

Arena REIT

Appendix 4E

For the year ended 30 June 2020

Name of entity:

Arena REIT (ARF) comprising the securities of Arena REIT Limited, Arena REIT No.1 and Arena REIT No.2

ARSN:

Arena REIT No.1 (ARSN 106 891 641)
Arena REIT No.2 (ARSN 101 067 878)

ACN:

Arena REIT Limited (ACN 602 365 186)

Reporting period

This report details the consolidated results of Arena REIT for the year ended 30 June 2020. Arena REIT is a stapled security comprising Arena REIT Limited, Arena REIT No.1 and Arena REIT No.2.

Results for announcement to the market

All comparisons are to the year ended 30 June 2019.

				\$A'000
Total income from ordinary activities	Up	13%	to	92,684
Profit from ordinary activities after tax attributable to Arena REIT stapled group investors	Up	29%	to	76,641
Net profit for the year attributable to Arena REIT stapled group investors	Up	29%	to	76,641

Distributions

Quarter	Cents per security	Paid/Payable
September Quarter	3.5750	7 November 2019
December Quarter	3.5750	6 February 2020
March Quarter	-	-
June Quarter	6.8500	6 August 2020
Total	14.0000	

Net assets per security

	Consolidated	
	30 June 2020	30 June 2019
Net asset value per ordinary security	\$2.22	\$2.10

This information should be read in conjunction with the 2020 Annual Financial Report of Arena REIT and any public announcements made during the year in accordance with the continuous disclosure requirements of the *Corporations Act 2001* and Listing Rules.

This report is based on the Arena REIT 30 June 2020 financial statements which have been audited by PricewaterhouseCoopers. The Independent Auditor's Report provided by PricewaterhouseCoopers is included in the 30 June 2020 financial statements.

Signed:

A handwritten signature in black ink, appearing to read "David Ross". The signature is written in a cursive style with a large initial 'D'.

David Ross
Chair
13 August 2020

Arena REIT

ARSN 106891641

Financial Report 30 June 2020

Arena REIT

ARSN 106 891 641

Financial Report

30 June 2020

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These financial statements cover Arena REIT (the 'Group') comprising Arena REIT No. 1, Arena REIT No. 2, Arena REIT Limited, and their controlled entities. The financial statements are presented in Australian currency.

The Responsible Entity of Arena REIT No. 1 and Arena REIT No. 2 (the 'Trusts') is Arena REIT Management Limited (ACN 600069761). The Responsible Entity's registered office is:

Level 5, 41 Exhibition Street
Melbourne VIC 3000

Directors' report

The directors of Arena REIT Limited ('ARL') and Arena REIT Management Limited ('ARML'), the Responsible Entity of Arena REIT No. 1 and Arena REIT No. 2 (the 'Trusts'), present their report together with the financial statements of Arena REIT for the year ended 30 June 2020. The financial report covers ARL, Arena REIT No. 1 ('ARF1'), Arena REIT No. 2 ('ARF2'), and their controlled entities.

ARF1, ARF2 and ARL are separate entities for which the units and shares have been stapled together to enable trading as one security. The units of ARF1, ARF2 and shares of ARL cannot be traded separately. None of the stapled entities controls any of the other stapled entities, however for the purposes of statutory financial reporting the entities form a consolidated group.

Directors

The following persons held office as directors of ARL during the financial year and up to the date of this report:

David Ross (Chair) (Independent, non-executive)
 Rosemary Hartnett (Independent, non-executive) (appointed 13 August 2019)
 Simon Parsons (Independent, non-executive)
 Dennis Wildenburg (Independent, non-executive)
 Rob de Vos (Executive)

The following persons held office as directors of ARML during the financial year and up to the date of this report:

David Ross (Chair) (Independent, non-executive)
 Rosemary Hartnett (Independent, non-executive) (appointed 13 August 2019)
 Simon Parsons (Independent, non-executive)
 Dennis Wildenburg (Independent, non-executive)
 Rob de Vos (Executive)
 Gareth Winter (Executive)

Principal activities

Arena REIT invests in a portfolio of investment properties and is listed on the Australian Securities Exchange under the code ARF.

There were no changes in the principal activities of the Group during the year.

Distributions to securityholders

The following table details the distributions to securityholders declared during the financial year:

	2020	2019	2020	2019
	\$'000	\$'000	cps	cps
September quarter	10,694	9,138	3.575	3.375
December quarter	10,726	9,157	3.575	3.375
March quarter	-	9,179	-	3.375
June quarter	22,419	9,832	6.850	3.375
Total distributions to securityholders	43,839	37,306	14.000	13.500

Operating and financial review

The Group operates with the aim of generating attractive and predictable distributions for securityholders with earnings growth prospects over the medium to long term.

The Group's strategy is to invest in property underpinned by relatively long leases and in sectors with supportive macro-economic trends. The Group will consider investment in sectors with the required characteristics, which may include:

- Early learning / childcare services;
- Healthcare - including medical centres, diagnostic facilities, hospitals, aged care and associated facilities;
- Education - including schools, colleges and universities and associated facilities.

In preparing its financial statements, the Group has considered the current and ongoing impact of the COVID-19 pandemic has on its business operation and key estimates. Lockdowns in response to COVID-19 impacted on the Group's tenant partners through reduced ELC occupancies and medical centre visitation.

During the period March to June 2020, the COVID-19 pandemic did not have a material impact on the Group as all of the Group's properties remained open and in operation and Government support was provided to the tenants. The introduction of the National Cabinet Mandatory Code of Conduct created a set of guiding principles for the Group to support eligible tenants whose operations were negatively impacted by COVID-19 in the form of rental relief in proportion to the reduction in trade resulting from COVID-19. As of the date of this report, all rent relief agreements with tenant partners have been reached where justified. Refer to note 7 for more information on the Group's receivables portfolio.

The uncertainty of the impact of COVID-19 has been considered in the valuation of investment properties, with the entire operating property portfolio being subject to independent valuation at 30 June 2020. Refer to note 8 for more information on the Group's valuation approach. The Group has also assessed the impact of COVID-19 on its carrying values of other assets and liabilities. Specific areas of assessment include the measurement and classification of trade receivables (note 7), recoverability of the carrying amount of goodwill (note 9) and associated disclosures within the financial statements.

Key financial metrics

	30 June 2020	30 June 2019	Change
Net profit (statutory)	\$76.6 million	\$59.3 million	29%
Net operating profit (distributable income)	\$43.8 million	\$37.7 million	16%
Distributable income per security	14.55 cents	13.80 cents	5%
Distributions per security	14.00 cents	13.50 cents	4%

Total assets	\$1,012.6 million	\$825.7 million	23%
Investment properties	\$914.0 million	\$798.3 million	14%
Borrowings	\$215.0 million	\$188.5 million	14%
Net assets	\$751.9 million	\$610.3 million	23%
NAV per security	\$2.22	\$2.10	6%
Gearing *	14.8%	22.1%	-33%

* Gearing calculated as *Net Borrowings / Total assets less Cash*

FY20 highlights

- Net statutory profit was \$76.6 million, up 29% on the prior year. This is primarily due to the increased property income (FY20: \$53.8 million; FY19: \$48.7 million), increased gain from revaluation of investment properties (FY20: \$30.9 million; FY19: \$25.9 million) and decreased loss from revaluation of interest rate hedge derivatives compared to the prior year (FY20: \$4.1 million; FY19: \$8.6 million).
- Net operating profit was \$43.8 million, up 16% on the previous year, primarily driven by the increase in rental income and lower finance costs;
- COVID-19 Rent relief agreements were reached with all tenants where appropriate, resulting in 14% of contracted rent for 1 April to 30 June 2020 being deferred for future collection and 2% of rent abated. 71% of rent deferred in FY20 will be collected in FY21;
- Distributions for the year were 14.0 cents per security, up 4% on the prior year;
- NAV per security at 30 June 2020 was \$2.22, an increase of 6% on 30 June 2019. This was primarily due to an increase in the value of investment property, offset by the revaluation of the interest rate derivatives. The NAV calculation at 30 June 2020 includes the units issued pursuant to the SPP on 1 July 2020 (11,269,908) as the SPP settlement proceeds were received in June 2020;
- Gearing was 14.8% at 30 June 2020, down from 22.1% at 30 June 2019;
- The Group completed a fully underwritten Institutional Placement in June 2020, raising \$60 million through the issue of 26.3 million securities. In conjunction with the Institutional Placement, the Group offered a Security Purchase Plan (SPP) to eligible investors. \$24.92 million was raised through the issue of 11.2 million stapled securities; and
- The property portfolio increased with the addition of 14 Early Learning Centre ('ELC') development sites, 3 operational ELCs, and one medical centre. During the year, 3 ELC developments were completed and leases commenced; 5 operating ELC's were sold during the year with sale proceeds of \$13.3 million.

Financial results

	30 June	30 June
	2020	2019
	\$'000	\$'000
Property income	53,844	48,744
Other income	559	583
Total operating income	54,403	49,327
Property expenses	(530)	(360)
Operating expenses	(4,291)	(3,937)
Finance costs	(5,738)	(7,337)
Net operating profit (distributable income) *	43,844	37,693
Non-distributable items:		
Investment property revaluation and straight-lining of rent	36,926	32,362
Change in fair value of derivatives	(4,104)	(8,619)
Profit/(loss) on sale of investment properties	1,303	(223)
Transaction costs	(144)	(474)
Amortisation of equity-based remuneration (non-cash)	(1,155)	(1,169)
Other	(29)	(247)
Statutory net profit	76,641	59,323

* Net operating profit (distributable income) is not a statutory measure of profit

Financial results summary

	30 June 2020	30 June 2019
Net operating profit (distributable income) (\$'000)	43,844	37,693
Weighted average number of ordinary securities ('000)	301,421	273,055
Distributable income per security (cents)	14.55	13.80

- Net operating profit is the measure used to determine securityholder distributions and represents the underlying cash-based profit of the Group for the relevant period. Net operating profit excludes fair value changes from asset and derivative revaluations and items of income or expense not representative of the Group's underlying operating earnings or cashflow.
- The increase in net operating profit during the year is primarily due to:
 - Ongoing fixed annual rent increases and market rent reviews on the Group's property portfolio;
 - Commencement of rental income from the three ELC developments completed during the year;
 - Commencement of rental income following the acquisition of three operational ELC's and one medical centre during the year; and
 - The full year effect of acquisitions and developments completed during FY19.
- Non-distributable items primarily decreased due to a smaller loss on revaluation of interest rate hedges compared to the prior year.

Investment property portfolio

Key property metrics

	30 June 2020	30 June 2019
Total value of investment properties	\$914.0 million	\$798.3 million
Number of properties under lease	222	220
Development sites	17	6
Properties available for lease or sale	-	-
Total properties in portfolio	239	226

Portfolio occupancy	100%	100%
Weighted average lease expiry (WALE)	14.0 years	14.1 years

- The increase in the value of investment properties is primarily due to the addition of:
 - Property acquisition, development and capital expenditure of \$90.7 million; and
 - A net revaluation increment to the portfolio of \$36.9 million for the year, inclusive of straight-lining of rent accrual.
- Offset by the following investment property disposals during the year:
 - Five operating ELC's were sold during the year with sale proceeds of \$13.3 million.

