oyster Industrial has been established to create an Industrial Portfolio comprising of diversified industrial real estate. Chris Dibble of Colliers International Research has provided a summary below of the performance and outlook for the Auckland, Wellington and Christchurch industrial property markets.

INDUSTRIAL MARKET OVERVIEW

Industrial market conditions remain tight

Demand for industrial workspace has been strongly underpinned by expansion across several of the sector's largest occupier groups, holding vacancy rates at low levels across most of the country's major industrial precincts.

Rapid growth in online retailing, record levels of house building, a pipeline of major infrastructure projects and increased demand for data centres have combined to support high levels of leasing activity.

The impact on the sector is clearly illustrated by vacancy rates which have been driven to historic lows. Auckland's vacancy rate is 1.9%, while in Wellington the rate is just slightly higher at 2.4%. In Christchurch leasing options are also limited particularly for high quality premises.

Given the current supply and demand dynamics, further movements in vacancy rates are likely to be limited over the short-term.

Supply lags demand and faces constraints

In Auckland and Wellington, constraints on increasing new supply exist, particularly the lack of vacant industrially zoned land, with the shortage being particularly acute within established industrial precincts. In Christchurch, localised shortages of greenfield development land are becoming apparent for the first time in many years placing upward pressure on land values.

Over the course of 2021 building consents for the construction of 404,000 sqm of new industrial floorspace were approved. In Wellington the figure was 55,624 sqm and in Christchurch 200,796 sqm. The Auckland figure, while up on the 2020 total, remains below the figures recorded in both 2019 and 2018. Wellington's total was the highest recorded since 2010 however, represents a relatively limited development response in a market with such a low vacancy rate. Christchurch's 2021 total was up on the two preceding years but lags the 10-year average of 233,830 sqm.

Rentals face upward pressure

Tight market conditions saw the return of rental growth in both Auckland and Wellington in 2021 after remaining relatively flat over 2020 due to disruption caused by COVID-19. Prior to this, Auckland and Wellington rents had increased by 20% and 30% respectively over the previous five years. Christchurch rents had held relatively steady over the 2015-2020 period reflecting high levels of supply, however, the reduced pipeline and reduction in leasing opportunities has seen upward pressure returning to rental values.

Under current market conditions, we broadly expect average net face prime rents to increase at an average annual rate of around 2%-3% over the next five years, comparable to long-term historical trends.

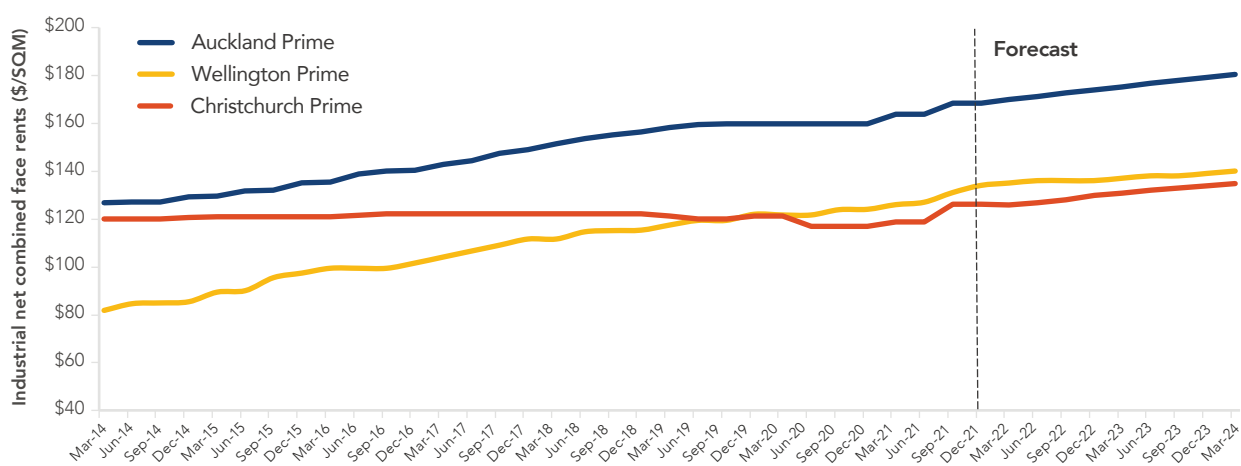
Investor sentiment strong for industrial assets

Colliers Research's December 2021 quarter investor confidence survey showed that despite a return to COVID-19 enforced trading restrictions, investor sentiment remained positive. Across the country, the industrial sector generated the highest levels of confidence. In both Christchurch and Wellington confidence in the sector remained near all-time highs while sentiment in the Auckland market has been at elevated levels for most of the last decade.

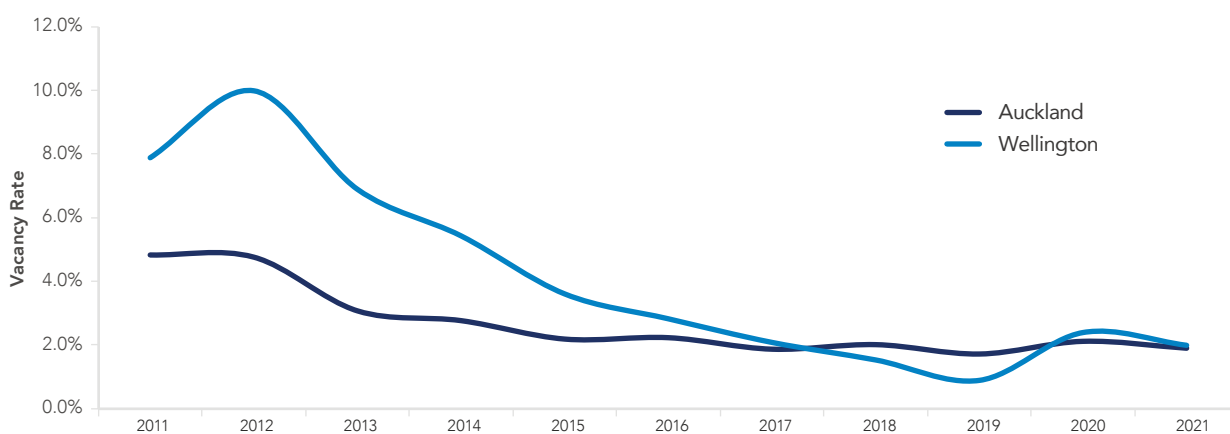
Competition for property combined with the decline in returns on risk free alternatives has resulted in strong yield compression over recent years.

Average prime yields in Auckland range between 3.5% and 4.25% as at Quarter 4 in 2021. In Wellington, prime yields range from 4.25% to 6.5% while in Christchurch the range is from 4.5% to 6.5%. Yield compression has resulted in significant capital growth over the last year driving a lift in total returns. The industrial sector generated total returns of 26.1% in the year to September 2021, according to figures released by MSCI. This was the highest annual figure recorded since the inception of the data series in 1994.

INDUSTRIAL NET FACE RENTS



INDUSTRIAL VACANCY RATES



Source: Colliers International Research
Wellington surveyed annually on November, Auckland in August

2.5 OYSTER INDUSTRIAL'S BANK LOANS

On the settlement of the Additional Properties Oyster Industrial will have the following term loans. The Term Loans will be used as long term funding for Oyster Industrial. It is intended that these loans will be refinanced at the expiry of their terms. The key terms of the Bank Loans are:



Existing Bank Loan	
Description	Term Loan 1
Facility limit	\$15,530,000
Funder	Westpac
Interest rate	Fixed at 3.17% p.a. to 20 October 2022
Term	to 20 October 2022
Description	Term Loan 2
Facility limit	\$69,200,000
Funder	Westpac
Interest rate	50% fixed at 3.50% p.a. to 28 October 2024 50% at Westpac's 90-day bank bill rate plus a margin of 2.15% p.a. ¹
Term	to 28 October 2024
Description	Term Loan 3 (Club Facility \$41,900,000)
Facility limit	\$21,900,000
Funder	ASB Bank
Interest rate	ASB's 90-day bank bill rate plus a margin of 2.25% pa. ²
Term	3 years from settlement of the Additional Properties (expected term to 28 April 2025). Oyster Industrial may apply to have the term extended by a year at each anniversary of the loan's commencement.
Facility limit	\$20,000,000
Funder	ICBC
Interest rate	ICBC's 90-day bank bill rate plus a margin of 2.20% pa. ³
Term	3 years from settlement of the Additional Properties (expected term to 28 April 2025)

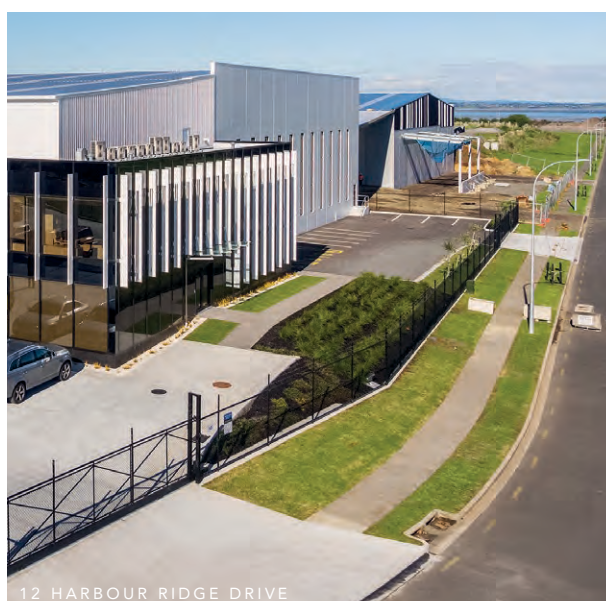
¹ The indicative interest rate at 15 March 2022 is 3.69%

² The indicative interest rate at 15 March 2022 is 3.79%

³ The indicative interest rate at 15 March 2022 is 3.74%

The terms of the Bank Loans are:

Personal guarantees	No personal guarantees. There is no recourse to Investors.
Principal payments	Interest only for the initial term with full clearance of the loan balance at the end of the term.
Security	<p>A registered first and exclusive mortgage over the Properties.</p> <p>A registered first and exclusive general security deed over all of the present and after acquired property of Oyster Industrial and Oyster Industrial Properties Limited.</p> <p>Westpac will be appointed Security Trustee to hold the property interest on behalf of the lenders.</p>
Key covenants	<p>Interest cover ratio: 2 times funding costs, comprising all interest, charges and fees related to funding. For Term Loan 1 the ratio is 1.75 times.</p> <p>Loan to value ratio: Not to exceed 55% of the value of the Properties and all other assets secured to Westpac.</p>



2.6 UNDERWRITES

To ensure that Oyster Industrial will be able to purchase 67 Main North Road, Oyster Industrial has entered into the following underwrite agreements. The purchase of 100 Harris Road is not fully underwritten. See "Issue of Shares" on page 50 for detail on how the Underwrites will be utilised.

1. an underwrite agreement with the Manager pursuant to which the Manager has agreed to subscribe for any of the Shares required for the settlement of 67 Main North Road or 100 Harris Road that have not been subscribed for up to a maximum cost of \$6,720,000. The underwrite fee is 3% of the underwritten amount; and
2. an underwrite agreement with Alvarium pursuant to which Alvarium has agreed to subscribe for any of the 21,880,000 Shares required for the settlement of 67 Main North Road that have not been subscribed for up to a maximum cost of \$19,324,000; if Shares remain unsubscribed after the full amount of the Oyster Underwrite has been called upon. The underwrite fee is 3% of the underwritten amount plus 1% of the amount drawn down. There is a penalty return payable on the amount of the underwrite drawn down of 9% p.a., payable by Oyster Industrial to Alvarium on any amount of the drawdown amount not repaid 5 months after the drawdown, calculated daily, and paid monthly in arrears.

Repayment of the Underwrites

If the Alvarium Underwrite is required, the Manager will, on behalf of Alvarium, re-sell any Shares subscribed for under the Alvarium Underwrite. Once all of the Shares subscribed for under the Alvarium Underwrite have been re-sold, the Manager will re-sell any Shares subscribed for under the Oyster Underwrite. The Manager will offer the Shares for sale on the same terms and conditions as the issue of Shares by Oyster Industrial as set out in this PDS.

2.7 DIRECTORS OF OYSTER INDUSTRIAL

Oyster Industrial is overseen by a board of directors that is led by Joanna Perry, as Chair. The members of the Board are also the directors of the Manager:



Joanna Perry – Chair

Joanna has a wealth of governance experience spanning a range of industries. Her current roles include Chair of Oyster Property Group, Non-Executive Director of Partners Life, Nyriad Limited, Helius Therapeutics Limited, and Lodestone Energy Limited, and a Trustee of the London-based IFRS Foundation.

Joanna's previous director roles include listed companies Trade Me, Kiwi Property Group, Genesis Energy and CCO Regional Facilities Auckland, as well as sports bodies Rowing New Zealand and Sports New Zealand. She was also previously Chair of the IFRS Advisory Council. Before taking on director roles, Joanna was a partner with KPMG. She was also a member of the Securities Commission.

Joanna is a Chartered Fellow of the Institute of Directors. She has been awarded membership of the New Zealand Order of Merit.



