

Investore senior secured fixed rate bonds Summary of terms and conditions

KEY TERMS

Issuer	Investore Property Limited Level 12 34 Shortland Street Auckland 1010	Registrar	Computershare Investor Services Limited Level 2 159 Hurstmere Road Takapuna Auckland 0622
Issue Date	Wednesday, 18 April 2018	Tenor	6 years
Maturity Date	Thursday, 18 April 2024	Quotation	The Bonds are quoted on the NZX Debt Market with the ticker code IPL010
Principal Amount of each IPL010 Bond	\$1.00	Number of IPL010 Bonds issued	100,000,000
Interest Rate	4.40 percent per annum	Record Date	5.00pm on the date that is 10 days before the relevant scheduled Interest Payment Date. If the record date falls on a day which is not a Business Day, the record date will be the immediately preceding Business Day
Interest Payment Dates	Quarterly in arrear on 18 January, 18 April, 18 July and 18 October each year (or if that scheduled day is not a Business Day, the next Business Day) until and including the Maturity Date	Security	The Bonds are secured by first ranking mortgages granted by Investore over its properties and by security interests over Investore's other assets under the General Security Deed (subject to limited exceptions)
First Interest Payment Date	Wednesday, 18 July 2018	Minimum holding	\$5,000 and multiples of \$1,000 thereafter

SUMMARY OF TERMS AND CONDITIONS

General

This statement is a summary only of the principal terms and conditions for the issue of senior secured fixed rate bonds (**Bonds**) by Investore. For full details see the terms and conditions of the Bonds in The Master Trust Deed, as supplemented by the Series Supplement, each dated 2 March 2018 between Investore and Public Trust as the supervisor (together, the **Trust Documents**).

The Bonds are issued pursuant to the Trust Documents and the registered Product Disclosure Statement dated 5 March 2018 for the offer of the Bonds (the **PDS**). Investore has passed a board resolution dated 1 March 2018 approving the issuance of the Bonds. The Trust Documents were validly executed by the Board of Directors of Investore.

Copies of the Trust Documents can be obtained from Investore's website, www.investoreproperty.co.nz, or from the Offer Register at www.companiesoffice.govt.nz/disclose (OFR12328).

Capitalised terms not defined in this statement have the meanings given to them in the Trust Documents or the PDS.

SUMMARY OF TERMS AND CONDITIONS (CONTINUED)

Status and Ranking of Bonds

The Bonds are senior secured, interest bearing debt obligations of Investore. The Bonds rank equally and without preference among themselves. The Bonds benefit (on an equal ranking basis with other secured creditors, including Investore's bank lenders and any future secured creditors) from mortgages over real property granted from time to time by Investore and by security interests over Investore's other assets under a General Security Deed (subject to limited exceptions). In the liquidation of Investore, the claims of the senior secured creditors will (by virtue of that security) rank ahead of all other creditors of the relevant security provider other than certain statutorily preferred creditors.

Security

The Bonds are secured by first ranking Mortgages granted by Investore over its properties and by security interest over Investore's other assets under a General Security Deed (subject to limited exceptions). The mortgages are first ranking security in respect of the mortgaged properties. There is no limit on the amount of Investore's borrowings that may be secured under the mortgages and the General Security Deed, except that Investore is subject to a loan to value ratio covenant which restricts the amount of Investore's secured borrowings, as described below. The Bonds are not the only amounts secured by the Mortgages and the General Security Deed. The Mortgages and the General Security Deed also secure amounts owed to other creditors under certain other financial documents, including bank facilities. A Security Trustee holds the Mortgages and security interests under the General Security Deed for all creditors entitled to their benefit. All properties owned by Investore are Mortgaged Properties.

Loan to Value Ratio covenant

The Loan to Value Ratio under the Trust Deed limits the ability of Investore to borrow money which is secured by the Mortgages and the General Security Deed to no more than 65% of the total value of the Mortgaged Properties.

No Guarantee

The Bonds are not guaranteed by any person. Investore as the issuer is solely responsible for repaying, and paying interest on, the Bonds.

Interest

The Bonds pay a fixed rate of interest at the Interest Rate specified above from the Issue Date until the Maturity Date.

Interest is paid quarterly in arrear in equal amounts on each Interest Payment Date. If an Interest Payment Date falls on a weekend or public holiday, payment is made on the next Business Day without adjustment or further payment as a result thereof.

Each interest payment is made to the relevant Bondholder on the Register as at 5pm on the Record Date, which is 10 days prior to the relevant Interest Payment Date (whether or not the Interest Payment Date is on a Business Day or not). Should a Record Date fall on a weekend or public holiday, the relevant interest payment is made to the Bondholder on the Register on the previous Business Day.

Redemption

The Principal Amount of the Bonds will be repaid by Investore on the Maturity Date, Thursday, 18 April 2024.

Neither you nor Investore are able to redeem the Bonds before the Maturity Date. However, Investore may be required to repay the Bonds early if there is an Event of Default as set out in clause 12.1 of the Master Trust Deed.

Transfers of Bonds

Each holder of Bonds must hold a minimum Principal Amount of \$5,000 and multiples of \$1,000 thereafter. Investore may decline to accept or register a transfer of the Bonds if the transfer would result in the transferor or the transferee holding or continuing to hold Bonds with a Principal Amount of less than \$5,000 (if not zero) or if the transfer is not in multiples of \$1,000. NZX has provided Investore with approval under Listing Rule 11.1.5 to permit these transfer restrictions.

Trustee

A Security Trustee (New Zealand Permanent Trustees Limited) holds the Mortgages and General Security Deed for all creditors entitled to their benefit, including the Supervisor of the Bonds and the Bondholders and Investore's banking syndicate members and their agent. It is possible that further creditors will become entitled to the benefit of the Mortgages and the General Security Deed in the future. In most circumstances the Security Trustee must act in accordance with instructions of the majority of those creditors who have the benefit of the Mortgages and the General Security Deed. As a majority of creditors is determined by respective credit exposures (which, depending on the circumstances may be based on principal amount lent, or facility limits), Investore's banks currently constitute the majority creditors for the purpose of giving instructions to the Security Trustee.

Supervisor

A Bondholder is not able to enforce its rights under the Bonds or under the security arrangements directly, and must enforce these rights through the Supervisor (Public Trust). However, Bondholders can enforce rights directly against Investore if the Supervisor is obliged to enforce but has failed to do so.