Capital management

Equity

- During the year, 2.74 million securities were issued at an average price of \$2.81 to raise \$7.7 million of equity pursuant to the Distribution Re-investment Plan (DRP);
- On 5 June 2020, 26,315,790 securities were issued at a price of \$2.28 following the completion of a fully underwritten placement to institutional and professional investors;
- A Security Purchase Plan (SPP) was offered in June 2020 to eligible investors, in conjunction with the Institutional Placement. The SPP settlement proceeds of \$24.9 million were received in June 2020, noting the related 11,269,908 securities were issued on 1 July 2020.

Bank facilities & gearing

- The Group refinanced its syndicated debt facility during the year, increasing the facility limit by \$50 million to \$330 million. The Group's debt facility now comprises a \$130 million facility expiring 31 March 2023, a \$150 million facility expiring 31 March 2024 and a \$50 million facility expiring 31 March 2025, providing a remaining weighted average term of 3.5 years as at 30 June 2020;
- The balance drawn increased by \$26.5 million to fund acquisitions and development capital expenditure, offset by Institutional Placement proceeds;
 - Gearing was 14.8% at 30 June 2020 (30 June 2019: 22.1%);
 - The Group was fully compliant with all bank facility covenants throughout FY20 and as at 30 June 2020. At 30 June 2020 the Loan to Valuation Ratio was 23.59% (Covenant: 50%) and the Interest Cover Ratio was 6.65 times (Covenant: 2.0 times).

Interest rate management

- As at 30 June 2020, 80% of Arena REIT borrowings are hedged for a weighted average term of 4.7 years (2019: 82% for 4.8 years). The average swap fixed rate at 30 June 2020 is 2.20% (2019: 2.42%).

FY21 outlook

The Group has provided FY21 distribution guidance of 14.4-14.6 cents per security, which represents an increase of 3-4% on FY20.

FY21 distribution guidance is estimated on a status quo basis, assuming no new acquisitions or disposals, all developments in progress are completed in line with forecast assumptions, tenants comply with their existing or adjusted lease obligations and is based on Arena's current assessment of the future impact of COVID-19 pandemic (which is subject to a wide range of uncertainties) and assumes ongoing government support of the early learning sector.

Significant changes in state of affairs

In the opinion of the directors, other than the matters identified in this report, there were no significant changes in the state of affairs of the Group that occurred during the financial year.

Matters subsequent to the end of the financial year

In conjunction with the Institutional Placement, the Group offered a Security Purchase Plan (SPP) to eligible investors in June 2020. Whilst the settlement proceeds of \$24.9 million were received in June 2020, the issue of securities did not occur until 1 July 2020.

The effects of COVID-19 have continued to evolve including the Victorian government introducing further lockdowns in August 2020 and the introduction of a further package of support for affected ELC operators. The Group has continued to monitor the effects of COVID-19 post 30 June 2020 and has determined that there have been no matters arise which would require an adjustment to the financial statements as presented.

Likely developments and expected results of operations

The Group will continue to be managed in accordance with its existing investment objectives and guidelines.

The results of the Group's operations will be affected by a number of factors, including the performance of investment markets in which the Group invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Material business risks

The material business risks that could adversely affect the achievement of the Group's financial prospects are as follows. The Responsible Entity has in place a risk management framework under which it identifies, assesses, monitors and manages these risks.

COVID-19

The COVID-19 pandemic has had a significant impact on the Australian and global economy and the ability of individuals, companies and governments to operate. Events relating to COVID-19, have resulted in significant market volatility in securities trading on the ASX (including the price of ARF securities) and on other foreign securities exchanges.

There is uncertainty as to the duration, and further impact of COVID-19, including in respect of government, regulatory and health authority actions and restrictions, employment schemes, childcare support schemes, restrictions on quarantine, travel and public gatherings, and social distancing requirements on the economy, the ASX and wider securities markets, the Group and the tenants of the Group's properties.

These factors could have a major impact on the Group's operations, performance and growth. The Government's measures to limit the transmission of the virus (including, but not limited to, the aforementioned social distancing and quarantine policies, and restrictions on the operation of non-essential services) have resulted in major disruptions to business, the Australian and wider global economy. This has caused significant volatility in global financial markets.

The extent of the impact on the Group's operations, financial performance and cash flow is significantly dependent on future factors which are uncertain and outside of the control of the Group. These factors could have a material adverse effect on the overall economy and impact upon the Group's business and financial performance.

The significance of the impact of COVID-19 on the Group will largely depend upon the extent to which the Group's tenants, and their ability to pay rent, is impacted by COVID-19.

Concentration risk

The Group's property portfolio is presently 85% invested in ELCs and ELC development sites and 15% in healthcare assets. Adverse events to the early learning and/or healthcare property sectors may result in general deterioration of tenants' ability to meet their lease obligations and the future growth prospects of the portfolio.

As at 30 June 2020, 55% of the portfolio by income (excluding developments) is leased to the largest three tenants (Goodstart Early Learning Ltd 30%, Green Leaves Group Ltd 14%, and Healius Limited 11%). Any material deterioration in the operating performance of the Group's tenants may result in them not meeting their lease obligations which could reduce the Group's income and portfolio value if a suitable replacement cannot be found.

Tenant risk

The Group relies on tenants to generate its revenue. Tenants may be not for profit companies, private entities or listed public companies. If a tenant is affected by financial difficulties they may default on their rental or other contractual obligations which may result in loss of rental income and loss in value of the Group's properties. Typically, tenants are required to provide an unconditional and irrevocable bank guarantee, which must not expire until at least six months after the ultimate expiry date of the lease, for an amount generally equivalent to six months' rent (plus GST) as security for their performance under the lease. Refer to note 8(d) for further details on tenancy risk for the portfolio.

Macroeconomic risk

The operations and performance of the Group is influenced by the macroeconomic condition of the Australian and the wider global economy. A prolonged economic downturn and its related effects, including increasing rates of unemployment, could have a material adverse impact on the Group's business or financial performance.

Government policy risk and change in law

Childcare and healthcare operators rely heavily on government funding which, if reduced or otherwise modified, may adversely impact the underlying demand for these services and therefore tenants' ability to meet lease obligations and/or their demand for these properties. There is a risk that there may be material adverse changes in legislation, government policies or legal or judicial interpretation relating to the childcare and/or healthcare sectors.

Property valuations

Changes in the property market, especially changes in the valuation of properties and in market rents, may adversely affect the Group's financial performance and the price of ARF securities.

Information on directors

The directors at the date of this report are:

Name and position

David Ross, Independent Non-Executive Chair

Experience and qualifications

David has over 30 years' ASX listed company and corporate experience in the property and property funds management industries in Australia and overseas, including Global and US Chief Executive Officer Real Estate Investments and Chief Executive Officer Asia Pacific for Lend Lease, Chief Executive Officer for General Property Trust and Chief Operating Officer for Babcock and Brown. He is currently an independent non-executive Director at Charter Hall Group and was formerly a non-executive Director of Sydney Swans Foundation Limited.

David holds a Bachelor of Commerce from the University of Western Australia, an Associate Diploma in Valuation from Curtin University in Western Australia and is a fellow of the Australian Institute of Company Directors (FAICD).

Other current directorships: Charter Hall Group.

Former directorships in last 3 years: None.

Rosemary Hartnett, Independent Non-Executive Director

Rosemary was appointed Independent Non-Executive Director on 13 August 2019.

Rosemary has over 30 years' experience in the Australian property sector and extensive senior management experience in property finance and is the Chair and an independent director of ISPT Pty Ltd (ISPT) and a director of International Property Funds Management Pty Ltd (IPFM), ISPT's international property joint venture with IFM Investors Pty Ltd. Her former roles include senior property finance executive and a fund manager for trading and investment banks, including Macquarie Bank, ANZ and NAB.

Rosemary is a property valuer and was previously an independent director of Aconex and Wallara Australia and Chief Executive Officer of Housing Choices Australia, one of the country's leading registered housing associations.

Other current directorships: ISPT Pty Ltd, International Property Funds Management Pty Ltd.

Former directorships in last 3 years: Aconex Limited

Dr Simon Parsons, Independent Non-Executive Director

Simon has over 35 years' experience in the commercial property industry including former senior positions and directorships with Property Investment Research, Colliers International, Jones Lang Wootton (now Jones Lang LaSalle) and Parsons Hill Stenhouse.

Simon holds a Master of Science (Real Estate), a Master of Social Science (Environment & Planning), and a PhD in land use planning, public policy and land economics. He is a Fellow of both the Royal Institution of Chartered Surveyors (RICS) and the Australian Institute of Company Directors (FAICD).

Other current directorships: None.

Former directorships in last 3 years: None.

Dennis Wildenburg, Independent Non-Executive Director, Chair of Board Audit Committee

Dennis has over 35 years' experience in the financial services, funds management and property industries including senior management, board and compliance committee roles.

Dennis is a member of Chartered Accountants Australia and New Zealand (CA ANZ) and is a Fellow of the Australian Institute of Company Directors (FAICD).

Other current directorships: Investa Wholesale Funds Management Limited; ICPF Holdings Limited.

Former directorships in last 3 years: None.

Rob de Vos, Executive Director

Rob was appointed Managing Director of Arena on 19 February 2019.

Rob has over 20 years' experience in the real estate and property funds management industry including acquisitions, developments, funds management, portfolio management and strategy, with expertise across both traditional and specialised property assets.

Prior to joining Arena, Rob held senior roles with Jones Lang LaSalle, Becton Property Group and Ceramic Funds Management.

Rob is a licensed real estate agent (VIC) and holds diplomas in Financial Markets and Property Operations.

Other current directorships: None.

Former directorships in last 3 years: None.

Gareth Winter, Executive Director and Company Secretary

Gareth was appointed Chief Financial Officer of Arena in March 2012 and Executive Director of Arena REIT Management Limited in December 2014. Gareth was formerly a partner at PricewaterhouseCoopers and has over 25 years' professional experience.

Throughout his professional career Gareth specialised in advising the listed and unlisted property and infrastructure funds management sector on corporate finance, capital management, risk management, transaction structuring and financial systems and reporting.

Gareth is a member of the Chartered Accountants Australia and New Zealand (CA ANZ) and holds a Bachelor of Commerce.

Other current directorships: None.

Former directorships in last 3 years: None.