Mark Schiele – Director

Mark is a Director of Oyster Industrial, a Director of Oyster Property Group Limited, and Chief Executive of Oyster Management Limited (the Manager of Oyster Industrial).

Mark has been instrumental in setting and implementing the innovative strategic direction for Oyster Property Group, including the development of the successful Dress-Smart outlet centre chain, the amalgamation of Prime Retail Management and Oyster Property Group, and the growth of Oyster's funds management business.

Mark completed a Bachelor of Property Administration degree at the University of Auckland 1991. He went on to hold various management positions with Challenge Properties, St Lukes Group, Richard Ellis (now CBRE) and Westfield.



Gary Gwynne – Director

Gary began his career in advertising and marketing. He first joined Charles Haines Advertising, then Nestlé, leaving in 1971 to establish Colenso Auckland. During his 16 year tenure with the agency, he was Managing Director of both the Wellington and Auckland operations.

In 1987, Gary founded Outdoor Heritage (now Rodd and Gunn), selling the exclusive Rodd and Gunn and Logan labels.

He was a founding director of Dress-Smart and is a former director of Michael Hill International Ltd and Sheppard Industries Ltd.



Sophie Haslem – Director

Sophie has extensive executive and consulting experience in strategy and corporate finance having held positions with a diverse range of companies in New Zealand and Australia, including New Zealand Post, Citibank NA, ANZ Investment Bank, and Cap Gemini Ernst & Young.

Sophie is currently Chair of Meteorological Service of New Zealand, and a Director of diversified investment firm Rangatira, Omphalos, Kordia, CentrePort, Payments NZ Limited, and Livestock Improvement Corporation.

She is a chartered member of the NZ Institute of Directors, and holds a Bachelor of Commerce and Post-Graduate Diploma in Management from the University of Melbourne.

Sophie has given notice that she is resigning as a director on 31 March 2022 due to having been appointed to the board of Ngai Tahu Holdings on 1 January 2022.



Robert Percy – Director

Robert has more than 20 years of financial services and property experience in both the UK and Australia.

Rob is Cromwell's Chief Investment Officer and is responsible for Cromwell's investment, transactions, and merger and acquisition activities. He plays a central role in the development and capital raising of new products for both Cromwell's ASX listed business and its European and Australian funds management operations. Rob is also integral in the operations of Cromwell's associated entities, LDK Healthcare and Oyster Property Group and is a Director on both Boards.

Prior to joining Cromwell in 2012, he worked for some of the world's leading financial services firms, including NM Rothschild & Sons, PricewaterhouseCoopers, and Investec Bank.

2.8 THE MANAGER

Oyster Industrial is managed by the Manager, which is a wholly-owned subsidiary of Oyster Property Group Limited. The Manager is one of New Zealand's leading property fund managers, managing a range of retail, office, and industrial assets throughout New Zealand, with a combined value in excess of \$2.1 billion.

Directors of the Manager

The directors of Oyster Industrial are also the directors of the Manager.

The directors must act in the best interests of Oyster Industrial. The Manager has adopted a conflicts policy which sets out how director and employee conflicts of interest will be managed.

Key Personnel of the Manager

The following key personnel of the Manager who will be responsible for the management of Oyster Industrial alongside the Board are:



Mark Schiele
– Chief Executive Officer

Mark is responsible for overseeing all of Oyster Management's operations and implementing Oyster Management's agreed strategy. Mark is a Director of Oyster Management.

Prior to his time with Oyster Management, Mark held various management positions with Challenge Properties, St Lukes Group, Richard Ellis, and Westfield. In 1997, he joined Prime Retail Management Limited as General Manager and was appointed to the Board in 2001.

Mark completed a Bachelor of Property Administration degree at the University of Auckland in 1991.



Rachel Barr
– Chief Financial Officer

Rachel leads Oyster Management's Finance Team and is responsible for financial management and reporting, capital and cash flow management, and taxation compliance functions.

She has over 20 years' experience working in accounting and finance roles in both New Zealand and the UK. She worked for nine years at NZX-listed Goodman Property Trust where, during that time, Goodman grew from managing \$250M in property assets to managing over \$2 billion in property assets. In the UK, she gained fund management experience with Rockspring Property Investment Managers, working on various Pan-European property funds.

Rachel is CA qualified and holds a Bachelor of Commerce degree from the University of Auckland, with a double major in Financial Accounting and Commercial Law.



James Molloy
– General Manager Investment

James joined Oyster Management in 2010 as a Retail Leasing Executive, and subsequently moved into equity raising and transactions roles.

As General Manager – Investment, James executes the strategy for investment decisions made by Oyster Management. He is responsible for the creation of fund structures, acquiring and divesting of assets, and securing the appropriate equity for investments through Oyster Management's retail, wholesale and capital partner networks. James oversees Oyster Management's Transaction, Investor Relations and Equity Raising teams.

Previous to his time with Oyster Management, James spent two years representing national retail brands such as Kathmandu, Warehouse Stationery, Noel Leeming Group and Bendon, where he provided strategic property advice to help optimise the performance of their businesses.

James was recognised with New Zealand Property Council's GreensceneNZ Sheree Cooney Memorial Award – Young Achiever of the Year in 2017. He holds a Bachelor of Property degree from the University of Auckland and is a member of the Royal Institute of Chartered Surveyors.



Steven Harris
– General Manager Property

Steven joined Oyster Management in 2012 and is responsible for the strategic direction of Oyster Management's property portfolio. Steven provides consistent asset management processes, strategy, and leadership to the property team.

Prior to his time with Oyster Management, Steven was a commercial property valuer at CBRE for six years which, combined with his more recent Oyster Management experience, enables him to offer expertise in what drives the value of commercial property.

Steven completed a Bachelor of Property at the University of Auckland in 2005, and is a member of the Property Institute of New Zealand.

SUMMARY OF OYSTER INDUSTRIAL'S MANAGEMENT AGREEMENT

The key terms of the Management Agreement (including fees) have been set having regard to what the Manager and Oyster Industrial consider appropriate for property investment companies. The key terms of the Management Agreement between Oyster Industrial and the Manager are:

Manager	Oyster Management Limited
Term	The term of the Management Agreement runs until Oyster Industrial is wound up in accordance with the Companies Act 1993 and the Constitution, unless terminated earlier as set out below.
Termination	<p>The Management Agreement will be able to be terminated in the following situations:</p> <ul style="list-style-type: none"> • Oyster Industrial may terminate the agreement without cause or reason provided that 12 months' notice is given to the Manager and the termination is approved by a Special Resolution of Investors (which the Manager and its related companies cannot vote on). • The Management Agreement may be immediately terminated by Oyster Industrial on the occurrence of certain events, for example if the Manager becomes insolvent. • Oyster Industrial may immediately terminate the Management Agreement if the Manager is in material breach of the Management Agreement and the Manager fails to cure that breach within 30 business days, provided that the termination is approved by a Special Resolution of Investors. The Manager and its related companies cannot vote on this resolution. • The Manager may terminate the Management Agreement if it gives Oyster Industrial not less than 12 months' notice in writing that it wishes to terminate the Management Agreement. <p>If the Management Agreement is terminated without cause and by a Special Resolution of Investors, Oyster Industrial must pay the Manager a sum equal to 30% of the aggregate of all fees paid to the Manager by Oyster Industrial in the preceding 5 years before termination. No termination fee is payable where the Management Agreement is terminated in any other scenario.</p>

Management Duties	<p>Investment management duties</p> <ul style="list-style-type: none"> • Maximising the value of Oyster Industrial's investment through the active management of the Properties • Prepare acquisition and divestment proposals for approval of the Board • Arrange funding facilities and present to the Board for approval • Manage financial affairs • Development management <p>Property management duties</p> <ul style="list-style-type: none"> • Arranging tenancies for the Industrial Portfolio properties • Collection of rents and payment of outgoings • Negotiating rent reviews/assignment/sub-leases • Legal compliance including building and health and safety laws • Documentation of leases, renewals, variations, rent reviews etc. • Inspection of Industrial Portfolio properties <p>Administrative management</p> <ul style="list-style-type: none"> • Ensuring compliance with laws • Maintaining statutory records, including share register and Board minutes • Provision of company secretarial services, including keeping minutes of all proceedings • Maintaining accounting and tax records • Establishing and maintaining bank accounts on behalf of Oyster Industrial • Preparation of the annual budget • Preparation of annual financial statements and liaising with the auditor • Preparation of the annual report to Investors • Preparing and filing all tax returns (GST, PIE, income tax) • Arrange annual valuations of the Industrial Portfolio properties • Arranging annual meetings of Investors
Sub-contracting/assignment	<ul style="list-style-type: none"> • The Manager's obligations may be sub-contracted but the Manager remains liable for those obligations • Assignment of the Manager's rights and obligations is permitted with consent of Oyster Industrial, which is not to be unreasonably withheld or delayed

Limitation of liability	<p>The Manager will not be liable for any reduction in:</p> <ul style="list-style-type: none"> the amount of the dividend paid by Oyster Industrial; or the value of Oyster Industrial or a reduction in Oyster Industrial's share price, as a result of matters outside the control of the Manager, unless such loss is a direct result of the Manager materially breaching its obligations under the Management Agreement.
Related party transactions	<p>Oyster Industrial will not enter into any transactions with related parties unless approved by an ordinary resolution of Investors, except for:</p> <ul style="list-style-type: none"> any underwriting agreement entered into with the Manager or any of its related companies provided the underwriting fee is no more than 3% of the underwritten amount; or any acquisition by Oyster Industrial of any property owned by Oyster Industrial's related parties provided the purchase price payable by Oyster Industrial does not exceed the amount determined by an independent valuer; or any sale by Oyster Industrial of an Industrial Portfolio property to Oyster Industrial's related parties provided the purchase price receivable by Oyster Industrial is not less than the amount determined by an independent valuer; or any issue of Shares to Oyster Industrial's related parties on the same terms as other Shares (and the payment of any dividends or other distributions made by Oyster Industrial on such Shares).
Conflicts of interest	<p>The Manager must perform its obligations under the Management Agreement in accordance with the conflicts policy. The conflicts policy provides that conflicts of interest must be dealt with quickly and transparently, that is they must be:</p> <ul style="list-style-type: none"> acknowledged; disclosed to the appropriate directors or senior managers; and put on record, where appropriate, and effectively managed and monitored or avoided.
Fees	<p>The Manager is entitled to be paid the following fees under the Management Agreement.</p>

Fund management fee	<p>For services provided by the Manager related to managing and administering Oyster Industrial, a fee being the greater of an amount equivalent to the percentage of the aggregate capital value of the Industrial Portfolio (as set out in the table below) plus GST and the minimum fund management fee of \$94,000 calculated and payable in monthly instalments in advance. The Manager has agreed to defer the next stepped increase in the fund management fee due on 1 April 2022 for three years to 1 April 2025.</p> <table border="1"> <thead> <tr> <th>Financial year commencing</th><th>Fee</th></tr> </thead> <tbody> <tr> <td>1 April 2022 – 31 March 2025</td><td>0.35%</td></tr> <tr> <td>1 April 2025</td><td>0.40%</td></tr> <tr> <td>1 April 2026 and beyond</td><td>0.45%</td></tr> </tbody> </table>	Financial year commencing	Fee	1 April 2022 – 31 March 2025	0.35%	1 April 2025	0.40%	1 April 2026 and beyond	0.45%
Financial year commencing	Fee								
1 April 2022 – 31 March 2025	0.35%								
1 April 2025	0.40%								
1 April 2026 and beyond	0.45%								
Property management fee	<p>In relation to services provided by the Manager related to the management of the Industrial Portfolio properties, in each Financial Year a fee being the greater of an amount equivalent to 2.0% of the Gross Rental under the tenancies (or any replacement or additional tenancy arrangement) plus GST and the minimum property management fee (\$35,000 as at the date of this PDS).</p>								



12 HARBOUR RIDGE DRIVE

Performance fee

The Manager is entitled to be paid a performance fee to reflect the excess performance of the Investors' returns (total of dividends and movement in Net Asset Value per Share) over the benchmark return, of an amount equivalent to 20% of such excess performance amount. This fee is calculated and payable annually in arrears. The performance fee is calculated in respect of each Financial Year by deducting the benchmark return from Investors' returns. If the result is:

- (a) a negative amount, no performance fee is payable in respect of that period and the negative amount is carried forward to the next period; or
- (b) a positive amount, that amount is multiplied by the average monthly Net Asset Value of Oyster Industrial during the Financial Year, and 20% (Performance Fee Multiple) of that amount represents the performance fee payable in respect of that period.

There is no maximum limit for the performance fee. The calculation of the performance fee will be reviewed by Oyster Industrial's auditor.

Benchmark return

No appropriate market indexes for unlisted property investment companies are currently available to be used to measure Oyster Industrial's performance. If an appropriate market index is published in the future the Manager may (with Oyster Industrial's consent) use that market index. In the absence of an appropriate market index Oyster Industrial believes that an appropriate benchmark to measure Oyster Industrial's performance is the average 10 year Government Bond Rate plus 6% (as set out in the Management Agreement).

