

# NOTICE OF GENERAL MEETINGS AND EXPLANATORY MEMORANDUM TO SECURITYHOLDERS



## **Date of General Meetings**

Wednesday, 11 December 2019

## **Time of General Meetings**

10:00 AM (AEDT)

## **Place of General Meetings**

APN Property Group Ltd  
Level 30, 101 Collins Street, Melbourne VIC 3000

## **A Proxy Form is enclosed**

Please read this Notice of General Meetings and Explanatory Memorandum carefully.

If you are unable to attend the General Meetings please complete and return the enclosed Proxy Form in accordance with the specified directions.

**APN** | Convenience Retail REIT

Convenience Retail REIT No. 1 (ARSN 101 227 614)  
Convenience Retail REIT No. 2 (ARSN 619 527 829)  
Convenience Retail REIT No. 3 (ARSN 619 527 856)



# APN Convenience Retail REIT

Convenience Retail REIT No. 1 (ARSN 101 227 614)

Convenience Retail REIT No. 2 (ARSN 619 527 829)

Convenience Retail REIT No. 3 (ARSN 619 527 856)

## NOTICE OF GENERAL MEETINGS

Notice is given that General Meetings of Securityholders of APN Convenience Retail REIT, comprising Convenience Retail REIT No. 1 (ARSN 101 227 614), Convenience Retail REIT No. 2 (ARSN 619 527 829) and Convenience Retail REIT No. 3 (ARSN 619 527 856) (together, the **Trusts**), will be held at APN Property Group Limited, Level 30, 101 Collins Street, Melbourne VIC 3000 on Wednesday, 11 December 2019 at 10:00 AM (AEDT) for the purpose of transacting the following business referred to in this Notice of General Meetings. The units in the Trusts are stapled together and are quoted jointly on the ASX. As such, the meetings for the Trusts will be held together simultaneously, subject to the discretion of the Chair of the General Meetings to adjourn or reconvene any specific General Meeting, if required.

This Notice of General Meetings is issued by APN Funds Management Limited (ACN 080 674 479) in its capacity as responsible entity for APN Convenience Retail REIT.

Terms and abbreviations are defined in the Glossary at the end of this Notice of General Meetings and Explanatory Memorandum.

For further information please refer to the Explanatory Memorandum which accompanies and forms part of this Notice of General Meetings.

The Responsible Entity intends to appoint Independent Director, Michael Johnstone, to act as Chair of the General Meetings in accordance with the Corporations Act.

## AGENDA

### Resolution 1 - Ratification of placement to investors under Listing Rule 7.1

To consider and, if thought fit to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Securityholders ratify the issue of 11,209,871 Securities (at an issue price of \$3.39 per Security) to various sophisticated and professional investors on 18 October 2019 under APN Convenience Retail REIT’s 15% placement capacity under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting exclusion statement:** APN Convenience Retail REIT will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue the subject of Resolution 1; or
- (b) an Associate of that person.

However, APN Convenience Retail REIT need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meetings as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## How to vote

Securityholders can vote by either:

- attending the General Meetings and voting in person or by attorney or, in the case of corporate Securityholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of General Meetings and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or mobile device or by facsimile.

### Voting in person (or by attorney)

Securityholders, or their attorneys, who plan to attend the General Meetings are asked to arrive at the venue 15 minutes prior to the time designated for the General Meetings, if possible, so that their holding may be checked against APN Convenience Retail REIT's security register and their attendance recorded. To be effective a certified copy of the power of attorney, or the original power of attorney, must be received by APN Convenience Retail REIT in accordance with the instructions on the Proxy Form and in the same manner, and by the same time as outlined for Proxy Forms below.

### Voting by a corporation

A Securityholder that is a corporation may appoint an individual to act as its representative and vote in person at the General Meetings. The representative should bring to the General Meetings evidence of his or her appointment, including any authority under which it is signed in accordance with the instructions on the Proxy Form.