Meetings of directors

The number of meetings of the Responsible Entity's board of directors and of each board committee held during the year ended 30 June 2020, and the number of meetings attended by each director were:

	ARL Board		ARML Board		Audit Committee		Remuneration & Nomination Committee	
	A	B	A	B	A	B	A	B
David Ross	20	20	24	24	10	10	5	5
Rosemary Hartnett	17	16	21	20	8	8	3	3
Simon Parsons	20	19	24	23	10	10	5	4
Dennis Wildenburg	20	20	24	24	10	10	5	5
Rob de Vos	20	20	24	24	*	*	*	*
Gareth Winter	*	*	24	24	*	*	*	*

A - Number of meetings held during the time the director held office or was a member of the committee during the year.

B - Number of meetings attended.

** = Not a member of the relevant board/committee.*

Remuneration Report

The Board's Remuneration and Nomination Committee (Committee) presents the Remuneration Report which includes information on the remuneration arrangements for Arena's Key Management Personnel (KMP) for the year ended 30 June 2020. The report has been prepared and audited in accordance with the requirements of the Corporations Act and Regulations.

Governance

Who are the members of the Committee?	The Committee is comprised of the independent directors and is chaired by Mr David Ross.
What does the Committee do?	Advises the Board on remuneration policy and practices. The Committee also appoints remuneration advisers to review and advise on aspects of a remuneration policy and associated frameworks.
Who is included in the remuneration report?	The independent non-executive directors; and The Executive KMP: <ul style="list-style-type: none"> • Rob de Vos - Managing Director; and • Gareth Winter – Executive Director & Chief Financial Officer.

Key Committee Decisions and remuneration outcomes in FY20

Governance	<p>The Committee considered the guidance issued by the Australian Securities & Investments Commission in Information Sheet 245 "Board oversight of executive variable pay decisions during the COVID-19 pandemic" when assessing STI and LTI outcomes in FY20.</p> <p>In considering variable pay decisions in respect of FY20, the Committee noted:</p> <ul style="list-style-type: none"> • the underlying earnings growth of 5.4% and 3.7% growth in distributions per security during the period notwithstanding COVID-19; and • the actions taken by the Executive KMP throughout the year as reported in the Operating and Financial Review of this Directors' Report in the long term interests of security holders <p>The Committee engaged Conari Partners to undertake an independent review of Arena's remuneration framework for implementation in FY18. No further changes were introduced in FY19 or FY20. The Committee intends to undertake an independent review of the remuneration framework and remuneration of KMP and senior management in FY21.</p>
Remuneration Mix	No change in the weighting of at-risk remuneration for Executive KMP in FY20.
Total Fixed Remuneration (TFR)	<ul style="list-style-type: none"> • The TFR of Mr de Vos increased by 15% to \$500,000 (previously \$435,000) from 1 July 2019 in recognition of performance since promotion to Managing Director in February 2019 (formerly Head of Property). The previous Managing Director's TFR was \$535,000 prior to his retirement. • The TFR of Mr Winter increased by 13% to \$425,000 from 1 July 2019 in recognition of expanded responsibilities and scope of his role. • Non-Executive Director Board Fees increased by 4% from 1 July 2019 in recognition of cost of living increases and the expanded commitments of the role. • The annual TFR of the Group decreased by 4% in FY20 following the retirement of the previous Managing Director in February 2019 notwithstanding the addition of an independent director and new staff to support the Group's ongoing growth.
Short Term Incentive (STI)	<ul style="list-style-type: none"> • 50% of an STI award to Executive KMP is deferred for 1 year with payment delivered in the form of Arena Stapled Securities. The FY18 Deferred STI fully vested in August 2019. • Executive KMP were awarded 94% of their FY20 STI opportunity based on the strong underlying performance of the Arena business, the assessment of financial targets and individual performance against non-financial KPIs throughout FY20.
Long Term Incentive (LTI)	<p>The testing of hurdles and other conditions in relation to the FY17 LTI Grant occurred during FY20. The FY17 LTI grant was fully vested in August 2019:</p> <ul style="list-style-type: none"> • Arena's FY19 Distributable Income per Security (DIS) exceeded the performance hurdle range; and • Arena's 3 year Total Securityholder Return (TSR) of 66% ranked at the 68th percentile of the comparator group comprising the members of the ASX300 A-REIT Index over the performance period.

Key Decisions in respect to FY21 Remuneration and LTI Assessment	
Governance	No change to the remuneration framework is proposed in FY21.
Fixed Remuneration (TFR)	There will be no change to Executive KMP TFR or Non-Executive Director fees in FY21.
Short Term Incentive (STI)	<ul style="list-style-type: none"> • The FY19 Deferred STI will fully vest in August 2020. • Deferred STI Rights in respect of the deferred component of the FY20 STI are granted after 30 June 2020. The number of Rights granted is based on the volume weighted average price (VWAP) of Arena Stapled Securities in the 15 days prior to 30 June 2020.
Long Term Incentive (LTI)	<p>The testing of hurdles and other conditions in relation to the FY18 LTI Grant occurred after 30 June 2020.</p> <p>84% of the FY18 LTI will vest based on:</p> <ul style="list-style-type: none"> • Arena's FY20 Distributable Income per Security of 14.55 cents exceeded the performance hurdle range; and • Arena's 3 year TSR of 21% ranked at the 59th percentile of the comparator group comprising the members of the ASX300 A-REIT Index over the performance period.

Executive KMP Remuneration Framework linked to performance

Executive KMP Remuneration Framework Objectives		
Attract, retain and incentivise Executive KMP		Align remuneration to performance and strategy
<ul style="list-style-type: none"> Market competitive rewards Incentivise with opportunity for performance based pay 	<ul style="list-style-type: none"> Generate market competitive returns for security holders Assess incentives against financial and non-financial measures aligned with strategy and values Deliver a meaningful component of KMP remuneration in the form of equity subject to performance hurdles 	
Remuneration Components		
Fixed Remuneration	STI (variable)	LTI (variable)
<ul style="list-style-type: none"> Base level of annual remuneration Set based on role, experience and qualifications Market data of comparable organisations considered Generally reviewed annually 	<ul style="list-style-type: none"> Performance based focused on business plan objectives including delivery of distributions to security holders Discretionary participation Opportunity based on a percentage of fixed remuneration Financial measures (50% weighting) based on DPS and EPS growth targets Non-financial measures (50% weighting) consider role and objectives of the organisation to which they are expected to contribute Non-financial objectives based on leadership, strategy development and execution, risk management, funding, liquidity, people, culture and values, stakeholder management, key relationships, and project delivery Payable 50% in cash and 50% in equity with vesting of equity component deferred for 1 year, subject to the rules of Arena's Short Term and Long Term Incentive Plan Taking into consideration circumstances over the course of the financial year, the Board has discretion to reduce, cancel or increase STI payments 	<ul style="list-style-type: none"> Performance based aligned with security holder returns Discretionary participation Opportunity based on a percentage of fixed remuneration 3 year performance period Payable in equity to align KMP and security holders Vesting determined by performance against Distributable Income Target (50% weighting) and Relative TSR ranking (50% weighting) against the members of the ASX300 AREIT Index Independently assessed fair value used to allot LTI opportunity and the face value of LTI opportunity disclosed to security holders Taking into consideration circumstances over the course of the performance period, the Board has discretion to reduce, cancel or increase LTI payments

Executive KMP Remuneration Mix

Executive KMP	TFR	At Risk Performance Based Remuneration		
		Cash	Equity	
		STI	Deferred STI	LTI
Rob de Vos	45%	15%	15%	25%
Gareth Winter	50%	12.5%	12.5%	25%

Executive KMP Employment Agreements

Contract duration	Ongoing
Termination by the Executive KMP	Managing Director: 9 months' notice Chief Financial Officer: 6 months' notice. Unvested STI or LTI entitlements lapse unless the Board determines otherwise.
Termination by Arena REIT without cause, mutually agreed resignation, retirement or other circumstance	Standard notice period applies or equivalent payment in lieu of notice based on TFR. The Board has discretion to determine awards which may remain on foot and may also pro rata awards for time and performance. The Board may lapse an award in full and also allow accelerated vesting in special circumstances subject to termination benefit rules.
Termination by Arena REIT for cause	No notice period or termination payment unless the board determines otherwise. Unvested STI or LTI entitlements lapse unless the Board determines otherwise.
Post-employment restraints	Restrained from soliciting suppliers, customers and staff for the term of the relevant notice period post-employment.

Performance & Variable Remuneration Outcomes

5 Year Performance Indicators

Metric	FY20	FY19	FY18	FY17	FY16
Net Profit (Statutory) (\$million)	76.6	59.3	64.4	96.8	72.6
Distributable Income (\$million)	43.8	37.7	34.7	28.7	25.6
Distributable Income per Security (cents)	14.55	13.8	13.1	12.3	11.1
Distributions per Security (cents)	14.0	13.5	12.8	12.0	10.9
Net Asset Value per Security	\$2.22	\$2.10	\$1.97	\$1.84	\$1.54
ASX Security Price at 30 June	\$2.19	\$2.74	\$2.15	\$2.25	\$1.99
Gearing	14.8%	22.1%	24.7%	27.5%	26.8%
Annual Total Shareholder Return (TSR)	(15.6%)	34.3%	1.2%	19.8%	37.6%
Annual TSR of ASX-300 A-REIT Index	(20.7%)	11.4%	13.2%	(5.6%)	24.6%

Executive KMP FY20 STI Financial Performance Measures and Assessment (50% Weighting)

STI Financial Objective	Result
<p>Underlying Profit Performance:</p> <ul style="list-style-type: none"> • STI eligibility gateway - deliver a minimum FY20 Distribution of 14.3 cents per security (5.9% increase on FY19) • Achieve stretch targets distributable income per security <ul style="list-style-type: none"> ○ FY20 DIS target ○ FY21 Budget DIS 	<ul style="list-style-type: none"> • The FY20 Distribution was reduced to 14.0 cents per security (+3.7% on FY19) in response to rent deferred under COVID-19 rent relief arrangements. • However, the Board exercised its discretion to pay an STI and award 100% of the financial component of the STI award as: <ul style="list-style-type: none"> ○ The actual distribution was not materially lower than the gateway KPI despite the impact of COVID-19; ○ the distribution STI eligibility gateway would have been met in the absence of COVID-19 rent relief; ○ growth in underlying profit of 14.55 cents per security exceeded the STI eligibility gateway and FY20 DIS stretch target; ○ FY21 budget DIS target supporting the FY21 distribution guidance was exceeded after adjusting for \$25 million of incremental capital raised in June 2020 as approved by the board; and ○ The Executive KMP demonstrated significant commitment through their actions to the long term interests, culture and values of the Group.