This is calculated using the average of the published rates at the end of each month. The rates at each monthly close are listed on the Reserve Bank website at <http://www.rbnz.govt.nz/statistics/b2>. As an example, the rate at the monthly close for January 2022 was 2.56%. Therefore, the benchmark return for January 2022 was 8.56% (the rate of 2.56% plus 6.00%).



Performance fee
(continued)

Performance fee example

This example is provided for information purposes only, to illustrate the calculation of the performance fee. Actual results are likely to vary significantly from those set out in this example.

The performance fee is calculated using the Net Asset Value (NAV) of Oyster Industrial. The example calculation includes the following assumptions for a hypothetical annual performance fee calculation:

The performance of the benchmark for the year (Benchmark Performance) was	8.56%
The closing Net Asset Value per Share (Closing NAV) was	\$1.27
The opening Net Asset Value per Share (Opening NAV) was	\$1.19
Dividends per Share declared during the year (Dividends) were	\$0.05
The average monthly Net Asset Value of Oyster Industrial during the Financial Year (Average Monthly NAV) was	\$150,000,000

Hypothetical annual performance fee calculation

The performance of Oyster Industrial (Oyster Industrial Performance) for the Financial Year is 9.17%, calculated as:

Formula: $(\text{Closing NAV} - \text{Opening NAV} + \text{Dividends}) / \text{Opening NAV}$

Example:
$$\frac{(\$1.27 - \$1.19 + \$0.05)}{\$1.19} = 10.92\%$$

The performance fee is \$708,000, calculated as

Formula:

$$((\text{Oyster Industrial Performance} - \text{Benchmark Performance}) \times \text{Average Monthly NAV}) \times \text{Performance Fee Multiple}$$

Example:
$$((10.92\% - 8.56\%) \times \$150,000,000) \times 20\% = \$708,000$$



Leasing fee	<p>The Manager shall be entitled to be paid a leasing fee as follows:</p> <ul style="list-style-type: none"> (a) an administration fee of \$500.00 for each new tenancy or tenancy renewal; (b) for tenancy renewals (including options to extend or renew) 1.5% of the annual Gross Rental (exclusive of GST) multiplied by the number of years of the renewed term; (c) for a new tenancy of a Property or part of the Property to an existing tenant 2% of the annual Gross Rental (exclusive of GST) multiplied by the number of years of the term of the new tenancy; and (d) for a new tenancy (not being a tenancy to which sub-clause (c) above applies), 3% of the annual Gross Rental (exclusive of GST) multiplied by the number of years of the term of the new tenancy. <p>The rent on which the above charges are based shall be as if there had been no rebate, concession, rent holiday or other incentive.</p>								
Rent review fee	<p>The Manager shall be entitled to be paid a rent review fee being 10% of the increase:</p> <ul style="list-style-type: none"> (a) in the annual rent (exclusive of GST); and (b) in the rent or fee payable annually in relation to car parks, naming, and signage rights (exclusive of GST). <p>In the event that a rent review proceeds to arbitration, the fee payable to the Manager will reduce to 5% of the amounts referred to in sub-clauses (a) and (b) above. This fee applies to all forms of rent reviews, including fixed, market and CPI.</p>								
Additional services fee	<p>The Manager shall be entitled to be paid additional services fees at a rate of \$177.66 per hour plus GST for additional services which are not contemplated under the Management Agreement as may from time to time be required in order to manage the Industrial Portfolio or Oyster Industrial. This rate will be adjusted annually at 31 March by the movement in the CPI for the previous 12 months.</p>								
Accounting fee	<p>The Manager shall be entitled to be paid an annual accounting fee (as set out in the table below) if the Manager itself prepares the end of financial year accounts for Oyster Industrial and does not arrange for a third party to do so. This fee shall be paid annually on completion of the service. This fee will be adjusted annually at 31 March by the movement in the CPI for the previous 12 months.</p> <table border="1"> <thead> <tr> <th>Total asset value</th><th>Fee</th></tr> </thead> <tbody> <tr> <td>up to \$50M</td><td>\$5,076</td></tr> <tr> <td>\$50M to \$100M</td><td>\$10,152</td></tr> <tr> <td>over \$100M</td><td>\$15,228</td></tr> </tbody> </table>	Total asset value	Fee	up to \$50M	\$5,076	\$50M to \$100M	\$10,152	over \$100M	\$15,228
Total asset value	Fee								
up to \$50M	\$5,076								
\$50M to \$100M	\$10,152								
over \$100M	\$15,228								

Acquisition fee	The Manager shall be entitled to be paid an acquisition fee of 1.75% (plus GST) of the purchase price of each new property acquired for the Industrial Portfolio payable upon settlement of the relevant property.
Sale fee	The Manager shall be entitled to be paid a sale fee of 1% (plus GST) of the sale price of each property sold from the Industrial Portfolio payable upon settlement of the relevant property.
Legal and project management fees	The Manager shall be entitled to be paid legal fees at such rate determined by the Manager acting reasonably, for legal services provided by the Manager's in-house legal team to Oyster Industrial and project management services provided by the Manager's in-house project managers. This rate will be adjusted annually at 31 March by the movement in the CPI for the previous 12 months.
Refinancing fee	The Manager shall be entitled to be paid a refinancing fee which is payable: <ul style="list-style-type: none"> (a) at the expiry of any existing loan term if the existing loan is re-documented in relation to any subsequent or further loan term; (b) if the bank loan is refinanced to another bank; or (c) if the existing bank loan amount is increased (in which case the fee is paid on the value of the increased amount), at 0.10% plus GST of the total loan facilities.
Deposit fee	The Manager shall be entitled to be paid a deposit fee at a rate of 10% per annum of any deposit paid by the Manager in relation to the acquisition of a new property for the Industrial Portfolio as consideration for the Manager paying the deposit on the property on behalf of Oyster Industrial. On the settlement date of the relevant property acquisition, Oyster Industrial will pay the Manager the deposit fee and will also reimburse the Manager for the deposit funds paid.
Governmental levies	In the case of any governmental levies or fees payable by the Manager as a result of it establishing or managing Oyster Industrial (and other similar companies or schemes), the Manager shall be entitled to be paid a proportionate share of those levies or fees, shared with any other companies or schemes managed by the Manager (if applicable).
Termination fee	If the Management Agreement is terminated by Oyster Industrial without cause, the Manager shall be paid a termination fee of 30% of the aggregate of all fees paid to the Manager by Oyster Industrial in the preceding 5 years before termination.

Establishment and offer fees	<p>The Manager shall be entitled to be paid for establishing Oyster Industrial and for any future offer for Shares, the following fees:</p> <p>Accountancy – internal A fee of \$10,000 reflecting the time spent by the Manager's internal accountancy team on an offer.</p> <p>Legal setup costs – internal A fee of \$15,000 reflecting the time spent by the Manager's internal legal team on an offer.</p> <p>Brokerage Fee payable to the Manager for arranging the sale of the Shares under an offer, calculated at 2% of the total equity to be raised under the offer.</p> <p>Underwrite fee If the Manager, or a related party, underwrites an offer the Manager is entitled to a fee of up to 3% of the equity underwritten.</p>
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You can find a copy of the Management Agreement on the Offer Register at <https://disclose-register.companiesoffice.govt.nz>.



2.9 SUBSTANTIAL SHAREHOLDINGS AND RELEVANT INTERESTS HELD BY DIRECTORS AND SENIOR MANAGERS

Substantial shareholdings as at 1 February 2022

The table below lists the persons with a relevant interest in 5% or more of the Shares (which is the only class of shares on issue) as at 1 February 2022.

Name	Legal ownership or other nature of the relevant interest	Number of Shares	Percentage of the total relevant securities of each class that the person has a relevant interest
Oyster DPF Trustees Limited	Registered holder	18,500,000	19.94%

Expected substantial shareholdings upon completion of the Offer

The table below lists the persons who are likely to have a relevant interest in 5% or more of the Shares (which will be the only class of shares on issue) immediately after completion of the Offer.

Name	Legal ownership or other nature of the relevant interest	Number of Shares	Percentage of the total relevant securities of each class that the person has a relevant interest
Oyster DPF Trustees Limited	Registered holder	26,600,000	19.87%

Expected shareholdings held by directors and senior managers

The table below lists the directors of Oyster Industrial who are likely to have a relevant interest in the Shares of Oyster Industrial immediately following completion of the Offer.

Name	Legal ownership or other nature of the relevant interest	Number of Shares	Percentage of the total relevant securities of each class that the person has a relevant interest
Mark Schiele	Trustee and beneficiary of trusts that holds the Shares	200,000	0.15%
Joanna Perry	Registered holder	50,000	0.04%



2.10 INTERESTS OF DIRECTORS AND SENIOR MANAGERS

The directors of Oyster Industrial do not currently receive any remuneration from Oyster Industrial. In accordance with the Constitution, the Board may authorise the payment of any directors' remuneration in the future if the Board considers that it is fair and reasonable to Oyster Industrial.

Oyster Industrial has no employees as it is fully managed by the Manager.

The particulars of any direct or indirect material interests in Oyster Industrial, or any of its subsidiaries, or in any agreement entered into on behalf of or in respect of Oyster Industrial, that any director, proposed director, senior manager or proposed senior manager of Oyster Industrial or any person associated with them has and that are material to either the person who has the interest and/or Oyster Industrial are as follows:

- **Management Agreement:** the directors of Oyster Industrial are also directors of the Manager who will manage Oyster Industrial under the Management Agreement. Under the Management Agreement, the Manager will receive various management, performance, leasing, sale, acquisition, and underwriting fees – further details are set out in section 2.8 of the PDS (The Manager).
- **Underwriting agreement:** Oyster Industrial has entered into an underwrite for \$6,720,000 with the Manager. In consideration for the underwrite, the Manager will receive an underwrite fee of \$201,600 (calculated as 3% of \$6,720,000). Further details are set out in section 2.6 of the PDS (Underwrites).
- Directors may hold minor interests in the Oyster Direct Property Fund (a shareholder of Oyster Industrial).
- Any shareholdings in Oyster Industrial held by Directors are detailed under section 2.9 of the PDS (Substantial Shareholdings And Relevant Interests Held by Directors and Senior Managers).

3. PURPOSE OF THE OFFER

The purpose of this Offer of Shares in Oyster Industrial is to provide Oyster Industrial with equity which, together with the Bank Loans, is sufficient to fund Oyster Industrial's plan to acquire the Additional Properties.

Intended use of funds

The money raised from the subscription for Shares (including the Underwrites), together with the Bank Loans, will be allocated as follows:

Purchase Price for Additional Properties	83,800,000
Offer and acquisition costs	4,350,274
Working capital	2,658,726
Total	90,809,000
Funded by:	
Subscriptions from Investors or Underwrite	48,909,000
Bank Loans	41,900,000
Total	90,809,000

Given the purpose of this Offer is to purchase the Additional Properties, the use of the money raised under the Offer (together with the Bank Loans) will not change depending on the total amount of money that is raised or how many of the Additional Properties are purchased.

The purchase of 67 Main North Road is fully underwritten, there is no minimum amount of equity that needs to be raised for this purchase. The purchase of 100 Harris Road will only proceed if the Offer is fully subscribed. The minimum amount that needs to be raised to enable the purchase of 100 Harris Road is \$48,909,000 (41,100,000 Shares).

Offer and acquisition costs

The offer and acquisition costs are:

Offer and acquisition costs payable to the Manager	
Acquisition fee	1,466,500
Brokerage fee	978,180
Underwrite fee	201,600
Deposit fee	32,055
Legal setup costs	15,000
Accountancy	10,000
Total offer and acquisition costs payable to the Manager	2,703,335

Offer and acquisition cost payable to others:

Underwrite fee	579,720
Legal setup costs– external	164,500
Marketing	400,000
Property due diligence reporting	65,950
Investigating accountant	75,000
Review fee	13,260
Directors & officers and professional indemnity insurance	24,455
Bank legal	50,000
Bank fee	41,900
Plant & machinery valuation	11,000
Asset valuation	61,575
PDS registration cost	6,248
AML compliance	64,116
Registry fee	87,400
Insurance valuation	1,815
Total offer and acquisition costs payable to others	1,646,939
Total offer and acquisition costs	4,350,274

The above fees are exclusive of GST and disbursements.

Where any of the above costs have previously been paid by the Manager, it will be reimbursed for those costs by Oyster Industrial.