### Voting by proxy

- A Securityholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the General Meetings.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Securityholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Securityholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice of General Meetings, be proposed

at the General Meetings, a proxy may vote on that resolution as they think fit.

- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Securityholder's behalf on the poll and the Securities that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Securityholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the General Meetings as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the General Meetings, the Chair of the General Meetings will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the General Meetings, the secretary or any director of the Responsible Entity that do not contain a direction how to vote will be used, where possible, to support the Resolution proposed in this Notice of General Meetings, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to the proposed Resolution. However, in exceptional circumstances, the Chair of the General Meetings may change his voting intention, in which case an ASX announcement will be made. These rules are explained in this Notice of General Meetings.
- To be effective, proxies must be received by 10:00 AM (AEDT time) on Monday, 9 December 2019. Proxies received after this time will be invalid.
- Proxies forms can be delivered:
  - in person to Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000;
  - by post to APN Convenience Retail REIT  
C/-Link Market Services Limited  
Locked Bag A14 Sydney South NSW 1235 Australia;
  - online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)  
Step 1: Select Investor Login from the right hand menu  
Step 2: Select APN Convenience Retail REIT as the issuer  
Step 3: Enter your Holder Identifier (which appears under the barcode on the front of your Proxy Form) and your postcode or country  
Step 4: Enter the security code, tick the

box to accept the terms and conditions and click "Login"  
Step 5: Select "Voting" from the top menu and follow the prompts to lodge your Proxy;

- by mobile device by following the instructions on the Proxy Form;
  - by fax +61 2 9287 0309.
- The Proxy Form must be signed by the Securityholder or the Securityholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by APN Convenience Retail REIT (via its security registry) at the above address, or by facsimile, and by 10:00 AM (AEDT time) on Monday, 9 December 2019. If facsimile transmission is used, the power of attorney must be certified.

#### **Securityholders who are entitled to vote**

The board of the Responsible Entity has determined that a person's entitlement to vote at the General Meetings will be the entitlement of that person set out in the Register of Securityholders as at 7:00 PM (AEDT time) on Monday, 9 November 2019.

The Responsible Entity and its associates are not entitled to vote on a resolution if they have an interest in the resolution or matter other than as a Securityholder in accordance with section 253E of the Corporations Act.

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Securityholders with sufficient information to assess the merits of the Resolution contained in the accompanying Notice of General Meetings.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

## **RESOLUTION 1 – RATIFICATION OF ISSUE OF SECURITIES TO VARIOUS SOPHISTICATED AND PROFESSIONAL INVESTORS UNDER ASX LISTING RULE 7.1**

On 18 October 2019, each of the Trusts issued 11,209,871 Securities (at an issue price of \$3.39 per Security) through an institutional placement to institutional investors. Securityholders are asked to approve the issue of Securities for the purposes of Listing Rule 7.4.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Securityholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. Resolution 1 seeks ratification under Listing Rule 7.4 of the issue of 11,209,871 Securities made on 18 October 2019 in order to restore the ability of APN Convenience Retail REIT to issue further Securities within the 15% limit during the next 12 months. The approval of the issue of stapled securities to institutional investors, by passing Resolution 1, will exclude the issue for the purposes of calculating the number of Securities that may be issued in a 12 month period as set by the Listing Rules. The approval will provide flexibility for APN Convenience Retail REIT to undertake fundraising in the future, as opportunities arise, by maximising the number of Securities that can be issued over the next 12 months without further approval from Securityholders.

The following information in relation to the Securities is provided to Securityholders for the purposes of Listing Rule 7.5:

- (a) number of Securities issued: 11,209,871;
- (a) price at which the Securities were issued: \$3.39 per Security;
- (b) terms of the Securities: the Securities issued rank equally in all respects with the existing Securities on issue;
- (c) basis on which allottees of the Securities were determined: the Securities were allotted to professional and sophisticated investors who participated in the institutional placement as determined by APN Convenience Retail REIT, in consultation with Moelis Australia Advisory Pty. Ltd., in accordance with the objectives of the offer; and
- (d) the use (or intended use) of the funds raised: to partly fund 13 service station and convenience retail properties in South Australia, Western Australia, Queensland and Northern Territory.