Executive KMP FY20 STI Non-Financial Objectives and Assessment (50% weighting)

<p>Non-financial KPIs are set in the following areas:</p> <ul style="list-style-type: none"> • Strategy and Business Plan • Risk Management • Capital Structure • Relationships • Staff Performance and Development • Subject Matter Experts 	<p>Based on the assessment of the objectives against individual KPIs, the Committee determined to award 88% of the non-financial component of the STI award to the Executive KMP.</p>
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Executive KMP FY20 STI Awards

Executive KMP	STI Award \$	Award as a % of STI Opportunity ¹	Cash Component \$	Equity Component ^{2,3} \$
Rob de Vos	313,725	94%	156,862	156,863
Gareth Winter	200,000	94%	100,000	100,000

1. The Board awards STIs based on a performance assessment of financial and individual non-financial objectives. An STI opportunity not awarded is forfeited.
2. Number of Deferred STI Rights which convert into Arena Stapled Securities on meeting vesting conditions. The number of rights is based on dividing the value of the award by the VWAP of Arena Stapled Securities in the 15 days prior to the end of the financial year (FY20: \$2.291).
3. Deferred STI Rights do not receive cash distributions. However, additional rights will be granted equivalent to the distribution paid on Arena Stapled Securities during the 12 month deferral period.

LTI Performance Measures and Assessment

LTI Year	Performance Measurement Period	LTI Performance Measure ⁴	Performance Hurdle	Result	Vesting Outcome ^{5,6}
FY18	FY18-FY20	Relative TSR ¹	50% of rights vest at the 50 th percentile; with pro rata vesting until 100% vesting at the 75 th percentile.	Arena's TSR of 20.9% ranked at the 59 th percentile of the comparator group over the Performance Measurement Period.	68%
	FY20	DIS ^{2,3}	Target range of 13.5 cents to 14.25 cents ⁵ .	Target range exceeded. Actual DIS of 14.55 cents	100%
				Overall Vesting ⁴	84%
FY19	FY19-FY21	Relative TSR ¹	50% of rights vest at the 50 th percentile; with pro rata vesting until 100% vesting at the 75 th percentile.	N/A	
	FY21	DIS ^{2,3}	Target range of 14.3 cents to 15.0 cents ⁵ .		
FY20	FY20-FY22	Relative TSR ¹	50% of rights vest at the 50 th percentile; with pro rata vesting until 100% vesting at the 75 th percentile.	N/A	
	FY22	DIS ^{2,3}	Target range of 15.1 cents to 16.0 cents ⁵ .		

1. Relative TSR rank versus a comparator group comprising the members of the ASX300 A-REIT Index at the commencement of each 3 year performance period (assuming reinvestment of distributions). Relative TSR performance rank reduces the effect of market cycles as it measures Arena's performance relative to its peers.
2. DIS is a key performance indicator referenced by the Board in preparing business plans and measuring Arena's performance. DIS is determined in accordance with Arena's Distribution Policy.
3. The DIS target range set for each LTI grant requires compound earnings growth of 3% to 5% pa over the three year performance period. The target range is considered by the Committee to provide an appropriate balance between earnings growth, stretch targets, strategy execution, risk and performance relative to the ASX300 A-REIT constituents. The DIS performance hurdle is assessed in the final year of a three year performance period.
4. A 50% weighting is attributed to each performance measure.
5. 50% vesting at the threshold of the target range plus progressive pro-rata vesting between 50% and 100% (ie on a straight-line basis) with 100% vesting at or above the upper target.
6. The Board retains full discretion in respect of the LTI award including adjust the conditions and / or performance outcomes to ensure that executive KMP are neither advantaged nor disadvantaged by matters that affect the conditions, for example the timing of a material equity raising or excluding the effects of one-off items.

Executive KMP Remuneration Summary (Actual Amounts Received)¹

\$		Short Term Benefits			Equity Based Payments ³		Total
		Salary ²	Cash STI	Non-Monetary Benefits	Deferred STI Rights	LTI Performance Rights	
Rob de Vos ⁴	FY20	500,000	121,667	12,893	124,799	343,646	1,103,005
	FY19	371,304	96,000	11,862	-	261,155	740,321
Gareth Winter	FY20	425,000	93,750	12,893	105,299	352,712	989,654
	FY19	375,000	81,000	11,862	-	271,313	739,175

1. Voluntary disclosure of actual remuneration received by Executive KMP. It does not align with information required by accounting standards.
2. Salary includes mandatory superannuation contributions.
3. The value of vested equity based payments is based on the ASX price of an Arena Stapled Security on the date of issue of a stapled security following vesting.
4. Rob de Vos was promoted to Managing Director in February 2019. Rob de Vos was formerly the Head of Property.

Executive KMP Remuneration measured in accordance with accounting standards (statutory)

\$		Short Term Benefits			Equity Based Payments			Total
		Salary ¹	Cash STI	Non-Monetary Benefits	Deferred STI Rights	LTI Performance Rights	Long Service Leave	
Rob de Vos	FY20	500,000	156,862	12,893	139,265	214,280	12,993	1,036,293
	FY19	371,304	121,667	11,862	114,045	172,854	22,065	813,797
Gareth Winter	FY20	425,000	100,000	12,893	96,875	193,686	10,594	839,048
	FY19	375,000	93,750	11,862	91,768	175,418	11,531	759,329

1. Salary includes mandatory superannuation contributions.

Executive KMP Statutory Remuneration Mix¹

Executive KMP	TFR	STI	LTI
Rob de Vos	49%	29%	22%
Gareth Winter	52%	23%	25%

1. Variation between the total remuneration opportunity mix and actual remuneration mix is a result of non-vesting of opportunities and timing differences between granting an LTI and the amortisation for accounting of the LTI expense over the vesting period.

Executive KMP Interests in Securities

Ordinary Stapled Securities

Executive KMP	Balance 30 June 2019	Acquired	Disposed	Received as Remuneration	Other Changes	Balance 30 June 2020
Rob de Vos	244,798	5,690	-	166,121	-	416,649
Gareth Winter	299,835	5,690	-	162,141	-	467,666

Deferred STI Rights

Executive KMP	Year ¹	Opening Balance	Rights Granted ^{2,3}	Rights Vested	Rights Lapsed	Closing Balance	Grant Value ⁴
Rob de Vos	FY19	-	43,375	-	-	43,375	\$121,667
	FY18	43,636	2,369	(46,005)	-	-	\$96,000
Gareth Winter	FY19	-	33,422	-	-	33,422	\$93,750
	FY18	36,818	1,997	(38,815)	-	-	\$81,000

1. Represents the period in respect of which the STI was awarded. The actual grant of Deferred STI Rights occurs in the following financial year.
2. 50% of the STI initial award divided by the 15 day VWAP to the end of the relevant financial year (FY19: \$2.805; FY18: \$2.20).
3. Rights granted in respect of prior financial years represent the entitlement to distribution equivalents.
4. Represents the value of the STI award at grant date. This also represents a reasonable estimation of the fair value of the grant as Deferred STI Rights are entitled to distribution equivalents during the 12 month vesting period.

LTI Performance Rights^{5,6,7,8}

Executive KMP	Grant Year	Opening Balance	Rights Granted ^{1,2}	Rights Vested ³	Rights Lapsed	Closing Balance	Fair Value at Grant Date ²	Face Value at Grant Date ⁴
Rob de Vos	FY20	-	157,828	-	-	157,828	\$277,777	\$429,292
	FY19	139,410	-	-	-	139,410	\$186,112	\$299,732
	FY18	119,314	-	-	-	119,314	\$177,779	\$268,457
	FY17	120,156	-	(120,156)	-	-	\$155,000	\$240,312
Gareth Winter	FY20	-	120,739	-	-	120,739	\$212,500	\$328,410
	FY19	140,450	-	-	-	140,450	\$187,500	\$301,968
	FY18	120,805	-	-	-	120,805	\$180,000	\$271,811
	FY17	123,326	-	(123,326)	-	-	\$159,091	\$246,652

1. LTI opportunity divided by the independent valuation of the fair value of an LTI Performance Right at the grant date.
2. FY20 Grants have a grant date of 1 July 2019 and a vesting date of 30 June 2022. The Fair Value per Right of \$1.76 was determined by an independent valuation. Refer to Note 23 of the financial report for information on the valuation inputs.
3. Testing of the performance and other hurdles in relation to the Rights issued in FY17 occurred post 30 June 2019. Vesting of Rights in accordance with the FY18 LTI assessment will be reflected in FY21.
4. Number of Rights granted multiplied by the security price on the relevant grant date. If Rights vest (subject to performance and other conditions), the security price on the date of issue of securities may be higher or lower than grant date. The value of the unvested Rights may be nil if the vesting conditions are not met and the rights lapse.
5. Distributions are not paid on unvested LTI awards;
6. No payment is required on issue of Rights or stapled securities in respect of a vested Right;
7. In the event of an actual or proposed change of control event that the Board in its discretion determines should be treated as a change of control, a pro-rata number of unvested grants will vest at the time of the relevant event, based on the performance period elapsed and the extent to which performance hurdles have been achieved at the time (unless the Board determines another treatment in its discretion);
8. Executive KMP are restricted from entering into transactions (through the use of derivatives or otherwise) that would have the effect of limiting the economic risk from participating in the LTI.

Non-Executive Director Remuneration Framework

How are Non-Executive Director fees set?	Fees are set to ensure non-executive directors are remunerated fairly for their services, recognising the level of skill, expertise and experience required to perform the role.
Who approves the fees?	Each non-executive director of Arena REIT is paid an amount determined by the Board. Non-executive directors do not receive any equity based payments, retirement benefits or incentive payments.
Is there a maximum fee?	Non-Executive Director fees are subject to a maximum aggregate amount approved by security holders of \$650,000 per annum.

FY20 Board and Committee Fees

	Board Fee ¹	Audit Committee	Remuneration & Nomination Committee
Chair	\$207,000	\$10,000	\$10,000
Member	\$105,000	\$5,000	\$5,000

1. The Board fee received by the Chair of the Board is inclusive of all Committee fees.
2. All Fees are inclusive of Superannuation.

Non-Executive Director Reported Remuneration (statutory)

		Fee ¹
David Ross (Chair)	FY20	207,000
	FY19	199,000
Rosemary Hartnett ²	FY20	101,803
	FY19	-
Simon Parsons	FY20	115,000
	FY19	111,000
Dennis Wildenburg	FY20	120,000
	FY19	116,000

1. Fee includes superannuation contributions.
2. Ms Hartnett was appointed on 13 August 2019.

Non-Executive Director Security Holdings

Ordinary Securities	Balance 30 June 2019	Acquired	Disposed	Balance 30 June 2020
David Ross	200,000	-	-	200,000
Rosemary Hartnett	-	9,800	-	9,800
Simon Parsons	204,079	-	-	204,079
Dennis Wildenburg	154,079	5,690	-	159,769

Indemnification and insurance of officers and auditors

During the year, the Group has paid insurance premiums to insure each of the directors, and officers of the Group against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of the Group other than conduct involving a wilful breach of duty in relation to the Group.

The contract of insurance prohibits disclosure of the nature of the liability covered and the amount of the premium.

The Group has not, during or since the end of the financial year indemnified or agreed to indemnify an auditor of the Group or of any related body corporate against a liability incurred in their capacity as an auditor.

Non-audit services

Details of the non-audit services provided to the Group by the Independent Auditor during the year ended 30 June 2020 are disclosed in note 24 of the financial statements.