4. KEY DATES AND OFFER PROCESS

Offer opening date	29 March 2022
Issue of Shares	<p>Both properties are intended to settle on 29 April 2022.</p> <p>The timing of the issue of Shares is dependent on the timing of the demand for the Shares.</p> <ol style="list-style-type: none"> 21,880,000 Shares (including any underwritten Shares) will be issued on the settlement of 67 Main North Road (29 April 2022). Further Share issue: <ol style="list-style-type: none"> If the offer is fully subscribed (with no underwritten Shares) on the settlement of 67 Main North Road a further 19,220,000 Shares will be issued on 29 April 2022 and 100 Harris Road will be settled. If the Shares issued on the settlement of 67 Main North Road include underwritten Shares the offer will remain open and no more Shares will be issued until the underwritten Shares have been sold, and applications for a further new 19,220,000 Shares have been received. To settle 100 Harris, applications for a further new 19,220,000 Shares (including any Oyster Underwrite Shares) need to be received, once any underwritten Shares have been sold. <ol style="list-style-type: none"> If such occurs pre 16 June 2022 (the closing date) then the further Shares will be issued and 100 Harris Road will settle. If this does not occur no further Shares will be issued and any money received will be returned to applicants. 100 Harris Road will then not be purchased. <p>Existing investors in the 100 Harris POS (the vendor of 100 Harris Road) have a preferential right to apply for Shares in the period up to 11 April 2022. See below for details</p>
Offer Closing Date	16 June 2022 (unless the Offer is fully subscribed earlier)



The timetable is indicative only and the dates may change. In particular, Oyster Industrial reserves the right to close the Offer at any time prior to that date or extend the Offer by up to 25 business days without prior notice. Oyster Industrial also reserves the absolute right in its sole discretion to accept or reject any application in whole or in part without assigning any reason.

100 Harris POS Investors

Existing investors in the 100 Harris POS (the vendor of 100 Harris Road) have a preferential right to apply for Shares in the period up to 11 April 2022. The preferential right applies to 5 Shares for each 1 interest held in the 100 Harris POS. Those investors will also receive a 2% brokerage fee rebate on these Shares which will be applied to their subscription with any excess paid to them by the Manager following allotment. These investors will need to complete the relevant sections

of the Application Form if they wish to take advantage of the preferential right. The Shares subscribed for will be issued on the settlement of 100 Harris Road. If this property is not purchased then these applications will not proceed and subscription monies will be returned to Investors.

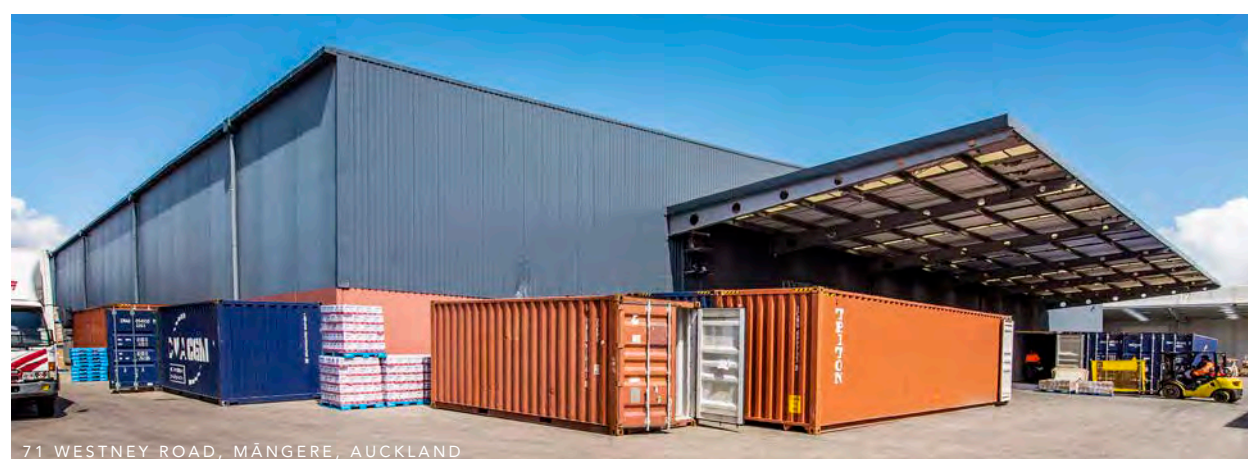
Applications for shares

All applications for Shares except for 100 Harris POS investors up to their preferential right will be allotted on a first come first served basis.

All Shares will be offered at the same price and confer equal rights on the Investor in all respects including in respect of entitlements to income and capital belonging to Oyster Industrial and to voting at meetings of Investors.

5. TERMS OF THE OFFER

What is the Offer?	<p>This is an Offer of ordinary Shares in Oyster Industrial.</p> <p>The Shares will rank equally in all respects with other Shares in Oyster Industrial. Each Share confers an equal right to share in dividends and other distributions authorised by the Board, and to cast a vote at meetings of Investors, in accordance with the Constitution.</p> <p>No person guarantees the Shares offered under this Offer, nor warrants or guarantees the future performance of Oyster Industrial, the Shares or any return on investment pursuant to this Offer.</p>
Key dates	See section 4 of the PDS (Key dates and offer process) for information about the key dates of the Offer.
Price	<p>\$1.19 per Share</p> <p>The Board of Oyster Industrial has set the issue price as equal to net asset value per Share as at 31 December 2021, adjusted to take into account amortised establishment costs from each capital raise. This spreads the impact of the establishment costs over 5 years and treats incoming and existing Investors equitably.</p>
Minimum number of Shares that may be applied for and minimum investment amount¹	Shares are available in multiples of 50,000 Shares, with a \$59,500 minimum investment in regards to this Offer.
Maximum number of Shares that may be held by any Investor and maximum investment amount¹	No Investor (including associated interests), other than a qualifying investor (such as another PIE) may hold more than 19.99% of the proposed post-issue total number of shares (being 26,766,610 Shares), to ensure Oyster Industrial maintains its PIE status.



Minimum and maximum amount of equity to be raised	<p>The purchase of 67 Main North Road is fully underwritten, there is no minimum amount of equity that needs to be raised for this purchase.</p> <p>The purchase of 100 Harris Road is not fully underwritten, the purchase will only proceed if the Offer is fully subscribed, and after any Shares issued to the Underwriters have been on sold. The minimum amount that needs to be raised to enable the purchase of 100 Harris Road is \$48,909,000 (41,100,000 Shares).</p> <p>The maximum amount to be raised is \$48,909,000 (41,100,000 Shares).¹</p>
Returns	<p>Forecast pre-tax cash returns of 4.41% per annum (5.25 cents per share per annum) for the period to 31 March 2023 based on a unit price of \$1.19.</p> <p>These returns are not guaranteed. The actual dividends paid may vary.</p>
Dividend payments	<p>Monthly, by the 10th of each month. Based on the intended Settlement Date of 29 April 2022, the first monthly dividend paid for Shares issued under this offer will be 10 June 2022 See page 55 for details.</p>
How to apply	<p>See section 11 of the PDS (How To Apply) for more information on how to apply for Shares in Oyster Industrial.</p>

¹ Oyster Industrial and the Manager reserve the right to amend the minimum and maximum subscription amounts and accept a lower minimum holding. For example, it may do this for Investment platforms and financial service providers.

The Constitution sets out the terms of the Shares and the rights of Investors. You can find a copy of the Constitution on the Offer Register at <https://disclose-register.companiesoffice.govt.nz>.

In the event Shares are issued to the Manager or Alvarium as underwriters, those Shares will be sold to subscribers for shares in this Offer.



6. KEY FEATURES OF ORDINARY SHARES IN OYSTER INDUSTRIAL

6.1 KEY FEATURES OF THE EQUITY SECURITIES

Oyster Industrial is a limited liability company, incorporated in New Zealand under the Companies Act 1993 and subject to the laws of New Zealand.

Investors receive ordinary Shares in Oyster Industrial. The key features of Shares in Oyster Industrial do not differ from those that apply to ordinary shares in a company generally. Each Share is entitled to one vote on any vote of the Shares in Oyster Industrial, a proportionate right to receive any dividends paid by Oyster Industrial and a proportionate right to share in any surplus funds upon the liquidation of Oyster Industrial, each relative to the total number of Shares in Oyster Industrial at the relevant time.

Investors do not have pre-emptive rights on any new shares to be issued by Oyster Industrial. The Board of Oyster Industrial has the right to issue further shares, on such terms and conditions, to any person, at any time, and in any number it thinks fit.

Any sale of Shares must occur in accordance with the Constitution. Oyster Industrial's Board may refuse to register or delay registration of any transfer of Shares in any of the following circumstances:

- Oyster Industrial has a lien on the Share;
- the Share is not fully paid up;
- if required to do so by law;
- where Oyster Industrial or the Manager is unable to conduct satisfactory due diligence on the proposed transferee in order to comply with its obligations under the Anti-Money Laundering and Countering Financing of Terrorism Act 2009;
- the instrument of transfer is not accompanied by such other evidence as the Board reasonably requires to prove the title of the transferor to, or right of the transferor to transfer, the Share;
- the Board has notice of any agreement by the Investor to transfer only to some specified person or subject to some specified condition;
- the proposed transfer would result in an Investor holding less than the minimum shareholding set by the Board from time to time (currently 50,000 Shares); and
- the Board, in its absolute discretion, believes that registration of the transfer would not be in the best interests of Oyster Industrial, including if it decides this is necessary to obtain and/or maintain Oyster Industrial's taxation status as a PIE under the Income Tax Act 2007.

The Manager offers a secondary market facility under which it facilitates the transfer of Shares between Investors. The fee for using this facility is 2% of the sale price plus GST. There is no guarantee that there will be a willing buyer for your Shares. You will be responsible for all costs in connection with the transfer.

The appointment of directors must occur in accordance with the Constitution, as follows:

- the number of directors shall not at any time be more than seven nor less than two;
- a person may be appointed as a director at any time by ordinary resolution of the Investors or by written notice to Oyster Industrial signed by the holders of a majority of the Shares; and
- the Board may at any time, appoint a person to be a director to fill a vacancy on the Board. At the next annual meeting of Oyster Industrial such director must resign and may put themselves up for re-election by the Investors.

The rights of Investors are set out in the Constitution, (a copy of which is available on the Offer Register at <https://disclose-register.companiesoffice.govt.nz>) and the Companies Act 1993.

6.2 OYSTER INDUSTRIAL'S DIVIDEND POLICY

Dividends are paid at the discretion of Oyster Industrial from the Adjusted Operating Profit. Oyster Industrial has forecast that dividend payments will be made at a rate of 5.25 cents per Share (before tax) for the period to 31 March 2023. This is consistent with Oyster Industrial's dividend policy to pay out up to 100% of Adjusted Operating Profit. Depreciation will be claimed for tax purposes on the fixtures and fittings and building structure of the Properties. The impact of factoring in this depreciation will reduce the amount of tax payable. See section 9 of the PDS (Tax) for information on the tax payable on your investment.

Adjusted Operating Profit is a non-GAAP financial measure adopted to assist Oyster Industrial in assessing the operating profit available for paying any dividends. Adjusted Operating Profit represents total profit before tax, excluding revaluations, non-cash or non-recurring transactions, performance fees and initial borrowing costs which were paid on establishment and may also include any surplus working capital. Further information is provided in the prospective financial information on the Offer Register at <https://disclose-register.companiesoffice.govt.nz>.



Oyster Industrial's current policy is to pay monthly dividends funded from operating cash flows and working capital. Dividends are paid by the 10th of the month directly to an Investor's nominated bank account. Dividends are not paid by cheque.

Any dividend is at the discretion of the Board and is subject to meeting the solvency test requirements of the Companies Act 1993, and the Board determining that it is in the best interests of Oyster Industrial that a dividend be paid. The payment of any dividend is therefore not guaranteed. Oyster Industrial's dividend policy may change from time to time. As a result of the above, the actual gross dividend yield for a period may vary from the prospective financial information set out in section 7 of the PDS (Oyster Industrial's Financial Information).

Oyster Industrial does not propose to offer a dividend reinvestment programme.

Additional information on forecast dividends on the Shares is set out in section 7 of the PDS (Oyster Industrial's Financial Information).

7. OYSTER INDUSTRIAL'S FINANCIAL INFORMATION

In this section you will find the following information:

- A summary of historical financial information for the 5 months and 11 days to 31 March 2020 and 12 months to 31 March 2021.
- A summary of the financial information for the 9 months ended 31 December 2020.
- A summary of the financial information for the 9 months ended 31 December 2021 which is incorporated in the prospective financial information for the year ending 31 March 2022
- A summary of the prospective financial information for the years ending 31 March 2022 and 31 March 2023.

These tables provide key financial information about Oyster Industrial and its subsidiaries. Full financial statements are available on the offer register at <https://disclose-register.companiesoffice.govt.nz/disclose>. If you do not understand this financial information, you can seek advice from a financial advice provider or an accountant.

The prospective financial information, defined in the prospective financial statements, has been subject to a limited assurance engagement by Ernst & Young Strategy and Transactions Limited, a copy of the Independent Limited Assurance Report and prospective financial statements are also included on the Offer Register.

The summarised prospective financial information included in the tables in this section has been derived from the prospective financial statements which have been prepared in accordance with Financial Reporting Standard 42: Prospective Financial Statements (FRS 42) and Generally Accepted Accounting Practice in New Zealand as it relates to prospective financial statements. The prospective financial information contained in this PDS is based on the directors' assessment of events and conditions existing at the date of this PDS and the accounting policies and assumptions set out in the prospective financial information on the Offer Register. You should read the prospective financial information in light of the assumptions, and in conjunction with the other information in this PDS (including, in particular, the information in section 8 of the PDS (Risks to Oyster Industrial's Business and Plans)).



