

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Aventus Capital Limited (ACN 606 555 480) as the responsible entity (**Aventus**) of the Aventus Retail Property Fund (ARSN 608 000 764) (**Fund**)

ACN/ABN/ACSN

Aventus – ACN 606 555 480
Fund - ARSN 608 000 764

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully paid securities, comprising one unit in the Fund (Securities).
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2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	<ol style="list-style-type: none"> 1. Issued – 69,676,059 new Securities pursuant to the institutional tranche of the accelerated pro-rata non renounceable entitlement offer announced to ASX on 30 May 2017. 2. Issued – 1,825,395 new Securities pursuant to the early retail tranche of the accelerated pro-rata non-renounceable entitlement offer announced to ASX on 30 May 2017. 3. Expected to be issued on Friday, 30 June 2017 – 21,031,732 new Securities pursuant to the retail tranche of the accelerated pro-rata non-renounceable entitlement offer announced to ASX on 30 May 2017.
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	The new Securities will be on the same terms as existing Securities on issue, except that they will not be eligible to receive the distribution for the quarter ending 30 June 2017 (expected to be approximately 4c per unit), as set out in 4 below.
4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	The new Securities will be on the same terms as existing Securities on issue except that they will not be eligible to receive the distribution for the quarter ending 30 June 2017 (expected to be approximately 4 cents per unit). These Securities will trade under a separate ASX ticker (“AVNN”) until Thursday, 29 June 2017 (being the relevant distribution ‘ex’ date).
5	Issue price or consideration	A\$2.32 per new Security.

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds received from the Entitlement Offer will be used to part fund the acquisition of two large format retail shopping centres.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Not applicable.
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of +securities issued under an exception in rule 7.2	Not applicable.
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable.

6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.				
6i	Calculate the entity’s remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable.				
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	<p>The issue date for the new Securities under the institutional tranche of the Entitlement Offer (and early retail tranche of the Entitlement Offer) is Wednesday, 14 June 2017.</p> <p>The proposed issue date for the remainder of the retail tranche of the Entitlement Offer is Friday, 30 June 2017.</p>				
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>490,421,802</td><td>Security.</td></tr></table>	Number	+Class	490,421,802	Security.
Number	+Class					
490,421,802	Security.					
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>Nil.</td><td>Nil.</td></tr></table>	Number	+Class	Nil.	Nil.
Number	+Class					
Nil.	Nil.					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same distribution entitlements as existing Securities (except that new Securities will not be eligible to receive the distribution for the quarter ending 30 June 2017 (expected to be approximately 4c per unit), as set out in 4 above).				

Part 2 - Pro rata issue

+ See chapter 19 for defined terms.

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	1 new Security for every 4.3 existing Securities held at the Record Date for the Entitlement Offer.
14	⁺ Class of ⁺ securities to which the offer relates	Securities.
15	⁺ Record date to determine entitlements	7.00pm (Sydney time), Thursday, 1 June 2017
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Any fractions arising in the calculation of entitlements will be rounded up to the next highest whole number of new Securities
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	For the institutional tranche of the Entitlement Offer, all countries other than Australia, New Zealand, Hong Kong, Singapore and Switzerland and any other jurisdictions as agreed between Aventus and the underwriters. For the retail tranche of the Entitlement Offer, all countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	The closing date for acceptances under the institutional tranche of the Entitlement Offer was Tuesday, 30 May 2017. The closing date for acceptances under the early retail tranche of the Entitlement Offer was Friday, 9 June 2017. The closing date for acceptances under the remainder of the retail tranche of the Entitlement Offer is Friday, 23 June 2017.

20	Names of any underwriters	Macquarie Capital (Australia) Limited ABN 79 123 199 548 (Macquarie) and UBS AG, Australia Branch ABN 47 088 129 613 (UBS).
21	Amount of any underwriting fee or commission	<p>2.0% of the proceeds of the Entitlement Offer (comprising a 1.6% underwriting fee and a 0.4% management fee). In addition, the underwriters may be entitled to an additional incentive fee equal to 0.25% of the proceeds of the Entitlement Offer (payable at Aventus' sole discretion).</p> <p>For the avoidance of doubt, the underwriting fee is not payable in respect of the proceeds of the Entitlement Offer attributable to participation by the major unitholders in the Fund (being entities associated with Brett Blundy and Ray Itaoui)</p>
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No product disclosure statement is being prepared. A Retail Entitlement Offer Booklet and Entitlement and Acceptance Form was sent to retail securityholders on Tuesday, 6 June 2017.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.

+ See chapter 19 for defined terms.

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| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | Not applicable. |
| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not applicable. |
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? | Not applicable. |
| 33 | ⁺ Issue date | <p>The issue date for the institutional tranche of the Entitlement Offer (and early retail tranche of the Entitlement Offer) is Wednesday, 14 June 2017</p> <p>The proposed issue date for the remainder of the retail tranche of the Entitlement Offer is Friday, 30 June 2017.</p> |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ☒ ⁺Securities described in Part 1
- (b) ☐ All other ⁺securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	Not applicable.	
39	+Class of +securities for which quotation is sought	Not applicable.	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not applicable.	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	Not applicable.	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	N/A

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 14 June 2017

Company secretary

Print name: Mary Weaver

+ See chapter 19 for defined terms.