Fees paid to and interests held in the Group by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its associates out of Group property during the year are disclosed in note 22 of the financial statements.

Interests in the Group

The movement in securities on issue in the Group during the year is disclosed in note 13 to the financial statements.

Corporate governance statement

The board of directors for Arena REIT Limited and Arena REIT Management Limited work together and take a co-ordinated approach to the corporate governance of the Group.

Each Board has a Board Charter which details the composition, responsibilities, and protocols of the Board. In addition, the Boards have a Code of Conduct which sets out the standard of business practices required of the Group's directors and staff.

The Group conducts its business in accordance with these policies and code, as well as other key policies which are published on its website. These include:

- Communications Policy;
- Continuous Disclosure Policy;
- Diversity Policy;
- Environmental, Social and Governance Policy;
- Privacy Policy;
- Securities Trading Policy;
- Summary of Risk Management Framework;
- Whistleblower Policy.

In compliance with ASX Listing Rule 4.10.3, the Group publishes an annual statement on its website disclosing the extent to which it has followed the recommendations for good corporate governance set by the ASX Corporate Governance Council during the reporting period.

Environmental regulation

The operations of the Group are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.

Rounding of amounts to the nearest thousand dollars

The Group is an entity of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the Directors' report. Amounts in the Directors' report have been rounded to the nearest thousand dollars in accordance with that Instrument, unless otherwise indicated.

Auditor's independence declaration

The Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 26.

This report is made in accordance with a resolution of directors.



Chair
Melbourne
13 August 2020



Auditor's Independence Declaration

As lead auditor for the audit of Arena REIT No. 1 for the year ended 30 June 2020, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Arena REIT No. 1 and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Charles Christie'.

Charles Christie
Partner
PricewaterhouseCoopers

Melbourne
13 August 2020

Arena REIT
Consolidated statement of comprehensive income
For the year ended 30 June 2020

Consolidated statement of comprehensive income

		Consolidated	
		30 June	30 June
		2020	2019
Notes		\$'000	\$'000
Income			
Property income	8(c)	59,801	55,235
Management fee income		527	372
Interest		84	206
Revaluation of investment properties	8	30,969	25,964
Profit/(loss) on sale of direct properties		1,303	(223)
Total income		92,684	81,554
Expenses			
Property expenses	8(c)	(610)	(453)
Management and administration expenses		(5,262)	(5,375)
Net (loss)/gain on change in fair value of derivative financial instruments		(4,104)	(8,619)
Finance costs	3	(5,738)	(7,337)
Other expenses		(329)	(447)
Total expenses		(16,043)	(22,231)
Net profit for the year		76,641	59,323
Other comprehensive income		-	-
Total comprehensive income for the year		76,641	59,323
Total comprehensive income for the year is attributable to Arena REIT stapled group investors, comprising:			
Unitholders of Arena REIT No. 1		69,937	45,995
Unitholders of Arena REIT No. 2 (non-controlling interest)		7,819	14,404
Unitholders of Arena REIT Limited (non-controlling interest)		(1,115)	(1,076)
		76,641	59,323
Earnings per security:			
		Cents	Cents
Basic earnings per security in Arena REIT No. 1	5	23.20	16.84
Diluted earnings per security in Arena REIT No. 1	5	23.08	16.74
Basic earnings per security in Arena REIT Group	5	25.43	21.73
Diluted earnings per security in Arena REIT Group	5	25.30	21.59

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Arena REIT
Consolidated balance sheet
For the year ended 30 June 2020

Consolidated balance sheet

		Consolidated	
		30 June	30 June
		2020	2019
Notes		\$'000	\$'000
Current assets			
	Cash and cash equivalents	6 76,330	8,134
	Trade and other receivables	7 9,687	7,711
	Total current assets	86,017	15,845
Non-current assets			
	Receivables	7 1,531	603
	Property, plant and equipment	209	139
	Investment properties	8 914,007	798,318
	Intangible assets	9 10,816	10,816
	Total non-current assets	926,563	809,876
	Total assets	1,012,580	825,721
Current liabilities			
	Trade and other payables	10 10,713	8,364
	Provisions	268	167
	Distributions payable	22,419	9,832
	Interest bearing liabilities	125	-
	Total current liabilities	33,525	18,363
Non-current liabilities			
	Derivative financial instruments	12 13,110	9,180
	Provisions	237	278
	Interest bearing liabilities	11 213,828	187,570
	Total non-current liabilities	227,175	197,028
	Total liabilities	260,700	215,391
	Net assets	751,880	610,330
Equity			
	Contributed equity - ARF1	13 396,825	306,368
	Accumulated profit	235,956	204,155
	Non-controlling interests - ARF2 and ARL	119,099	99,807
	Total equity	751,880	610,330

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

Arena REIT
Consolidated statement of changes in equity
For the year ended 30 June 2020

Consolidated statement of changes in equity

	Contributed equity \$'000	Accumulated profit \$'000	Non-controlling interests - ARL & ARF2 \$'000	Consolidated Total equity \$'000
Balance at 1 July 2018	259,780	190,618	81,245	531,643
Profit for the half-year	-	45,995	13,328	59,323
Total comprehensive income for the year	-	45,995	13,328	59,323
Transactions with owners in their capacity as owners:				
Issue of securities under the DRP	5,640	-	849	6,489
Issue of securities under the Institutional Placement	40,948	-	8,064	49,012
Distributions to securityholders	-	(32,458)	(4,848)	(37,306)
Equity-based remuneration	-	-	1,169	1,169
Balance at 30 June 2019	306,368	204,155	99,807	610,330
Balance at 1 July 2019 - restated	306,368	204,155	99,783	610,306
Profit for the half-year	-	69,937	6,704	76,641
Total comprehensive income for the year	-	69,937	6,704	76,641
Transactions with owners in their capacity as owners:				
Issue of securities under the DRP	6,665	-	1,001	7,666
Issue of securities under the Institutional Placement	49,304	-	9,485	58,789
Issue of securities under the Security Purchase Plans *	34,488	-	6,697	41,185
Distributions to securityholders	-	(38,136)	(5,703)	(43,839)
Equity-based remuneration	-	-	1,132	1,132
Balance at 30 June 2020	396,825	235,956	119,099	751,880

* Includes Security Purchase Plans settled on 1 July 2019 and 30 June 2020. Refer to note 13 (b).

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Arena REIT
Consolidated statement of cash flows
For the year ended 30 June 2020

Consolidated statement of cash flows

		Consolidated	
		30 June	30 June
		2020	2019
Notes		\$'000	\$'000
<i>Cash flows from operating activities</i>			
	Receipts in the course of operations	57,929	54,523
	Payments in the course of operations	(10,522)	(10,786)
	Finance costs paid	(5,427)	(7,076)
	Interest received	83	206
	<i>Net cash inflow from operating activities</i>	42,063	36,867
16			
<i>Cash flows from investing activities</i>			
	Proceeds from sale of investment properties	10,713	3,518
	Payments for investment properties and capital expenditure	(86,610)	(69,143)
	<i>Net cash (outflow) from investing activities</i>	(75,897)	(65,625)
<i>Cash flows from financing activities</i>			
	Net proceeds from issue of securities	99,938	48,973
	Distributions paid to securityholders	(23,550)	(29,565)
	Loan establishment costs paid	(545)	(170)
	Capital receipts from lenders	91,500	59,000
	Capital payments to lenders	(65,313)	(50,000)
	<i>Net cash inflow from financing activities</i>	102,030	28,238
	<i>Net (decrease)/increase in cash and cash equivalents</i>	68,196	(520)
	Cash and cash equivalents at the beginning of the financial period	8,134	8,654
	<i>Cash and cash equivalents at the end of the financial year</i>	76,330	8,134
6			

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

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1 General information

These financial statements cover Arena REIT (the 'Group') comprising Arena REIT No. 1, Arena REIT No. 2, Arena REIT Limited, and their controlled entities. Arena REIT is listed on ASX and registered and domiciled in Australia.

The Arena REIT Stapled Group (the 'Group') comprises Arena REIT No. 1 ('ARF1'), Arena REIT No. 2 ('ARF2') and Arena REIT Limited ('ARL'). The Responsible Entity of ARF1 and ARF2 is Arena REIT Management Limited (the 'Responsible Entity').

The financial statements were authorised for issue by the directors on 13 August 2020. The directors have the power to amend and reissue the financial statements.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Arena REIT is a for-profit unit trust for the purpose of preparing the financial statements.

The financial report has been prepared on an accruals and historical cost basis except for investment properties, financial assets at fair value through profit or loss, derivative financial instruments which are measured at fair value, and assets held for sale which are recognised at fair value less costs to sell. Cost is based on the fair value of consideration given in exchange for assets. Comparative information is reclassified where appropriate to enhance comparability.

Compliance with International Financial Reporting Standards

The financial statements of the Group also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Going Concern

As at 30 June 2020, the Group is in net current asset position of \$52.5 million. As at the date of this report, the Group has in excess of \$130 million of unused debt facility which can be drawn to fund cashflow requirements.

After taking into account all available information, the directors of the Group have concluded that there are reasonable grounds to believe:

- The Group will be able to pay its debts as and when they fall due; and
- The basis of preparation of the financial report on a going concern basis is appropriate.

(i) New and amended standards adopted by the Group

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 July 2019:

- AASB 16 *Leases*

The impact of the adoption of these standards is summarised below:

AASB 16 Leases

Effective for annual reporting periods commencing 1 January 2019, AASB 16 *Leases* replaces AASB 117 *Leases*. The new standard provides a single lessee accounting model, requiring lessees to recognise an asset (the right to use the leased item) and a financial liability to pay rentals across all leases. The only exemptions are where the lease term is 12 months or less, or the underlying asset has a low value. Lessor accounting is substantially unchanged under AASB 16.

1 General information (continued)

(a) Basis of preparation (continued)

(i) New and amended standards adopted by the Group (continued)

AASB 16 Leases (continued)

The Group has adopted AASB 16 Leases using the modified retrospective approach, meaning that comparatives have not been restated as permitted under the specific transition provisions in the standard. On adoption of AASB 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of AASB 117 Leases. These liabilities were measured at the present value of the lease payments over the life of the leases, discounted using the lessee's incremental borrowing rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

On adoption of AASB 16 in the current reporting period, the Group has recognised the following opening balances as at 1 July 2019: a Lease Liability of \$263,201, a Right-of-use asset of \$239,315 (included within the 'Property, Plant and Equipment' financial statement line item), with a corresponding balancing adjustment of \$23,886 to 'Non-controlling interests (ARL's opening accumulated profit balance).

(b) Critical accounting estimates and judgements

The Group makes estimates and judgements that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Estimates and judgements which are material to the financial report are found in the following notes:

Investment properties	Note 8
Impairment of goodwill	Note 9
Financial instruments	Notes 12, 17

Financial results, assets and liabilities

This section provides additional information about those individual line items in the financial statements that the directors consider most relevant in the context of the operations of the Group, including:

- (a) accounting policies that are relevant for an understanding of the items recognised in the financial statements
- (b) analysis and sub-totals
- (c) information about estimates and judgements made in relation to particular items.