Selected financial information

The summary information presented in the table below is derived from the more detailed information in the Audited 31 March 2020 Financial Statements, the Audited 31 March 2021 Financial Statements, the interim Financial Statements for the periods ended 31 December 2020 and 31 December 2021 and the full prospective financial information, copies of which are available on the Offer Register.

	Actual 5 months and 11 days ended 31 March 2020	Actual 12 months ended 31 March 2021	Forecast 12 months ending 31 March 2022	Forecast 12 months ending 31 March 2023	Actual 9 Months ending 31 December 2020	Actual 9 Months ending 31 December 2021
Net Property Income	734,734	1,892,328	8,062,593	12,992,428	1,717,705	5,380,698
Administration expenses	(76,334)	(639,716)	(2,022,500)	(1,088,239)	(651,285)	(119,152)
Net financing costs	(215,834)	(555,096)	(2,422,716)	(4,763,981)	(370,283)	(1,539,259)
Operating profit before fair value movements	442,566	697,516	3,617,377	7,140,208	696,137	3,722,287
Unrealised movement in fair value of investment property	(313,004)	5,307,045	8,994,892	(1,301,430)	844,176	9,303,421
Profit before and after tax	129,562	6,004,561	12,612,269	5,838,778	1,540,313	13,025,708
Adjusted operating profit¹	419,673	1,086,751	4,380,469	6,849,937	704,813	3,162,467
Dividend paid to investors	(419,673)	(1,086,751)	(4,380,469)	(6,849,937)	(704,813)	(3,162,467)
Net cash flows from operating activities	544,201	572,948	5,225,951	5,367,478	666,365	3,042,542

	Actual 31 March 2020 ⁵	Actual 31 March 2021 ⁵	Forecast 31 March 2022	Forecast 31 March 2023	Actual 31 December 2021
Total assets	31,952,194	147,776,561	190,033,347	276,177,266	190,210,152
Cash and cash equivalents	599,130	1,977,096	3,221,735	2,952,822	2,653,637
Total liabilities	15,767,130	69,931,487	87,061,462	127,864,485	85,702,843
Total debt	15,530,000	69,030,000	84,730,000	126,630,000	84,730,000
Net Tangible Assets²	16,185,064	77,845,074	102,971,885	148,312,781	104,507,309
Gearing ratio³	48.6%	45.6%	43.8%	45.9%	43.8%
Interest cover⁴	3.05	2.26	2.49	2.50	3.42

¹ Adjusted Operating Profit represents total profit before tax, excluding revaluations, non-cash or non-recurring transactions, performance fees and initial borrowing costs which were paid on establishment and may include surplus working capital. This is a non-GAAP measure.

² Net Tangible Assets represents the total assets of Oyster Industrial excluding intangible assets less total liabilities.

³ The 'Gearing Ratio' tells you how much Oyster Industrial owes (debt) as a portion of what it owns (total assets).

⁴ The 'Interest Cover Ratio' tells you how much Oyster Industrial's net income exceeds interest on its loans (as a multiple).

⁵ Actual 31 March 2020 and Actual 31 March 2021 restated. Further details contained in the prospective financial statements and the 31 December 2021 interim financial statements.

	Actual 5 months and 11 days ended 31 March 2020	Actual 12 months ended 31 March 2021	Forecast 12 months ending 31 March 2022	Forecast 12 months ending 31 March 2023	Actual 9 Months ending 31 December 2020	Actual 9 Months ending 31 December 2021
Reconciliation of profit before or after tax to adjusted operating profit						
Profit before and after tax	129,562	6,004,561	12,612,269	5,838,778	1,540,313	13,025,708
Adjust for:						
Initial finance costs amortised	17,284	48,067	199,762	178,036	29,186	158,295
Accrual for fixed rental growth	(71,101)	(170,435)	(686,651)	(699,452)	(83,737)	(561,931)
Unrealised movement in the fair value of investment property	313,004	(5,307,045)	(8,994,892)	1,301,430	(844,176)	(9,303,421)
Performance fee	–	427,192	1,334,691	–	–	–
Working capital utilised/(retained)	30,924	84,411	(84,710)	231,145	63,227	(156,184)
Adjusted Operating Profit	419,673	1,086,751	4,380,469	6,849,937	704,813	3,162,467



Oyster Industrial is an unlisted PIE and tax is withheld from Investor distributions and not payable directly by the company.

Adjusted Operating Profit is a non-GAAP financial measure adopted by Oyster Industrial in assessing the adjusted operating profit available for distribution.

Adjusted Operating Profit represents net profit before tax, excluding revaluations, performance fees, non-cash or non-recurring transactions and may include surplus working capital. Non-recurring items include (but are not limited to) marketing costs in relation to raising investor capital. The additional working capital balance will be established from funds raised following the offer and be partly utilised in supporting the capital expenditure in the prospective period.

A reconciliation of Non-GAAP financial information including a reconciliation of the Adjusted Operating Profit is included in the prospective financial information a copy of which is available on the Offer Register and also on page 58 of this document.

The Manager considers that the summarised financial information presented in the table above is likely to be useful to prospective investors in assessing the merits of the Offer. The Offer Register contains the accounting policies and assumptions set out in the financial information which will also be useful to prospective investors.

Principal assumptions

The prospective financial information presented has been based on the key assumptions described below. These assumptions are described in more detail in the prospective financial information and further information on these assumptions may be found at <https://disclose-register.companiesoffice.govt.nz/disclose> by searching 'Oyster Industrial Limited' under 'search offers'.

Settlement of the Additional Properties

Pursuant to the sale and purchase agreements for the Additional Properties settlement is intended to occur on 29 April 2022 for 67 Main North Road and 100 Harris Road. For the purposes of the prospective financial information, rental income has been recognised from the day after settlement.

It is assumed that \$48,909,000 of equity is raised in the offer and \$41,900,000 of debt is drawn to facilitate settlement, pay the offer and acquisition costs and provide working capital.

Investment, offer and acquisition costs:	\$
Investment, offer and acquisition costs:	
Investment property	83,800,000
Capitalised offer and acquisition costs	1,701,430
Costs of raising equity	2,556,944
Borrowing costs	91,900
Working capital	2,658,726
Total investment, offer and acquisition costs	90,809,000
Funded by:	
Debt	41,900,000
Equity	48,909,000
Total	90,809,000

Offer and acquisition costs

Total offer and acquisition costs are assumed to be \$4,350,274. This includes acquisition, underwriting, brokerage, due diligence, legal and valuation fees as well as borrowing and marketing costs. The bulk of these costs are deemed to be issue costs, with the exception of \$91,900 in borrowing costs and \$1,701,430 associated with the acquisition of the Additional Properties.

Return on investment

A gross return of 5.25 cents per share per annum (before taxation) is assumed to be paid to Investors. The gross distribution is supported by the forecast operating earnings and represents a pay-out ratio of 100% of Adjusted Operating Profit.

Investment Properties

For the purposes of the prospective financial information the assumption has been made that the valuation for all properties as at 31 March 2022 will be \$186,700,000. On 31 December 2021 the existing properties were revalued based on independent valuations commissioned.

On 29 April 2022 it is assumed that \$83,800,000 of additional investment property is acquired. At 31 March 2023 the carrying value of the Additional Properties is assumed to be \$84,200,000 which represents the independent valuation commissioned at the time of acquisition.

The independent valuers, note that the valuations were based on opinion of 'Market Value', incorporating an assumption of a willing buyer and seller, and with regards to the current market outlook. Given the circumstances of COVID-19, they had regard to a range of inputs and market evidence in coming to their opinion of Market Value adopted for the final valuation included in the prospective financial statements. The valuers have highlighted in their valuation reports that due to the outbreak of COVID-19, there continues to be heightened uncertainty and unknown impact that COVID-19 may have on the real estate market in New Zealand.

For the year ending 31 March 2022 it is assumed there are no further revaluations. Capital expenditure and fixed rental increases are reflected as an increase in the carrying value for the year ending 31 March 2023.

Rental income

The rental income in the prospective financial information is based on the proposed rental level from the leases that have been entered into as at the date of the prospective financial information. The prospective financial information factor in the fixed rental increases as per the tenancy agreements.

Rental income was received from 1 April 2021 with respect to the Existing Properties. Rental income is assumed to commence on settlement in respect to the Additional Properties and the prospective financial information reflects all fixed rent reviews within the years ending 31 March 2022 and 31 March 2023.

For the prospective periods it is assumed the tenant at 12 Harbour Ridge Drive is overdue on the payment of its monthly rental and operating expenses. The Manager has issued a notice to the tenant demanding payment of \$291,034.84 (plus GST). If not paid the lease can be cancelled and the property leased to a new tenant. There is a bank guarantee of \$735,000 which is assumed to be fully drawn down prior to 31 March 2022 to pay the assumed outstanding amount and cover the rental through the assumed 6 month downtime to secure a new tenant. It is also assumed that there are no other delays in receipt of debtors.

For the years ending 31 March 2022 and 31 March 2023 it is assumed Red settings of the COVID-19 Protection Framework will not result in any further rental abatements being provided to tenants. The tenants at 12 Harbour Ridge Drive and 101 McLaughlins Road under the previous COVID-19 Framework, were not deemed as an essential service and therefore were not able to operate. In the period to 31 December 2021 this resulted in rental abatements of \$82,723.

Management fees

The annual property management fee (payable to the Manager for property and facilities management services) is calculated as 2% of Gross Rental. The property management fee related to 12 Harbour Ridge Drive and 67 Main North Road is not recoverable from the tenant and therefore will be a cost of Oyster Industrial.

The property management fee related to 71 Westney Road is recoverable from the tenant for any cost up to \$20,000. Therefore any property management fees over \$20,000 will be a cost of Oyster Industrial.

Administration expenses

Compliance costs are based on quotes received.

Audit fees and valuation fees are based on quotes received.

The annual fund management fee is calculated as a percentage of the aggregate capital value of the Industrial Portfolio (as set out below).

Financial year commencing	Fee
1 April 2021 – 31 March 2025	0.35%
1 April 2025	0.40%
1 April 2026 and beyond	0.45%

Borrowings

Total bank borrowings for Oyster Industrial will be \$126,630,000. Term Loan 1 is for \$15,530,000, is interest only and has an initial term of 3 years to 20 October 2022.

The Manager will begin to seek refinance of the facility six months out from the date of expiry. The Manager does not anticipate any refinance risk associated with the facility.

Term Loan 2 is for \$69,200,000, is interest only and has an initial 3 year term to 28 October 2024.

Term Loan 3 is for \$41,900,000, is interest only and will have an initial 3 year term from settlement of the Additional Properties (expected term expires on 28 April 2025). Oyster Industrial may apply to have the term extended by a year at each anniversary of the loan's commencement on the \$21,900,000 drawn from ASB.

Interest expense

The interest expense is a combination of the fixed interest rates on 40% of the total borrowings and the assumed floating rates on the remaining 60%. The assumed fixed and floating rate is 2.63% for the year ending 31 March 2022. For the year ending 31 March 2023 the combined average fixed and assumed floating rate is 3.62%.

Taxation

Oyster Industrial is a multi-rate Portfolio Investment Entity (PIE). Oyster Industrial attributes income and tax credit to its Investors based on their shareholding and pay tax based on their advised prescribed investor rates (PIRs).

Actual results

Actual results may differ from the prospective financial information. The resulting variance may be material. Oyster Industrial and the Manager give no guarantee or assurance that the prospective financial information presented will be achieved.

8. RISKS TO OYSTER INDUSTRIAL'S BUSINESS AND PLANS

This section sets out a description of the circumstances that Oyster Industrial is aware of that exist or are likely to arise that significantly increase the risk to Oyster Industrial's financial position, financial performance, and plans. The table below sets out particulars of why each circumstance is of particular significance and an assessment of the likelihood of any impact arising, the nature of that impact, and the potential magnitude of that impact along with strategies to mitigate the impact.

The circumstances have been identified by Oyster Industrial on the basis of information known to it as at the date of this PDS and on an assessment of the probability of a circumstance occurring and the anticipated impact of that circumstance if it did occur. These circumstances may not encompass all of the circumstances that may present a risk to returns of Investors now or in the future, and there is no guarantee that the importance of each circumstance will not change.

These circumstances, were they to occur and if they were not appropriately managed by Oyster Industrial, could have a material adverse effect on Oyster Industrial's financial position or future financial performance through a decrease in revenue or an increase in costs.

Oyster Industrial has taken, and will, in the future, take, steps to mitigate the effects of these circumstances. However, some circumstances may not be fully capable of mitigation.

Potential Investors should carefully consider these risks (together with other information in this PDS) before deciding whether to invest in Oyster Industrial.

The description of the circumstances in this section does not take into account the personal circumstances, financial position or investment requirements of any person. It is therefore important that, before deciding to invest in Oyster Industrial, you consider the suitability of an investment in Oyster Industrial in light of your individual risk profile for investments, investment objectives and personal circumstances (including financial and taxation issues).

In addition to general economic risks, such as inflation or a worsening pandemic, that may affect the value of shares or property, Oyster considers the following specific risks to be the major risks to Oyster Industrial's business and plans.



