



ASX Announcement

Arena REIT General Meeting Chairman's Address

9 December 2013

12.00pm

Chairman's address

Good afternoon ladies and gentlemen and welcome to a meeting of investors of Arena REIT. My name is David Ross and I am the Independent Chairman of the Board of Directors of Arena Investment Management Limited and I have been appointed as the chairman of today's meeting.

The time is now 12 pm and a quorum is present. I therefore declare the meeting open. I am joined today by my fellow non-executive director Simon Parsons, and Joint Managing Directors James Goodwin and Bryce Mitchelson, as well as members of the senior management team.

As you are aware, Arena Investment Management Limited acts as the responsible entity of Arena REIT. For ease of reference I will refer to Arena Investment Management Limited simply as 'Arena'.

I ask that you switch your mobile phones to silent. Investors or proxy holders holding green cards are permitted to vote and ask questions at this meeting. Investors holding orange cards are permitted to ask questions but not to vote. Holders of white cards are not permitted to vote or ask questions at this meeting.

Why has the meeting been convened?

Today's meeting has been convened to consider two special resolutions. Resolution 1 is to approve a proposal to staple units in Arena REIT to units in Sydney HealthCare Trust such that Sydney HealthCare Trust and Arena REIT will operate as a combined group listed on ASX. Resolution 2 is to approve general changes to the constitution of Arena REIT to reflect its transition to a listed entity.

I am pleased to report that the investors of Sydney HealthCare Trust have this morning approved the Stapling Proposal, which is one of the conditions to the Proposal proceeding.

Ladies and gentlemen, as you have all received a copy of the Notice of Meeting and Explanatory Memorandum I propose to take these documents as read.

Because the two resolutions involve making amendments to the constitution of Arena REIT, I now table copies of the Ninth Supplemental Deed and Tenth Supplemental

Deed which have been signed for the purposes of identification. The Tenth Supplemental Deed will be executed if Resolution 1 is approved. The Ninth Supplemental Deed will be executed if Resolution 2 is approved but Resolution 1 is not.

Agenda

I will now briefly run through the agenda for today's meeting. First, Arena's Joint Managing Director James Goodwin will give a presentation on the Stapling Proposal.

We will then take questions on the presentation and the proposed resolutions before we move to the formal business of the meeting, being consideration and voting on the two resolutions to which I have already referred.

Management Presentation

I will now hand over to James for his presentation.

[Management presentation]

Questions

Before moving to the formal business of the meeting, are there any questions from holders of orange or green cards? If you do have a question I ask that you raise your hand and state your name.

[Questions]

If there are no more questions I will now move to the formal business of the meeting.

Formal Business

The formal business is concerned with 2 special resolutions to approve the Stapling Proposal and the General Constitutional Changes. Details in relation to the resolutions were included in the Explanatory Memorandum accompanying the Notice of Meeting.

The Directors of Arena unanimously recommend that investors vote in favour of both resolutions. Moore Stephens, the independent expert who considered the Stapling Proposal, has opined that Arena REIT investors will be better off if the Stapling Proposal is implemented than if it is not, and that it is in the best interests of, and fair and reasonable to, Arena REIT investors.

I will now propose both Resolutions 1 and 2 before displaying the proxy votes received by Arena and then proceeding to a poll on each resolution.

Being special resolutions, each of resolutions 1 and 2 will be passed if 75% or more of the votes cast by investors present (in person or by proxy) and eligible to vote are cast in favour of the particular resolution.

Resolution 1: Stapling Proposal Resolution

Resolution 1 is a special resolution and is as follows:

"Subject to the passing of the SHCT Stapling Resolution, the ARF Constitution be amended (in accordance with section 601GC(1)(a) of the Corporations Act 2001 (Cth)) in accordance with the draft constitution submitted to the meeting, marked the "Tenth Supplemental Deed" and signed by the Chairman of the Meeting for the purposes of identification, with effect on and from the Effective Time and that the responsible entity of ARF be authorised execute and lodge with the Australian Securities and Investments Commission a supplemental deed to give effect to these amendments to the ARF Constitution and to undertake all necessary actions to implement the Stapling Proposal by effecting the Transaction Steps as set out in this Document."

Resolution 2: General Constitutional Changes Resolution

Resolution 2 is a special resolution and is as follows:

"If the Stapling Resolution is not approved, the ARF Constitution be amended (in accordance with section 601GC(1)(a) of the Corporations Act 2001 (Cth)) in accordance with the draft constitution submitted to the meeting, marked the "Ninth Supplemental Deed" and signed by the Chairman of the Meeting for the purposes of identification, with effect on and from the Effective Time and that the responsible entity of ARF be authorised to execute and lodge with the Australian Securities and Investments Commission a supplemental deed to give effect to these amendments to the ARF Constitution."

Proxy Voting Results

I advise that proxy voting results for Resolution 1 are as follows:

- 96,900,789 votes representing 91.65 percent of eligible votes cast have been cast in favour
- 1,671,272 votes representing 1.58 percent of eligible cast votes are undirected
- 7,160,414 votes representing 6.77 percent of eligible votes cast have been cast against.

Of the 1,671,272 undirected proxy votes for Resolution 1, I hold 1,628,169 votes as Chairman. As disclosed in the notice of meeting, I will cast these votes in favour of Resolution 1. Therefore the total eligible proxy votes cast in favour will be at least 98,528,958 votes, representing 93.19% of all eligible votes cast by proxy.

I advise that proxy voting results for Resolution 2 are as follows:

- 96,525,624 votes representing 91.33 percent of eligible votes cast have been cast in favour
- 2,095,346 votes representing 1.98 percent of eligible votes cast are undirected
- 7,075,479 votes representing 6.69 percent of eligible votes cast have been cast against.

Of the 2,095,346 undirected proxy votes for Resolution 2, I hold 2,052,243 votes as Chairman. As disclosed in the notice of meeting, I will cast these votes in favour of Resolution 2. Therefore the total eligible proxy votes cast in favour will be at least 98,577,867 votes, representing 93.27% of all eligible votes cast by proxy.

Voting procedures

I will now put both resolutions to a poll as required by the Corporations Act, following which the votes will be counted. Following the counting of votes I will announce the outcome of the polls.

I appoint James Barrie of Arena's registrar Boardroom to be the Returning Officer and Scrutineer for these polls.

Each eligible investor or proxy holder should have received a green voting card on registration. For your votes to be counted in these polls you must now complete your voting cards. Please note that visitors holding white cards and investors holding orange cards are not entitled to vote on the polls. The sum of the votes cast for and against the resolution must not exceed your voting entitlements.

If a proxy holder has been directed to vote in a particular manner, by completing the green voting card the proxy holder will be deemed to have voted in accordance with those directions.

Please ask James if you have any questions in relation to completing your voting card. Once you have completed your voting card, please place it in the box that will be brought around.

Counting of votes

We will now pause for the counting of votes. Please help yourself to tea or coffee in the foyer. If you prefer not to wait for the counting to be completed, the results of the polls will be announced to ASX after the close of the meeting and will also be available on Arena's website.

[Pause for vote counting]



Final Voting Results

Ladies and gentlemen the votes have now been counted and the results are displayed on the screen.

[Chair to announce results]

Meeting close

I declare the meeting closed and would like to thank all investors for attending.