2 Segment information

The Group operates as one business segment being investment in real estate, and in one geographic segment being Australia. The Group's segments are based on reports used by the Board (as the Chief Operating Decision Maker) in making strategic decisions about the Group, assessing the financial performance and financial position of the Group, determining the allocation of resources and risk management.

3 Finance costs

	Consolidated	
	30 June 2020	30 June 2019
	\$'000	\$'000
Finance costs:		
Interest paid or payable	5,343	7,008
Loan establishment and other finance costs	395	329
Total finance costs expensed	5,738	7,337
Finance costs capitalised (a)	2,069	478
Total finance costs	7,807	7,815

(a) Accounting policy - Finance costs

Finance costs include interest and amortisation of costs incurred in connection with the arrangement of borrowings. Finance costs are expensed as incurred unless they relate to qualifying assets. Qualifying assets are assets which take more than twelve months to get ready for their intended use or sale. Where funds are borrowed for the acquisition, construction or production of a qualifying asset, the finance costs capitalised are those incurred in relation to that qualifying asset.

4 Income taxes

Under current Australian income tax legislation, ARF1 and ARF2 are not liable to Australian income tax, provided that the members are presently entitled to the income of the Trusts. Trust distributions are subject to income tax in the hands of securityholders.

ARL and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. ARL as the head entity in the tax consolidated group, accounts for its own current and deferred tax amounts. ARL also recognises the current and deferred tax liabilities (or assets) of the entities in the tax consolidation group. Where appropriate, deferred tax assets and liabilities are offset.

4 Income taxes (continued)

(a) Numerical reconciliation of tax expense per the statutory income tax rate to income tax expense recognised

	Consolidated	
	30 June 2020 \$'000	30 June 2019 \$'000
Profit before income tax	(76,641)	(59,323)
Tax at the applicable Australian tax rate of 27.5% (2019 - 27.5%)	21,076	16,314
Profit attributable to entities not subject to tax	21,383	16,610
Deferred tax assets not recognised	(307)	(296)
Income tax expense	-	-

Unrecognised deferred tax assets are \$0.3 million (2019: \$0.3 million). These have not been recognised as it is not probable that future taxable profit will arise to offset these deductible temporary differences.

(b) Accounting policy - income tax

(i) Trusts

Arena REIT No.1 and Arena REIT No.2 (the Trusts) are not subject to Australian income tax provided their taxable income is fully distributed to securityholders.

(ii) Companies

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

4 Income taxes (continued)

(b) Accounting policy - income tax (continued)

(iii) Tax consolidation legislation

ARL and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

The head entity, ARL, and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a standalone taxpayer in its own right.

In addition to its own current and deferred tax amounts, ARL also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

All current tax balances are transferred from the controlled entities in the group to ARL. As there is no tax sharing agreement in place the current tax receivable or payable is transferred from each controlled entity to ARL as a contribution to (or distribution from) wholly owned entities.

5 Earnings per security ('EPS')

	2020	2019
	Cents	Cents
Basic EPS in Arena REIT No. 1	23.20	16.84
Diluted EPS in Arena REIT No. 1	23.08	16.74
Basic EPS in Arena REIT Group	25.43	21.73
Diluted EPS in Arena REIT Group	25.30	21.59

The following information reflects the income and security numbers used in the calculations of basic and diluted EPS.

	2020	2019
	Number of securities	Number of securities
	'000	'000
Weighted average number of ordinary securities used in calculating basic EPS	301,421	273,055
Rights granted under employee incentive plans	1,545	1,730
Adjusted weighted average number of ordinary securities used in calculating diluted EPS	302,966	274,785

5 Earnings per security ('EPS') (continued)

	30 June	30 June
	2020	2019
	\$'000	\$'000
Earnings used in calculating basic EPS for Arena REIT No. 1	69,937	45,995
Earnings used in calculating diluted EPS for Arena REIT No. 1	69,937	45,995
Earnings used in calculating basic EPS for Arena REIT Group	76,641	59,323
Earnings used in calculating diluted EPS for Arena REIT Group	76,641	59,323

(a) Accounting policy - earnings per security

(i) Basic earnings per security

Basic earnings per security is calculated by dividing:

- the profit attributable to the security holders, excluding any costs of servicing equity other than ordinary securities;
- by the weighted average number of ordinary securities outstanding during the financial year.

(ii) Diluted earnings per security

Diluted earnings per security adjust the figures used in the determination of basic earnings per security to take into account:

- the effect of interest and other financial costs associated with dilutive potential ordinary securities;
- the weighted average number of additional ordinary securities that would have been outstanding assuming the conversion of all dilutive potential ordinary securities.

6 Cash and cash equivalents

	Consolidated	
	30 June	30 June
	2020	2019
	\$'000	\$'000
Cash at bank	76,330	8,134
Total cash and cash equivalents	76,330	8,134

(a) Accounting policy - Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less from the date of acquisition that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

7 Trade and other receivables

(a) Trade and other receivables - Current

	Consolidated	
	30 June 2020 \$'000	30 June 2019 \$'000
Trade receivables	1,707	258
Expected credit loss provision	(315)	-
Other receivables	7,569	6,418
Prepayments	726	975
Deferred management fees receivable	-	60
	9,687	7,711

Other receivables as at 30 June 2020 includes \$6.95 million of sales proceeds payable to the Group following the disposal of ELC assets during the year ended 30 June 2020 (30 June 2019: \$4.3 million).

(i) Impairment and ageing

The ageing of trade receivables at the end of the reporting period was:

	Gross 2020 \$'000	Expected credit loss provision 2020 \$'000	Gross 2019 \$'000	Expected credit loss provision 2019 \$'000
Not past due	1,336	(194)	233	-
Past due 0 - 30 days	208	(67)	-	-
Past due 31 - 60 days	163	(54)	25	-
Past due 61 - 90 days	-	-	-	-
Past due over 90 days	-	-	-	-
	1,707	(315)	258	-

No other class of financial asset is past due.

Any receivables which are doubtful have been provided for.

From time to time, tenant payments are delayed for administrative reasons such as lease assignment. Management have reviewed all receivables for impairment and are comfortable that the balances are due and payable, and that recovery can be obtained.

(b) Receivables - Non-current

	Consolidated	
	30 June 2020 \$'000	30 June 2019 \$'000
Trade receivables	876	-
Deferred RE Management & Exit Fees Receivable	655	603
Total	1,531	603

7 Trade and other receivables (continued)

(b) Receivables - Non-current (continued)

(i) Impairment and ageing

None of the non-current receivables are impaired or past due but not impaired.

(ii) Fair values

The fair values and carrying values of non-current receivables are as follows:

	30 June		30 June	
	2020		2019	
	Carrying amount	Fair value	Carrying amount	Fair value
	\$'000	\$'000	\$'000	\$'000
Deferred management & performance fees	655	655	603	603
Trade receivables	876	876	-	-
	1,531	1,531	603	603

(c) Accounting policy - Receivables

Receivables may include amounts for interest and trust distributions. Trust distributions are accrued when the right to receive payment is established. Interest is accrued at the end of each reporting period from the time of last payment. Amounts are generally received within 30 days of being recorded as receivables.

Receivables are recognised initially at fair value and subsequently measured at amortised cost. At each reporting date, the Group measures the loss allowance on receivables at an amount equal to the lifetime expected credit losses. Expected credit losses are measured using probability of default, exposure at default and loss given default. Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An expected credit loss provision is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the expected credit loss provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

Non-current trade receivables include deferred rent receivables from tenants that are not expected to be settled within twelve months after the reporting date. Cash flows relating to receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss is recognised in the statement of comprehensive income within other expenses. When a trade receivable for which an expected credit loss provision had been recognised becomes uncollectible in a subsequent period, it is written off against the provision account. Subsequent recoveries of amounts previously written off are credited against other expenses in the statement of comprehensive income.

8 Investment properties

(a) Valuations and carrying amounts

Property Portfolio	Carrying amount		Latest valuation	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
ELC properties	722,015	662,692	722,015	639,470
ELC developments	55,361	13,492	55,361	9,055
Healthcare properties	136,631	122,134	136,631	109,770
Total	914,007	798,318	914,007	758,295

The Group has adopted a valuation program that provides for each property to be independently valued by suitably qualified valuers at least once every three years. Changes in market conditions may necessitate more frequent independent revaluations of properties.

Independent valuations were performed on the entire operating portfolio of 211 Early Learning Centres ('ELC') and 11 healthcare centres as at 30 June 2020. The independent valuations were performed in accordance with protocols issued by the Australian Property Institute (API) for valuations in a COVID-19 environment. Due to access restrictions, the valuations could not include a physical inspection of each property as would ordinarily be the case, however, all other mandated valuation protocols required by the API were performed. All valuations considered the impact of COVID-19 and in-line with API protocols, the independent valuer included a material valuation uncertainty clause in their report. This clause highlights that less certainty, and consequently a higher degree of caution and judgement, should be attached to the valuation as a result of the COVID-19 pandemic. The directors have reviewed these valuations and have determined they are appropriate to adopt during the financial period ending 30 June 2020. The Group has also assessed factors after 30 June 2020 which may have an impact on the valuation at year end. The Group has not identified any material factors.

Development properties have been subject to a Director valuation and are carried at the lower of cost or fair value on completion less cost to complete.

The key inputs into valuations are:

- Passing rent;
- Market rents;
- Capitalisation rates;
- Lease terms;
- Discount rates (healthcare properties); and
- Capital expenditure and vacancy contingencies (healthcare properties).

The key inputs into the valuation are based on market information for comparable properties. The majority of early learning and healthcare properties are located in markets with evidence to support valuation inputs and methodology. The independent valuers have experience in valuing similar assets and have access to market evidence to support their conclusions. Comparable assets are considered those in similar markets and condition.

Investment properties have been classified as Level 2 in the fair value hierarchy.

There have been no transfers between the levels in the fair value hierarchy during the year.