The board of the Responsible Entity recommend that Securityholders vote in favour of Resolution 1.

## **GLOSSARY**

**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice of General Meetings.

**Listing Rules** means the ASX Listing Rules.

**General Meetings** means the General Meetings convened by the Notice of General Meetings.

**Notice of General Meetings** means this Notice of General Meetings.

**Proxy Form** means the proxy form accompanying this Notice of General Meetings.

**Resolution** means a resolution contained in this Notice of General Meetings.

**Responsible Entity** means APN Funds Management Limited (ACN 080 674 479).

**Security** a stapled security comprising one unit in each of the Trusts.

**Securityholder** means a securityholder of APN Convenience Retail REIT from time to time.

**Trusts** means together, Convenience Retail REIT No. 1 (ARSN 101 227 614), Convenience Retail REIT No. 2 (ARSN 619 527 829) and Convenience Retail REIT No. 3 (ARSN 619 527 856).



**Responsible Entity**

**APN Funds Management Limited**

ACN 080 674 479 AFSL No 237500

Level 30, 101 Collins Street  
Melbourne Victoria 3000 Australia

**T** +61 (0) 3 8656 1000

**F** +61 (0) 3 8656 1010

**W** [apngroup.com.au](http://apngroup.com.au)



# APN | Convenience Retail REIT


Responsible Entity: APN Funds Management Limited  
ACN 080 674 479 AFSL 237500

## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
APN Convenience Retail REIT  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X999999999999**

## PROXY FORM

I/We being a member(s) of APN Convenience Retail REIT (AQR) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

**the Chairman of the Meetings (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meetings as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meetings, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the general meetings of AQR to be held at **10:00am (AEDT) on Wednesday, 11 December 2019 at the offices of APN Property Group, Level 30, 101 Collins Street, Melbourne, Victoria, 3000** (the Meetings) and at any postponement or adjournment of the Meetings.

**The Chairman of the Meetings intends to vote undirected proxies in favour of each item of business. If you wish to appoint the Chairman of the Meetings as your proxy with a direction to vote against, or to abstain from voting on a resolution, you must provide a direction by marking the "Against" or "Abstain" box opposite that resolution.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by AQR if they are signed and received no later than 48 hours before the Meetings.

Please read the voting instructions overleaf before marking any boxes with an


#### Resolutions

For    Against    Abstain\*

1    Ratification of placement to investors under Listing Rule 7.1

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

STEP 2

 \* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED TO ENABLE YOUR DIRECTIONS TO BE IMPLEMENTED

Securityholder 1 (Individual)

or Sole Director and Sole Company Secretary or attorney

Joint Securityholder 2 (Individual)

or Director/Company Secretary or attorney

Joint Securityholder 3 (Individual)

or Director or attorney

STEP 3

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**AQR PRX1901A**



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on AQR's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meetings as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meetings as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of AQR.

### DEFAULT TO CHAIRMAN OF THE MEETINGS

Any directed proxies that are not voted on a poll at the Meetings will default to the Chairman of the Meetings, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meetings will be voted in favour of the relevant resolution.

### VOTES ON RESOLUTIONS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark a box opposite each resolution, your proxy may vote as he or she chooses on that resolution. If you mark more than one box on a resolution your vote on that resolution will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meetings and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning AQR's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first proxy form and the second proxy form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint holding:** where the holding is in more than one name, either securityholder may sign.

**Power of attorney:** to sign under power of attorney, you must lodge the power of attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001* (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meetings the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission. A form of the certificate may be obtained from AQR's security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This proxy form (and any power of attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Monday, 9 December 2019**, being not later than 48 hours before the commencement of the Meetings. Any proxy form received after that time will not be valid for the scheduled Meetings.

Proxy forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

APN Convenience Retail REIT  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETINGS, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**