Description of risk	Oyster Industrial's assessment of nature and magnitude	Mitigating factors
Tenant concentration	<p>54% of Oyster Industrial's rental income will come from 2 business groups (spread over 4 properties). 30% from subsidiaries of Pact Group Holdings Limited (75 Wainui Road and 100 Harris Road), and 24% from Cardinal Logistics Limited (71 and 77 Westney Road).</p> <p>Should lease defaults occur from either of these business groups Oyster Industrial will have reduced income to pay its expenses or pay dividends to Investors during the period of vacancy.</p>	<p>All the leases from these two business groups have some form of guarantee in place; ranging from parent guarantee to bank guarantee.</p> <p>It is expected that alternate tenants should be able to be found for each of these properties within a reasonable timeframe should they become vacant, as all of the properties have prominent positions in established industrial areas.</p>
<i>Oyster Industrial's assessment of likelihood of circumstances arising</i>	<p>Unlikely</p> <ul style="list-style-type: none"> – <i>Oyster Industrial is not aware that these tenants are in financial difficulty and the tenants are current with their rental payments.</i> 	
<i>Oyster Industrial's assessment of the impact, were the circumstance to arise</i>	<p>Major</p> <ul style="list-style-type: none"> – <i>Potential loss of all income from a property during the period of vacancy (offset by amount of guarantee claimable).</i> – <i>Potential breach of Term Loan covenants and the ability to meet the ongoing obligations under these loans.</i> – <i>Reduction in distributions to Investors.</i> 	



101 MCLAUGHLINS ROAD

Description of risk	Oyster Industrial's assessment of nature and magnitude	Mitigating factors
Interest Rates	<p>Oyster Industrial's primary expense is the interest payable under the Bank Loans.</p> <p>There are two ways that changes in interest rates affect Oyster Industrial:</p> <ul style="list-style-type: none"> the floating portion of the Bank Loans; or the new interest rate fixed on the expiry of a fixed interest rate period. <p>An increase in interest rates could affect Oyster Industrial's ability to maintain a 5.25 cents per Share per annum distribution rate.</p> <p>The impact on the rates of return of any increase in interest rates would be dependent on the extent of the movement in the rates.</p>	<p>Oyster Industrial has entered into fixed interest rates for 40% of the current Bank Loans. The fixed interest rate for 13% of the Bank Loans expires on 20 October 2022, the other 27% fixed portion of the Bank Loans will expire on 28 October 2024.</p> <p>A portion of the new Term Loan 3 may be fixed by way of an interest rate swap agreement that would fix the floating rate, or by way of a fixed interest rate.</p> <p>The Manager will monitor interest rate markets and regularly review the interest rate and margin components of the borrowings, including the portion that is subject to a fixed interest rate.</p> <p>The leases of the Properties have fixed or CPI adjusted rental increases. These rental increases will assist in mitigating the impact of any interest rate increases.</p>
<i>Oyster Industrial's assessment of likelihood of circumstances arising</i>	Unable to be accurately predicted, the Manager will continue to monitor the interest rate environment.	
<i>Oyster Industrial's assessment of the impact, were the circumstance to arise</i>	<p>Unknown</p> <p>– An increase in interest rates will increase expenses and reduce Oyster Industrial's profit that is available for distribution to Investors. The extent of the impact will depend on the extent of the interest rate movement. Refer to page 23 of the prospective financial information for details.</p>	



Description of risk	Oyster Industrial's assessment of nature and magnitude	Mitigating factors
Bank Funding	<p>Oyster Industrial has borrowings from Westpac for Term Loans 1 and 2. Term Loan 3 will be a clubbed loan facility with ASB Bank and ICBC.</p> <p>If the banks are unwilling to extend or refinance the Bank Loans at any future expiry then another bank will need to refinance the Bank Loans. The terms of the refinancing may be unfavourable to Oyster Industrial or finance may be difficult to obtain.</p>	<p>Oyster Industrial, based on the Board's experience, considers the potential impact of changes to Oyster Industrial's funding arrangements will be able to be adequately minimised through active management of Oyster Industrial's finances and banking arrangements, the clubbed facility will assist with this. The Manager will begin to seek refinance of each facility six months out from the date of expiry.</p>
<i>Oyster Industrial's assessment of likelihood of circumstances arising</i>	<p>Unlikely</p> <p><i>Oyster Industrial has not had any issues with obtaining bank funding to date, and it has received a new clubbed facility from ASB Bank and ICBC for the purchase of the Additional Properties. Oyster Industrial is not aware of any reason that the Bank Loans will not be extended at the end of their current terms.</i></p>	
<i>Oyster Industrial's assessment of the impact, were the circumstance to arise</i>	<p>Moderate</p> <p><i>Oyster Industrial could be forced to sell some Property which will impact its income and the diversification of the Industrial Portfolio.</i></p>	



9. TAX

Tax can have significant consequences for investments and can affect your returns from this investment. If you have any queries relating to tax consequences of the investment you should seek independent tax advice from a professional advisor.

Oyster Industrial is a multi-rate portfolio investment entity (PIE). As a multi-rate PIE the amount of tax Oyster Industrial pays on your behalf is based on your prescribed investor rate (PIR). To determine your PIR, go to the Inland Revenue Department's Internet site <https://www.ird.govt.nz/roles/portfolio-investment-entities/using-prescribed-investor-rates>. If you are unsure of your PIR, we recommend you seek professional advice or contact the Inland Revenue Department.

It is your responsibility to tell Oyster Industrial both your Inland Revenue Number (IRD Number) and correct PIR when you invest or if your PIR changes. Oyster Industrial cannot process your application without an IRD number (or if you do not have an IRD number, a foreign tax identification number) or valid PIR declaration. If the advised PIR is lower than the correct PIR, you will need to complete a personal tax return and pay any tax shortfall, interest, and penalties. If the advised PIR is higher than the correct PIR, you will not get a refund of any overpaid tax.

Prescribed Investor Rate (PIR)

Your advised PIR is the tax rate that Oyster Industrial will use to calculate the PIE tax payable on the income Oyster Industrial allocates to you. For natural persons, your PIR is based on your net taxable income in one of the two previous tax years, if you are a NZ tax resident.

If you are investing jointly, with another investor, you will need to provide each joint investor's IRD number and PIR to Oyster Industrial. There are also special PIR rules for new and transitional tax residents.

There are four PIRs available to New Zealand resident investors, being 28%, 17.5%, 10.5% or 0%. By way of brief summary, the following PIRs are available for different entities:

- Companies – 0%
- Trusts and individuals – 28%, 17.5%, 10.5% or 0%
- Charities and PIEs – 0%
- Non-New Zealand residents – 28%
(subject to certain exceptions)

Depreciation

Tax deductions for depreciation of commercial and industrial buildings were recently reinstated, which is a benefit for the investors.

As a PIE, Oyster Industrial claims tax depreciation deductions on all depreciable property including buildings and landlord owned fixtures and fittings. This reduces the taxable income attributed to Investors and the resulting PIE tax liability deducted from distributions, without further action required from Investors.

Distributions

As Oyster Industrial is a PIE, distributions from Oyster Industrial (including any share repurchases) would not separately be subject to tax. Further, there should be no withholding tax on distributions to non-resident investors.

PIE tax is payable on each Investor's share of Oyster Industrial's taxable income at their nominated PIR. Oyster Industrial intends to deduct each Investor's tax liability from distributions paid and return this to the IRD when Oyster Industrial files quarterly PIE tax returns. As Oyster Industrial's taxable income changes each month, the tax deducted and net distributions received by Investors will also change.

If Oyster Industrial is not a PIE then any distribution will be a taxable dividend. For New Zealand resident Investors, any imputation credits attached can be used to reduce or offset the Investor's tax liability on distributions if Oyster Industrial is not a PIE. For non-resident investors, distributions would be subject to the non-resident withholding tax regime (including the supplementary dividend and foreign investor tax credit and any applicable Double Tax Agreement rates), if Oyster Industrial is not a PIE.

Maintaining PIE Status

To ensure that Oyster Industrial maintains its PIE status, Oyster Industrial must, among other things:

- have a minimum of 20 Investors (this minimum requirement does not apply if an Investor is a PIE or is a certain other qualifying investor type);
- ensure that no Investor owns over 19.99% of Oyster Industrial (unless an Investor is a PIE or is a certain other qualifying investor type);
- not hold voting interests in a company of more than 19.99% (unless that company is a PIE or land investment company, or other qualifying investment type, and subject to certain exceptions);
- ensure that 90% of the income is derived from a lease of land (i.e. rental income from unrelated tenants), interest, dividends and / or the proceeds from the disposal of property; and
- ensure that 90% of the asset value is held in either land (i.e. industrial property assets), financial arrangements or rights or options to acquire property.



71 WESTNEY ROAD

10. WHERE YOU CAN FIND MORE INFORMATION

10.1 OFFER REGISTER

The following further information relating to Oyster Industrial and the Shares is available on the Offer Register:

- the Constitution;
- the Management Agreement;
- full prospective financial statements;
- historical financial statements;
- independent valuation reports for the Properties;
- lease documentation and sale and purchase agreements for 67 Main North Road and 100 Harris Road;
- the Other Material Information; and
- the Underwrite Agreements.

The Offer Register can be accessed at <https://disclose-register.companiesoffice.govt.nz> and this Offer can be found by clicking on 'search offers' and searching 'Oyster Industrial Limited'.

A copy of the information on the Offer Register is available on request to the Registrar of Financial Service Providers (email registrar@fspr.govt.nz).

The above information is also available on request free of charge from the Manager (at the address and business telephone number set out in the Contact Information).

10.2 COMPANIES OFFICE

Further information relating to Oyster Industrial is also available on the public register at the Companies Office. This can be accessed on the Companies Office website at <https://companies-register.companiesoffice.govt.nz/>.



11. HOW TO APPLY

1. Complete the application form

Applications can only be made by completing the following application form.

Please ensure that all customer due diligence information is enclosed with the application. Without the customer due diligence information, Oyster Industrial is unable to accept your application.

2. Payment

Payment of the full subscription amount must accompany the application form by online bank transfer.

3. Send the form in

Applications once made cannot be revoked or withdrawn. Application forms must be mailed or delivered to:

Oyster Management Limited

Level 18, 55 Shortland Street,

PO Box 8302

Symonds Street, Auckland 1150

Existing investors may email application forms to **investor@oystergroup.co.nz**.

Online banking can be made to the subscription account **Appello Subscriptions Trust Account**
02-0108-0358987-050



12. CONTACT INFORMATION

Registered Office of Oyster Industrial Limited

Level 18, 55 Shortland Street
PO Box 8302
Symonds Street
Auckland 1150
Ph. (09) 632 1287

Manager

Oyster Management Limited
Level 18, 55 Shortland Street
PO Box 8302
Symonds Street
Auckland 1150
Ph. (09) 632 1287

Registry

Appello Services Limited
Level 3, 12 Kent Street
Newmarket
Auckland 1023
Ph: (09) 360 4500

Solicitors

Russell McVeagh
Level 30, Vero Centre
48 Shortland Street
PO Box 8
Auckland 1140
New Zealand
Ph. (09) 367 8000

Investigating Accountant

Ernst & Young Strategy and Transactions Limited
2 Takutai Square, Britomart
PO Box 2146
Auckland 1140
Ph: (09) 377 4790





GLOSSARY

Term	Definition
\$	means New Zealand dollars.
67 Main North Road	means the property contracted to be purchased by Oyster Industrial at 67 Main North Road, Kaiapoi, Canterbury.
100 Harris Road	means the property contracted to be purchased by Oyster Industrial at 100 Harris Road, East Tāmaki, Auckland.
Additional Properties	means 67 Main North Road and 100 Harris Road.
Alvarium	means Alvarium Investments (NZ) Limited.
Alvarium Underwrite	means the agreement with Alvarium to subscribe for up to \$19,324,000 of Shares.
Adjusted Operating Profit	means total profit before tax for the year excluding revaluations, non-cash or non-recurring transactions, performance fees and initial borrowing costs which were paid on establishment and may also include any surplus working capital. Non-recurring items include (but are not limited to) marketing costs in relation to raising investor capital. This is a non-GAAP measure.
ASB Bank	means ASB Bank Limited
Bank Loans	means the Term Loans, see page 32 for details.
Board	means the board of directors of Oyster Industrial.
Capital Value	means the capital value of each Property which is the capital value as determined by an independent registered valuer.
Constitution	means the constitution of Oyster Industrial Limited.
CPI	means the Consumer Price Index (All Groups) published by Statistics New Zealand.
Existing Properties	means the properties at 12 Harbour Ridge Drive, Wiri, Auckland; 101 McLaughlins Road, Wiri, Auckland; 75 Wainui Road, Lower Hutt, Wellington; 14-16 Makaro Street, Porirua, Wellington; 71 Westney Road, Māngere, Auckland and 77 Westney Road, Māngere, Auckland.
Financial Year	means the period from 1 April in one year to 31 March in the next year or such other period as Oyster Industrial may elect.
FY20	means the Financial Year ended 31 March 2020.
FY21	means the Financial Year ended 31 March 2021.
FY22	means the Financial Year ending 31 March 2022.
FY23	means the Financial Year ending 31 March 2023.
GAAP	means Generally Accepted Accounting Practice. Financial statements that have been prepared in accordance with GAAP have been prepared using the applicable financial reporting standards.
Gearing Ratio	means the total bank debt as a percentage of total assets. A useful measure of how much debt an entity is carrying.
Gross Rental	Means the aggregate of rent (excluding GST) payable by all tenants under all tenancies (including any fee or rent payable in respect of carparks, naming rights or signage rights or any other rights granted to any tenant) including outgoings or operating expenses payable by tenants pursuant to tenancies.