8 Investment properties (continued)

(a) Valuations and carrying amounts (continued)

(i) *Key assumptions - ELCs*

	30 June 2020	30 June 2019
Market rent per licenced place	\$1,300 to \$5,300	\$1,600 to \$5,000
Capitalisation rates	5.00% to 7.50%	5.00% to 8.25%
Passing yields	4.00% to 7.50%	4.50% to 9.00%

(ii) *Key assumptions - Healthcare properties*

	30 June 2020	30 June 2019
Capitalisation rates	5.25% to 7.00%	5.25% to 6.50%
Passing yields	5.50% to 7.00%	5.50% to 6.75%

(b) Movements during the financial year

	Consolidated	
	30 June 2020 \$'000	30 June 2019 \$'000
At fair value		
Opening balance	798,318	699,409
Property acquisitions and capital expenditure	90,702	70,936
Disposals	(11,930)	(4,455)
Revaluations	30,969	25,964
Other IFRS revaluation adjustments	5,948	6,464
Closing balance	914,007	798,318

(c) Amounts recognised in profit or loss for investment properties

	Consolidated	
	30 June 2020 \$'000	30 June 2019 \$'000
Property income	53,844	48,744
Other property income (recognised on a straight line basis)	5,957	6,491
Direct operating expenses from property that generated property income	(610)	(453)
Revaluation gain on investment properties	30,969	25,964

8 Investment properties (continued)

(d) Tenancy risk

Set out below are details of the major tenants who lease properties from the Group:

Goodstart Early Learning Ltd ('Goodstart') - representing 30% of the Group's investment property portfolio by income. Like many not-for-profit entities, Goodstart is a company limited by guarantee. It therefore does not have "shareholders", rather, each of the member charities (Mission Australia, Benevolent Society, Brotherhood of St Laurence and Social Ventures Australia) is a member of the company. Goodstart's "capital" is loan capital of varying degrees of risk and subordination.

Green Leaves Group Limited ('Green Leaves') - representing 14% of the Group's investment property portfolio by income. Green Leaves is a privately held provider of early childhood education, owning and operating approximately 30 ELCs throughout Australia.

Healius Limited ('Healius') - representing 11% of the Group's investment property portfolio by income. Healius is an ASX listed company and a major operator of multi-disciplinary medical clinics throughout Australia. Healius leases property from the Group through a wholly-owned subsidiary, providing a corporate guarantee from the listed entity to provide security for their performance under the leases. In June 2020, Healius announced its plans to sell its primary medical care business to BGH Capital. The Group has rights in regards to lease consents on a change in control.

Other Tenants

Operator	% of Investment Property Portfolio by Income
Affinity	8%
G8 Education	6%
Petit Early Learning Journey	5%
Oxanda Education	4%
Edge Early Learning	3%
SACare	3%

All of the above tenants are ELC or healthcare operators. G8 Education is listed on the Australian Securities Exchange. The other tenants are privately owned with experience operating ELCs or healthcare businesses. Typically, tenants are required to provide an unconditional and irrevocable bank guarantee, which must not expire until at least six months after the ultimate expiry of the lease, for an amount generally equivalent to six months' rent (plus GST) as security for their performance under the lease.

(e) Assets pledged as security

Refer to note 11 for information on investment properties and other assets pledged as security by the Group.

(f) Contractual obligations

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	30 June 2020 \$'000	30 June 2019 \$'000
Investment properties	38,326	13,770

The above commitments include the costs associated with developments, and the acquisition of early learning properties.

8 Investment properties (continued)

(g) Leasing arrangements

Investment properties are leased to tenants under long-term operating leases with rentals payable monthly. Minimum lease payments receivable on leases of investment properties are as follows:

	Consolidated	
	30 June 2020	30 June 2019
	\$'000	\$'000
Minimum lease receivable under non-cancellable operating leases of investment properties not recognised in the financial statements are receivable as follows:		
Within one year	53,593	50,348
Later than one year but not later than 5 years	224,176	212,812
Later than 5 years	625,008	591,779
	902,777	854,939

(h) Accounting policy - Investment properties

Investment property is real estate investments held to earn long-term rental income and for capital appreciation. Investment properties are carried at fair value determined either by the Directors or independent valuers with changes in fair value recorded in the statement of comprehensive income.

Land and buildings (including integral plant and equipment) that comprise investment property are not depreciated. The carrying amount of investment properties may include the cost of acquisition, additions, refurbishments, redevelopments, improvements, lease incentives, assets relating to fixed increases in operating lease rental in future periods and borrowing costs incurred during the construction period of qualifying assets.

(i) Valuation basis

The basis of the valuation of investment properties is fair value, being the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Directors may determine the requirement for a valuation at any time but has adopted a valuation program that provides for each property to be independently valued by suitably qualified valuers at least once every three years. Changes in market conditions may necessitate more frequent independent revaluations of properties.

Valuations are derived from a number of factors that may include a direct comparison between the subject property and a range of comparable sales evidence, the present value of net future cash flow projections based on reliable estimates of future cash flows, existing lease contracts, external evidence such as current market rents for similar properties, and using capitalisation rates and discount rates that reflect current market assessments of the uncertainty in the amount and timing of cash flows.

9 Intangible assets

	Consolidated	
	30 June 2020	30 June 2019
	\$'000	\$'000
Goodwill	10,816	10,816
	10,816	10,816

The intangible asset held by the Group represents goodwill on acquisition. There are no other intangibles held by the Group.

Goodwill has been allocated to the Group's lowest cash generating unit representing funds management across the Arena REIT business as a whole.

The Group tests impairment of goodwill annually by comparing its carrying amount with its recoverable amount. The recoverable amount is determined by a value in use calculation which uses the discounted cash flow methodology based on five years of cash flow projections, based on financial budgets, plus a terminal value.

Key assumptions include:

- growth rates set in the range of 2% to 3% per annum; and
- cash flows are discounted at a rate of 6.76% per annum.

The Group has considered and assessed reasonably possible changes in key assumptions and have not identified any instances that could cause the carrying amount to exceed its recoverable amount.

(a) Accounting policy - Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

10 Trade and other payables

	Consolidated	
	30 June 2020	30 June 2019
	\$'000	\$'000
Prepaid rental income	2,060	2,128
Sundry creditors and accruals	8,653	6,236
	10,713	8,364

Trade and other payables are non-interest bearing.

11 Interest bearing liabilities

	Consolidated	
	30 June 2020 \$'000	30 June 2019 \$'000
Non-current:		
Secured		
Syndicated facility	215,000	188,500
Unamortised transaction costs	(1,172)	(930)
Total secured non-current borrowings	<u>213,828</u>	<u>187,570</u>

(a) Financing arrangements

	Consolidated	
	30 June 2020 \$'000	30 June 2019 \$'000
Committed facilities available at the end of the reporting period		
Interest bearing liabilities	<u>330,000</u>	280,000
Facilities used at the end of the reporting period		
Interest bearing liabilities	<u>215,000</u>	188,500

The Group refinanced its syndicated debt facility during the year, increasing the facility limit by \$50 million to \$330 million. The Group now has a \$130 million facility expiring 31 March 2023, a \$150 million facility expiring 31 March 2024 and a \$50 million facility expiring 31 March 2025, providing a remaining weighted average term of 3.5 years as at 30 June 2020.

The facilities are available to both ARF1 and ARF2 and the assets of both Trusts are held as security under the facilities.

The interest rate applying to the drawn amount of the facilities is set on a monthly basis at the prevailing market interest rates.

The undrawn amount of the bank facilities may be drawn at any time.

11 Interest bearing liabilities (continued)

(b) Assets pledged as security

The bank facilities are secured by a registered first mortgage over investment property and a fixed and floating charge over the assets of ARF1 and ARF2.

The carrying amounts of assets pledged as security are:

	Consolidated	
	30 June 2020	30 June 2019
	\$'000	\$'000
Financial assets pledged		
Cash and cash equivalents	71,223	3,749
Trade and other receivables	10,394	7,498
	<u>81,617</u>	<u>11,247</u>
	30 June 2020	30 June 2019
	\$'000	\$'000
Other assets pledged		
Investment properties	914,007	798,318
	<u>914,007</u>	<u>798,318</u>

(c) Covenants

The covenants over the Group's bank facility require an interest cover ratio of greater than 2.0 times (actual at 30 June 2020 of 6.65 times) and a loan to market value of investment properties ratio of less than 50% (actual at 30 June 2020 of 23.59%). The Group was in compliance with its covenants throughout the year.

(d) Accounting policy - Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. Transaction costs are amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Borrowings are classified as current liabilities unless the entity has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

12 Derivative financial instruments

	Consolidated	
	30 June	30 June
	2020	2019
	\$'000	\$'000
Non-current liabilities		
Interest rate swaps	13,110	9,180
	13,110	9,180

The Group has entered into interest rate swap contracts under which they receive interest at variable rates and pay interest at fixed rates to protect interest bearing liabilities from exposure to changes in interest rates.

Swaps currently in place cover 80% (2019: 82%) of the facility principal outstanding. The weighted average fixed interest swap rate at 30 June 2020 was 2.20% (2019: 2.42%), and the weighted average term was 4.7 years (2019: 4.8 years).

Periodic swap settlements match the period for which interest is payable on the underlying debt, and are settled on a net basis.

The notional principal amounts and periods of expiry of the interest rate swap contracts are as follows:

	Consolidated	
	30 June	30 June
	2020	2019
	\$'000	\$'000
Less than 1 year	10,000	-
1 - 2 years	15,000	22,500
2 - 3 years	30,000	15,000
3 - 4 years	15,000	30,000
4 - 5 years	27,500	15,000
Greater than 5 years	75,000	72,500
	172,500	155,000

(a) Accounting policy - Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The Group does not designate any derivatives as hedges in a hedging relationship and therefore changes in the fair value of any derivative instrument are recognised immediately in the statement of comprehensive income.

(b) Key estimate - Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives or unquoted securities) is determined using valuation techniques.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

13 Contributed equity

(a) Securities

	Consolidated			
	30 June 2020 Securities '000	30 June 2019 Securities '000	30 June 2020 \$'000	30 June 2019 \$'000
Ordinary Securities				
Fully paid	327,278	291,325	396,825	306,368

Other contributed equity attributable to securityholders of the Group relating to ARF2 and ARL of \$79.2 million is included within Non-controlling interests - ARF2 and ARL (30 June 2019: \$61.0 million).

(b) Movements in ordinary securities

Date	Details	Number of securities '000	\$'000
1 July 2018	Opening balance	269,351	259,780
	Issue of securities under the DRP (i)	2,738	5,640
	Vesting of equity-based remuneration (ii)	510	-
27 May 2019	Issue of securities under the Institutional Placement (iii)	18,726	40,948
30 June 2019	Closing balance	<u>291,325</u>	<u>306,368</u>
1 July 2019	Opening balance	291,325	306,368
1 July 2019	Issue of securities under the Security Purchase Plan (iv)	6,211	13,621
	Issue of securities under the DRP (i)	2,743	6,665
	Vesting of equity-based remuneration (ii)	683	-
5 June 2020	Issue of securities under the Institutional Placement (iii)	26,316	49,304
30 June 2020	Issue of securities under the Security Purchase Plan (iv)	-	20,867
30 June 2020	Closing balance	<u>327,278</u>	<u>396,825</u>

(i) Distribution Re-investment Plan (DRP)

The Group has a Distribution Reinvestment Plan (DRP) under which securityholders may elect to have all or part of their distribution entitlements satisfied by the issue of new securities rather than being paid in cash.

(ii) Equity-based remuneration

In September 2019, 502,698 performance rights granted to employees of an associate of the Responsible Entity in FY17 vested as a result of performance conditions being fulfilled. In addition, 180,405 deferred short-term incentive rights granted to employees of an associate of the Responsible Entity in FY18 vested.