GLOSSARY continued

Term	Definition
ICBC	means Industrial and Commercial Bank of China Limited.
Industrial Portfolio	means the Properties and any further properties acquired by Oyster Industrial.
Interest Cover Ratio	means the ratio of an entity's income to its bank interest expense.
Investor	means a holder of Shares in Oyster Industrial.
LVR	means the Loan to Value Ratio.
Manager	means Oyster Management Limited (Company number: 1777813).
Management Agreement	means the agreement between Oyster Industrial and the Manager under which the Manager is exclusively appointed to manage Oyster Industrial, see page 38 for details.
NBS	means New Building Standards.
Net Asset Value or NAV	means Oyster Industrial's total assets minus its total liabilities. Net Asset Value per Share means the Net Asset Value of Oyster Industrial divided by the number of Shares on issue.
Offer	means the offer of Shares detailed in this PDS.
Offer Register	means the offer register for Oyster Industrial, that forms part of the Disclose Register that is available at https://disclose-register.companiesoffice.govt.nz/
Other Material Information	means the document titled ' Other Material Information ' that is available at https://disclose-register.companiesoffice.govt.nz/ by searching 'Oyster Industrial Limited' under 'search offers'.
Oyster Underwrite	means the agreement with the Manager to subscribe for up to \$6,720,000 of Shares.
PDS	means this product disclosure statement detailing the Offer of Shares in Oyster Industrial.
PIE	means a portfolio investment entity, as defined in the Income Tax Act 2007.
PFI	means prospective financial information.
Properties	means the Existing Properties and Additional Properties.
Shares	means ordinary shares in Oyster Industrial.
Special Resolution	means a resolution of Investors where a resolution will be passed if greater than 75% of the votes that are cast by Investors entitled to vote and voting on the resolution, vote in favour of the resolution.
Term Loans	means the ASB Bank, ICBC and Westpac term loans, see page 32 for details.
Underwrites	means the Alvarium Underwrite and the Oyster Underwrite.
WALT	means the 'weighted average lease term'. This means the length to run on each individual lease weighted by the lease's proportion of the total rental income attributable to that property.
Westpac	means Westpac New Zealand Limited.

PLEASE READ THIS BEFORE SIGNING

- I/ We agree to invest in Oyster Industrial as detailed in this PDS.
- I/ We acknowledge and agree that this application is irrevocable once received by Oyster Industrial PROVIDED HOWEVER, it is still subject to acceptance by Oyster Industrial. On acceptance of this application by Oyster Industrial we agree to the following:
 - I/ We are bound by the Constitution and the terms contained in this PDS and on this application form.
 - I/ We understand that Oyster Industrial reserves the right to accept or decline any application at its sole discretion.
- Under the terms of the Privacy Act 2020 and the Unsolicited Electronic Messages Act 2007 ('UEMA'), by signing this application form, I/We acknowledge that:
 - my/our personal details provided in this application form will be retained for the purposes of mailing any further information in relation to Oyster Industrial and my investment;
 - I/ We have provided 'consent' for the purposes of the UEMA and;
 - Oyster Industrial and the Manager is entitled to disclose personal information about me/us to the Financial Markets Authority (upon request being made by the Financial Markets Authority).
- **PLEASE NOTE;** that Oyster Industrial is not able to refund an Investor's subscription amount to an Investor unless the Investor has complied with the customer due diligence requirements.
- Direct credit payments should be made to the subscription account details:
Appello Subscriptions Trust Account
Account No. 02-0108-0358987-050
- All payments must be made in New Zealand dollars to Appello Subscriptions Trust Account.
PLEASE NOTE cheques are no longer an acceptable form of payment to New Zealand registered banks. Cheques will be returned or securely disposed of by the Manager.
Applications are unable to be accepted until payments are held in cleared funds.
- Oyster Industrial cannot accept applications without valid IRD numbers and a valid PIR declaration.
- Interest is not accrued on subscription monies held prior to the allotment of Shares.

AML CHECKLIST

- The Anti-Money Laundering and Countering Financing of Terrorism Act 2009 applies to Oyster Industrial and all other New Zealand Investment Companies. The Act requires us to assess the money laundering and terrorist financing risk that we may face in our business. In order to make that assessment and to satisfy our internal policies we are required to carry out Customer Due Diligence on our Investors. We work with an external provider, First AML Limited, to carry out Customer Due Diligence on our behalf. First AML may contact you to request information, and Customer Due Diligence cannot be completed until you provide this information.
- Please note that Oyster Industrial cannot accept an applicant's application unless we have carried out satisfactory Customer Due Diligence on our Investors. Existing Investors should contact Oyster to understand any further Customer Due Diligence Required.
- By signing this application form I provide consent for the personal details I provide to First AML as a part of the Manager's customer due diligence process, being passed to and checked with the document issuer, official record holder, a credit bureau, and authorized third parties for the purpose of verifying my identity and address.

APPLICATION CHECKLIST

- Have you checked your application form and ensured it has been correctly completed? Yes ☐
- Have all parties to the investment signed the application form? Yes ☐
- Have you provided a bank statement or deposit slip to verify the account number on the application form? Yes ☐

ONLINE APPLICATION

We encourage online application forms, please visit <https://oyster.unitregistry.co.nz/forms/application/OIL> to make your application.

Once completed, you will be emailed the next steps.

Please note all applications made on behalf of a company, a trust, a partnership or a joint investment entity require the applicant/person to confirm they have authority to bind all other directors, trustees, partners or joint investors to this investment.

SENDING YOUR APPLICATION

Applications can be either emailed or posted to: **investor@oystergroup.co.nz**

or Oyster Property Group

Level 18, 55 Shortland Street, Auckland 1010
(Couriers accepted)

or Oyster Property Group

PO Box 8302, Symonds Street, Auckland 1150
(Couriers not accepted)

PLEASE READ ALL INSTRUCTIONS BELOW TO ENSURE PROMPT PROCESSING OF APPLICATIONS

This Application Form is issued with the Product Disclosure Statement dated 21 March 2022 issued by Oyster Industrial Limited. Please return this application form and all other required additional documents to Oyster Management Limited. Prospective investors are recommended to seek professional advice from a financial advice provider which takes into account their personal circumstances before making an investment decision.

INSTRUCTIONS ON HOW TO COMPLETE

- There are four investment entity options: Individual(s); Partnerships; Company; Trust. Please choose and fill in the correct option.
- Insert your full name(s), IRD number(s), address, telephone number(s) and email address(es).
- Applications must be in the name(s) of natural persons, companies or other legal entities.
- Please insert the Bank Account name and Bank Account Number where you would like your monthly distributions paid.
- AML Customer Due Diligence information must be completed if you haven't previously provided this to the Manager.
- Our partners at First AML will be in touch with you following the receipt of your application form to commence this process.

APPLICATION FORM

TO BE COMPLETED BY THE APPLICANT

OYSTER®

A. INVESTMENT

1. Existing investors in the 100 Harris POS (the vendor of 100 Harris Road) have a preferential right to apply for Shares in the period up to 11 April 2022. The preferential right applies for up to 5 parcels of Shares for each 1 interest held in the existing 100 Harris POS. These investors will also receive a 2% brokerage fee rebate on these Shares which will be applied to the investment with the remainder paid to them by the Manager following allotment.

These investors are expected to receive a \$295,728 distribution per interest from the 100 Harris POS for the sale of 100 Harris Road. These investors may apply this distribution towards their subscription for Shares in Oyster Industrial Limited. Any excess monies and further payments from the wind-up of the 100 Harris POS will be paid to these investors' currently nominated bank account.

Are you an investor in the 100 Harris POS? Yes ☐ (go to question 2) No ☐ (go to question 3)

2. Do you wish to apply any of the proceeds of \$295,728 per 100 Harris POS interest to the subscription for 50,000 Shares? (at \$59,500 per 50,000 Shares)

Yes ☐ By checking this box you irrevocably authorise our solicitors and registry provider to retain your proceeds from the sale of 100 Harris Road on trust, to be applied to your subscription of Shares issued by Oyster Industrial Limited.

No ☐ (go to question 3)

Parcels of 50,000 Shares applied for (maximum of 5 parcels for each interest in 100 Harris POS)	Total Investment in Oyster Industrial A x \$59,500
A	B

Number of 100 Harris POS interests held	Proceeds from 100 Harris POS C x \$295,728	2% brokerage fee rebate B x 2%	Total D + E
C	D	E	F

Proceeds from 100 Harris POS and brokerage fee rebate insert total from F	Investment in Oyster Industrial insert total from B	Excess Amount (to be paid/refunded or applied to purchase of further Shares) G - H
G	H	

3. All other investors (or investors in the 100 Harris POS who wish to purchase additional Shares), please complete the following:

Insert Parcels of Shares (50,000 Shares per Parcel)	@ \$59,500 each	Total investment amount
		\$

APPLICATION FORM

TO BE COMPLETED BY THE APPLICANT

OYSTER®

SUBSCRIPTION PAYMENT DETAILS

Account name:	Appello Subscriptions Trust Account																		
Bank	0	2	Branch	0	1	0	8	Account Number	0	3	5	8	9	8	7	Suffix	0	5	0
Particulars:	Your investment entity																		
Code:	OIL																		
Reference:	Payer's name																		

Payments must be made by and identified as coming from the Applicant/Investor Entity. Payments from any other person or entity on behalf of an Applicant/Investor Entity may be returned to the payer.

If you have instructed your bank to manually make the payment your behalf, please provide the Manager with a copy of the payment remittance.

PAYMENTS

Please insert the Bank Account Name and Bank Account Number where you would like your monthly dividends paid.

Please nominate a New Zealand bank account, which will be used for all payments.

Provide a copy of a pre-printed bank deposit slip or bank statement to verify your bank account name and number.

It is a requirement that you provide this information before Oyster Industrial can confirm acceptance of your application.

Account name																			
Bank			Branch					Account Number								Suffix			

Prescribed Investor Rate (PIR), for all dividends from Oyster Industrial (tick one)

☐

0% PIR

☐

10.5% PIR

☐

17.5% PIR

☐

28% PIR

Please refer to the Product Disclosure Statement, the Inland Revenue website or your accountant or tax adviser to determine your PIR.

For office use only

Complete in BLOCK LETTERS

INDIVIDUAL & JOINT APPLICATION

TO BE COMPLETED BY THE APPLICANT

OYSTER®

Title (Mr/Mrs/ Ms/Miss)	Legal first name(s) Individuals	Family name Individuals	Date of Birth Individuals	IRD Number Individuals

Primary Contact Name	
Postal Address (Street/PO Box)	
Suburb / City / Postcode	
Country	
Daytime Contact Phone Number	
Mobile Number	
Email Address	

Signature of Individual		Date	
Signature of Individual		Date	

CUSTOMER DUE DILIGENCE INFORMATION

Has the applicant previously provided Oyster with the required customer due diligence information?

Yes ☐ No ☐

If Yes, does the applicant's investment entity and/or investment amount differ to the applicant's existing investments with Oyster? Please explain below.

Yes ☐ No ☐

INDIVIDUAL & JOINT APPLICATION

TO BE COMPLETED BY THE APPLICANT

OYSTER®

NATURE AND PURPOSE OF YOUR INVESTMENT

Establishing the nature and purpose of your investment is required as two separate explanations:

- the **nature** of the investment explains how regularly and for how long;
- the **purpose** explains your investment objectives and what you are trying to achieve by investing with Oyster.

This information is being requested solely for the purpose of regulatory compliance obligations and maintenance of investor records. We recommend you consider discussing your response with your financial adviser and/or tax adviser, to make sure that what you confirm to us is consistent with the treatment of your investment in your tax return.

TICK THE FOLLOWING THAT APPLIES TO YOU:

How often do you think you might want to invest with us?

- ☐ Existing Oyster Investor
- ☐ New Investor: One-off investment
- ☐ New Investor: Potential further investment in other Oyster Investments

What is your reason for the investment?

- ☐ To receive ongoing income ☐ For estate planning
- ☐ To preserve capital ☐ Other _____
- ☐ To achieve capital growth _____

COMMUNICATION PREFERENCES

Would you like to be advised of other Offers from Oyster?

Yes

☐

No

☐

ADDITIONAL INVESTMENT ENQUIRER

If you would like someone else to be able to enquire about this investment on your behalf (e.g. your accountant/your spouse) please provide their details here.

First Name		Family Name	
Email		Company (if applicable)	

Would the enquirer like to be advised of other Offers from Oyster?

Yes

☐

No

☐

INDIVIDUAL & JOINT APPLICATION

TO BE COMPLETED BY THE APPLICANT

OYSTER®

Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standards (CRS)

All New Zealand financial institutions are required to collect information about investors' foreign tax residency and pass that and other information onto Inland Revenue. Inland Revenue may then share this information with the relevant tax authority, if an agreement is held with that country.

Individual or Joint individuals

Are you or any of the individuals investing foreign tax residents?

Yes

☐

No

☐

If **YES**, please provide details for each individual below: (please include all countries/jurisdictions in which the person is a tax resident)

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

PARTNERSHIP APPLICATION

OYSTER®

Complete in BLOCK LETTERS

Title (Mr/Mrs/ Ms/Miss)	Legal first name(s) <i>Individuals</i>	Family name <i>Individuals</i>	Date of Birth <i>Individuals</i>

Partnership IRD number	
------------------------	--

Primary Contact Name	
Postal Address (Street/PO Box)	
Suburb / City / Postcode	
Country	
Daytime Contact Phone Number	
Mobile Number	
Email Address	

Signature of Individual		Date	
Signature of Individual		Date	
Signature of Individual		Date	
Signature of Individual		Date	

CUSTOMER DUE DILIGENCE INFORMATION

Has the applicant previously provided Oyster with the required customer due diligence information?

Yes

☐

No

☐

If Yes, does the applicant's investment entity and/or investment amount differ to the applicant's existing investments with Oyster? Please explain below.

Yes

☐

No

☐

NATURE AND PURPOSE OF YOUR INVESTMENT

Establishing the nature and purpose of your investment is required as two separate explanations:

- the **nature** of the investment explains how regularly and for how long;
- the **purpose** explains your investment objectives and what you are trying to achieve by investing with Oyster.

This information is being requested solely for the purpose of Oyster's regulatory compliance obligations and maintenance of our investor records. We recommend you consider discussing your response with your financial adviser and/or tax adviser, to make sure that what you confirm to us is consistent with the treatment of your investment in your tax return.

TICK THE FOLLOWING THAT APPLIES TO YOU:

How often do you think you might want to invest with us?

- ☐ Existing Oyster Investor
- ☐ New Investor: One-off investment
- ☐ New Investor: Potential further investment in other Oyster Investments

What is your reason for the investment?

- ☐ To receive ongoing income ☐ For estate planning
- ☐ To preserve capital ☐ Other _____
- ☐ To achieve capital growth _____

COMMUNICATION PREFERENCES

Would you like to be advised of other Offers from Oyster?

Yes ☐ No ☐

ADDITIONAL INVESTMENT ENQUIRER

If you would like someone else to be able to enquire about this investment on your behalf (e.g. your accountant/your spouse) please provide their details here.

First Name		Family Name	
Email		Company (if applicable)	

Would the enquirer like to be advised of other Offers from Oyster?

Yes ☐ No ☐

PARTNERSHIP APPLICATION

OYSTER®

Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standards (CRS)

All New Zealand financial institutions are required to collect information about investors' foreign tax residency and pass that and other information onto Inland Revenue. Inland Revenue may then share this information with the relevant tax authority, if an agreement is held with that country.

Company, partnerships, trust or other entity

1. What is the entity's classification for CRS reporting?

☐ Financial Institution ☐ Active Non-Financial Entity ☐ Passive Non-Financial Entity

Only if the entity is classified as a **Passive Non-Financial Entity**, continue filling in the form below.

2. Is the entity registered for tax purposes in any country other than New Zealand? Yes ☐ No ☐

If **No**, proceed to question 3.

If **YES**, please provide the details below and continue to question 3: (please include all countries/jurisdictions in which the person is a tax resident)

Foreign Tax Number:	Country:
---------------------	----------

3. Are any controlling parties of the entity foreign tax residents? Yes ☐ No ☐

If **No**, no further action is required.

If **YES**, please provide details for each individual below: (please include all countries/jurisdictions in which the person is a tax resident)

Companies, Partnerships, other entity:

All directors, partners and shareholders that hold more than 25% ownership of the company or partnership and any other individual who has effective control.

Trusts:

All Trustees, settlors, appointors, Executors, beneficiaries who have received a distribution and any other individual who has effective control.

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

We are unable to provide tax advice, if you are unsure about your tax residency status please contact your local tax authority (Inland Revenue in NZ) or speak with a professional tax advisor. For more information about the international tax compliance regulations you can search 'FATCA' or 'CRS' on the **New Zealand Inland Revenue Website**.

COMPANY APPLICATION

OYSTER®

If you are applying in the name of a Company, the names of directors and shareholders of the company do not need to be included. Only the IRD number of the Company is required.

Complete in BLOCK LETTERS

Name of Company	
IRD Number of Company	
Postal Address (Street/PO Box)	
Suburb / City / Postcode	
Country	
Title (Mr / Mrs / Ms / Miss)	
Name of Primary Contact of Company	
Daytime Contact Phone Number	
Mobile Number	
Email Address	

Signature of Company Director		Date	
Signature of Company Director		Date	

CUSTOMER DUE DILIGENCE INFORMATION

Has the applicant previously provided Oyster with the required customer due diligence information?

Yes ☐ No ☐

If Yes, does the applicant's investment entity and/or investment amount differ to the applicant's existing investments with Oyster? Please Provide explain below.

Yes ☐ No ☐

NATURE AND PURPOSE OF YOUR INVESTMENT

Establishing the nature and purpose of your investment is required as two separate explanations:

- the **nature** of the investment explains how regularly and for how long;
- the **purpose** explains your investment objectives and what you are trying to achieve by investing with Oyster.

This information is being requested solely for the purpose of Oyster's regulatory compliance obligations and maintenance of our investor records. We recommend you consider discussing your response with your financial adviser and/or tax adviser, to make sure that what you confirm to us is consistent with the treatment of your investment in your tax return.

TICK THE FOLLOWING THAT APPLIES TO YOU:

How often do you think you might want to invest with us?

- ☐ Existing Oyster Investor
- ☐ New Investor: One-off investment
- ☐ New Investor: Potential further investment in other Oyster Investments

What is your reason for the investment?

- ☐ To receive ongoing income ☐ For estate planning
- ☐ To preserve capital ☐ Other
- ☐ To achieve capital growth

COMMUNICATION PREFERENCES

Would you like to be advised of other Offers from Oyster?

Yes ☐ No ☐

ADDITIONAL INVESTMENT ENQUIRER

If you would like someone else to be able to enquire about this investment on your behalf (e.g. your accountant/your spouse) please provide their details here.

First Name		Family Name	
Email		Company (if applicable)	

Would the enquirer like to be advised of other Offers from Oyster?

Yes ☐ No ☐

Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standards (CRS)

All New Zealand financial institutions are required to collect information about investors' foreign tax residency and pass that and other information onto Inland Revenue. Inland Revenue may then share this information with the relevant tax authority, if an agreement is held with that country.

Company, partnerships, trust or other entity

1. What is the entity's classification for CRS reporting?

☐ Financial Institution ☐ Active Non-Financial Entity ☐ Passive Non-Financial Entity

Only if the entity is classified as a **Passive Non-Financial Entity**, continue filling in the form below.

2. Is the entity registered for tax purposes in any country other than New Zealand? Yes ☐ No ☐

If **No**, proceed to question 3.

If **YES**, please provide the details below and continue to question 3: (please include all countries/jurisdictions in which the person is a tax resident)

Foreign Tax Number:	Country:
---------------------	----------

3. Are any controlling parties of the entity foreign tax residents? Yes ☐ No ☐

If **No**, no further action is required.

If **YES**, please provide details for each individual below: (please include all countries/jurisdictions in which the person is a tax resident)

Companies, Partnerships, other entity: All directors, partners and shareholders that hold more than 25% ownership of the company or partnership and any other individual who has effective control.	Trusts: All Trustees, settlors, appointors, Executors, beneficiaries who have received a distribution and any other individual who has effective control.
---	---

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

We are unable to provide tax advice, if you are unsure about your tax residency status please contact your local tax authority (Inland Revenue in NZ) or speak with a professional tax advisor. For more information about the international tax compliance regulations you can search 'FATCA' or 'CRS' on the **New Zealand Inland Revenue Website**.

TRUST APPLICATION

OYSTER®

If you are applying as a Trust, all trustee names are required. Please also insert the Trust's name and IRD number.

Complete in BLOCK LETTERS

Name of Trust	
IRD Number of Trust	
Postal Address (Street/PO Box)	
Suburb / City / Postcode	
Country	
Title (Mr / Mrs / Ms / Miss)	
Name of Primary Contact of Trust	
Daytime Contact Phone Number	
Mobile Number	
Email Address	

Title (Mr/Mrs/ Ms/Miss)	Legal first name(s) Trustees	Family name Trustees	Date of Birth Trustees

Name of Corporate Trustee (if applicable)	
--	--

Note: All trustees must sign the application form including director(s) of Corporate Trustee if applicable.

Signature of Trustee		Date	
Signature of Trustee		Date	
Signature of Trustee		Date	
Signature of Trustee		Date	

CUSTOMER DUE DILIGENCE INFORMATION

Has the applicant previously provided Oyster with the required customer due diligence information?

Yes

☐

No

☐

If Yes, does the applicant's investment entity and/or investment amount differ to the applicant's existing investments with Oyster? Please Provide explain below.

Yes

☐

No

☐

NATURE AND PURPOSE OF YOUR INVESTMENT

Establishing the nature and purpose of your investment is required as two separate explanations:

- the **nature** of the investment explains how regularly and for how long;
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TICK THE FOLLOWING THAT APPLIES TO YOU:

How often do you think you might want to invest with us?

- ☐ Existing Oyster Investor
- ☐ New Investor: One-off investment
- ☐ New Investor: Potential further investment in other Oyster Investments

What is your reason for the investment?

- ☐ To receive ongoing income
- ☐ For estate planning
- ☐ To preserve capital
- ☐ Other
- ☐ To achieve capital growth

COMMUNICATION PREFERENCES

Would you like to be advised of other Offers from Oyster?

Yes

☐

No

☐

ADDITIONAL INVESTMENT ENQUIRER

If you would like someone else to be able to enquire about this investment on your behalf (e.g. your accountant/your spouse) please provide their details here.

First Name		Family Name	
Email		Company (if applicable)	

Would the enquirer like to be advised of other Offers from Oyster?

Yes

☐

No

☐

Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standards (CRS)

All New Zealand financial institutions are required to collect information about investors' foreign tax residency and pass that and other information onto Inland Revenue. Inland Revenue may then share this information with the relevant tax authority, if an agreement is held with that country.

Company, partnerships, trust or other entity

1. What is the entity's classification for CRS reporting?

☐ Financial Institution ☐ Active Non-Financial Entity ☐ Passive Non-Financial Entity

Only if the entity is classified as a **Passive Non-Financial Entity**, continue filling in the form below.

2. Is the entity registered for tax purposes in any country other than New Zealand? Yes ☐ No ☐

If **No**, proceed to question 3.

If **YES**, please provide the details below and continue to question 3: (please include all countries/jurisdictions in which the person is a tax resident)

Foreign Tax Number:	Country:
---------------------	----------

3. Are any controlling parties of the entity foreign tax residents? Yes ☐ No ☐

If **No**, no further action is required.

If **YES**, please provide details for each individual below: (please include all countries/jurisdictions in which the person is a tax resident)

Companies, Partnerships, other entity:

All directors, partners and shareholders that hold more than 25% ownership of the company or partnership and any other individual who has effective control.

Trusts:

All Trustees, settlors, appointors, Executors, beneficiaries who have received a distribution and any other individual who has effective control.

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

Legal Full Name:	Date of Birth:	Country of foreign tax residence:	Foreign Tax Number:
Residential Address:			Country of birth:

We are unable to provide tax advice, if you are unsure about your tax residency status please contact your local tax authority (Inland Revenue in NZ) or speak with a professional tax advisor. For more information about the international tax compliance regulations you can search 'FATCA' or 'CRS' on the **New Zealand Inland Revenue Website**.

CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY

OYSTER®

**Only complete this if you are applying on behalf of
someone for whom you hold a Power of Attorney.**

I, (Name of Attorney)

Of (Address of Attorney) (Attorney's Occupations)

Hereby certify

That I am the Attorney of:

(Donor) _____

of (address)

Given to me by him/her/them (a certified copy of which is
attached to this application form) ('Power of Attorney').

THAT I have executed the application for subscription on the
face of this form as Attorney under that Power of Attorney and
pursuant to the powers thereby conferred upon me.

THAT at the date of this certificate I have not received any
notice or information of the revocation of that Power of
Attorney by the death or winding up of the Donor or otherwise.

Signed (Attorney) _____

Dated _____



The logo features the word "OYSTER" in a bold, white, sans-serif font. A small registered trademark symbol (®) is positioned at the top right of the letter "R".

OYSTER[®]

OYSTER PROPERTY GROUP

Level 18, 55 Shortland Street, Auckland PO Box 8302,
Symonds Street 1150 Auckland, New Zealand
Ph. +64 9 632 1287
oyster.management@oystergroup.co.nz

OYSTER-INDUSTRIAL.CO.NZ