(iii) Institutional Placement

The Group completed a fully underwritten placement to institutional and professional investors in June 2020 which raised \$60 million through the issue of 26,315,790 stapled securities at a price of \$2.28 per stapled security. Settlement of the new stapled securities under the placement occurred on 5 June 2020.

(iv) Security Purchase Plan (SPP)

In conjunction with the Institutional Placement in May 2019, the Stapled Group offered a Security Purchase Plan (SPP) to eligible investors in June 2019. \$16.37 million was raised through the issue of 6,211,244 stapled securities at a price of \$2.63625 per stapled security. Settlement of the new stapled securities under the SPP occurred on 1 July 2019.

13 Contributed equity (continued)

(b) Movements in ordinary securities (continued)

(iv) Security Purchase Plan (SPP) (continued)

In conjunction with the Institutional Placement in June 2020, the Group offered a Security Purchase Plan (SPP) to eligible investors. \$24.92 million was raised through the issue of 11,269,908 stapled securities at a price of \$2.2115 per stapled security. New stapled securities under the SPP were issued on 1 July 2020.

14 Accumulated profit

	Consolidated	
	30 June 2020	30 June 2019
	\$'000	\$'000
Movements in accumulated profit were as follows:		
Opening accumulated profit	204,155	190,618
Net profit for the half-year/year attributable to ARF1	69,937	45,995
Distribution paid or payable attributable to ARF1	(38,136)	(32,458)
Closing accumulated profit	235,956	204,155

Distributions to securityholders

The following table details the distributions to securityholders during the financial year on a consolidated basis, including distributions declared by ARF2 (classified as a non-controlling interest) of \$5.7 million (30 June 2019: \$4.8 million).

	2020	2019	2020	2019
	\$'000	\$'000	cps	cps
	Distributions declared (\$'000)		Distribution declared (cps)	
September quarter	10,694	9,138	3.575	3.375
December quarter	10,726	9,157	3.575	3.375
March quarter	-	9,179	-	3.375
June quarter	22,419	9,832	6.850	3.375
Total distributions to securityholders	43,839	37,306	14.000	13.500

15 Non-controlling interests

The financial statements reflect the consolidation of ARF1, ARF2 and ARL. For financial reporting purposes, one entity in the stapled group must be identified as the acquirer or parent entity of the others. ARF1 has been identified as the acquirer of ARF2 and ARL, resulting in ARF2 and ARL being disclosed as non-controlling interests.

15 Non-controlling interests (continued)

Movements in non-controlling interests were as follows:

	ARF2	ARL	Total
	30 June	30 June	30 June
	2019	2019	2019
	\$'000	\$'000	\$'000
Opening balance - 1 July 2018	64,721	16,524	81,245
Issue of securities under the DRP	849	-	849
Issue of securities under the Institutional Placement	6,577	1,487	8,064
Vesting of equity-based remuneration	-	505	505
Net profit/(loss) for the year attributable to non-controlling interests	14,404	(1,076)	13,328
Distributions paid or payable attributable to non-controlling interests	(4,848)	-	(4,848)
Increase/(decrease) in reserves (i)	-	664	664
Closing balance - 30 June 2019	<u>81,703</u>	<u>18,104</u>	<u>99,807</u>

	ARF2	ARL	Total
	30 June	30 June	30 June
	2020	2020	2020
	\$'000	\$'000	\$'000
Opening balance - 1 July 2019 (restated)	81,703	18,080	99,783
Issue of securities under the DRP	1,001	-	1,001
Issue of securities under the Institutional Placement	7,843	1,642	9,485
Issue of securities under the Security Purchase Plan	5,508	1,189	6,697
Vesting of equity-based remuneration	-	1,049	1,049
Net profit/(loss) for the year attributable to non-controlling interests	7,819	(1,115)	6,704
Distributions paid or payable attributable to non-controlling interests	(5,703)	-	(5,703)
Increase/(decrease) in reserves (i)	-	83	83
Closing balance - 30 June 2020	<u>98,171</u>	<u>20,928</u>	<u>119,099</u>

(i) Reserves

	Consolidated	
	30 June	30 June
	2020	2019
	\$'000	\$'000
Opening balance	2,030	1,366
Vesting of equity-based remuneration	(1,049)	(505)
Equity-based remuneration expense	1,132	1,169
Balance 30 June	<u>2,113</u>	<u>2,030</u>

15 Non-controlling interests (continued)

(i) Reserves (continued)

The equity-based remuneration reserve is used to recognise the fair value of rights issued under the Group's Deferred Short Term and Long Term Incentive Plan.

16 Cashflow information

(a) Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities

	Consolidated	
	30 June 2020 \$'000	30 June 2019 \$'000
Profit for the year	76,641	59,323
Amortisation of borrowing costs	303	249
Net increase in fair value of investment properties	(30,969)	(25,964)
Straight lining adjustment on rental income	(5,957)	(6,491)
Net (gain)/loss on sale of direct property	(1,303)	223
Net (gain)/loss on derivative financial instruments	4,104	8,619
Equity-based remuneration expense	1,132	1,168
Other	548	150
Changes in operating assets and liabilities		
Decrease/(increase) in trade and other receivables	(2,596)	229
(Decrease)/increase in trade and other payables	87	(438)
(Decrease)/increase in provisions	73	(201)
Net cash inflow from operating activities	42,063	36,867

(b) Net debt reconciliation

This section sets out an analysis of the net debt movements for the financial year:

	Cash and cash equivalents \$'000	Interest bearing liabilities \$'000	Derivative financial instruments \$'000	Total \$'000
Net debt as at 1 July 2018	8,654	(178,491)	(561)	(170,398)
Cash flows	(520)	(8,830)	-	(9,350)
Other non-cash movements	-	(249)	(8,619)	(8,868)
Net debt as at 30 June 2019	8,134	(187,570)	(9,180)	(188,616)

16 Cashflow information (continued)

(b) Net debt reconciliation (continued)

	Cash and cash equivalents \$'000	Interest bearing liabilities \$'000	Derivative financial instruments \$'000	Total \$'000
Net debt as at 1 July 2019	8,134	(187,570)	(9,180)	(188,616)
Cash flows	68,196	(25,955)	174	42,415
Other non-cash movements	-	(428)	(4,104)	(4,532)
Net debt as at 30 June 2020	76,330	(213,953)	(13,110)	(150,733)

Risk

This section of the notes discusses the Group's exposure to various risks and shows how these could affect the Group's financial position and performance.

17 Financial risk management and fair value measurement

The Group's investing activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most important types of financial risk to which the Group is exposed to are market risk, credit risk and liquidity risk. The exposure to each of these risks, as well as the Group's policies and processes for managing these risks are described below.

(a) Market risk

Market risk embodies the potential for both loss and gains and includes interest rate risk and price risk. The Group's strategy on the management of investment risk is driven by the Group's investment objective. The Group's market risk is managed in accordance with the investment guidelines as outlined in the Group's Product Disclosure Statement.

(i) Cash flow and fair value interest rate risk

The Group's cash and cash equivalents, floating rate borrowings and interest rate swaps expose it to a risk of change in the fair value or future cash flows due to changes in interest rates. The specific interest rate exposures are disclosed in the relevant notes to the financial statements.

The Group economically hedges a portion of its exposure to changes in interest rates on variable rate borrowings by using floating-to-fixed interest rate swaps. By hedging against changes in interest rates, the Group has limited its exposure to changes in interest rates on its cash flows. The portion that is hedged is set by the Board of Directors and is influenced by the hedging requirements set out in the Group's debt facility documents, and the market outlook. The Group ensures the maturity of individual swaps does not exceed the expected life of assets.

The Group's exposure to interest rate risk at reporting date, including its sensitivity to changes in market interest rates that were reasonably possible, is as follows:

	Consolidated	
	30 June 2020	30 June 2019
	\$'000	\$'000
Financial assets		
Cash and cash equivalents (floating interest rate)	76,330	8,134
Financial liabilities		
Interest bearing liabilities - floating interest rate	(215,000)	(188,500)
Derivative financial instruments (notional principal amount) - fixed rate interest rate swaps	172,500	155,000
Net Exposure	33,830	(25,366)

17 Financial risk management and fair value measurement (continued)

(a) Market risk (continued)

(i) Cash flow and fair value interest rate risk (continued)

Sensitivity of profit or loss to movements in market interest rates for derivative instruments with cash flow risk:

	Consolidated	
	30 June	30 June
	2020	2019
	\$'000	\$'000
Market interest rate increased by 100 basis points (2019: 100 bp)	338	(254)
Market interest rate decreased by 100 basis points (2019: 100 bp)	(338)	254
	<hr/>	<hr/>

Instruments with fair value risk:

Derivative financial instruments	172,500	155,000
	<hr/>	<hr/>

Sensitivity of profit or loss to movements in market interest rates for financial instruments with fair value risk:

Market interest rate increased by 100 basis points (2019: 100 bp)	7,945	7,146
Market interest rate decreased by 100 basis points (2019: 100 bp)	(7,945)	(7,146)
	<hr/>	<hr/>

The interest rate range for sensitivity purposes has been determined using the assumption that interest rates changed by +/- 100 basis points from year end rates with all other variables held constant. In determining the impact of an increase/decrease in equity to securityholders arising from market risk the Group has considered prior period and expected future movements of the portfolio information in order to determine a reasonable possible shift in assumptions.

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss.

The Group's maximum credit risk exposure at balance date in relation to each class of recognised financial asset, other than equity and derivative financial instruments, is the carrying amount of those assets as indicated in the balance sheet. This does not represent the maximum risk exposure that could arise in the future as a result of changes in values, but best represents the current maximum exposure at reporting date.

	Consolidated	
	30 June	30 June
	2020	2019
	\$'000	\$'000
Cash at bank	76,330	8,134
Other receivables	10,152	3,989
Less: Expected credit loss provision	(315)	-
Maximum exposure to credit risk	86,167	12,123
	<hr/>	<hr/>

The Group manages credit risk and the losses which could arise from default by ensuring that parties to contractual arrangements are of an appropriate credit rating, or do not show a history of defaults. Financial assets such as cash at bank and interest rate swaps are held with high credit quality financial institutions (rated equivalent A or higher by the major rating agencies). Before accepting a new tenant, the Group endeavours to obtain financial information from the prospective tenant, and rental guarantees are sought before a tenancy is approved. Third party credit risk is secured by corporate, personal and bank guarantees where possible.

17 Financial risk management and fair value measurement (continued)

(b) Credit risk (continued)

All receivables are monitored by the Group. If any amounts owing are overdue these are followed up and if necessary, expected credit loss provision is made for debts that are doubtful.

At the end of the reporting period there are no issues with the credit quality of financial assets that are either past due or impaired, and all amounts are expected to be received in full.

(c) Liquidity risk

Liquidity risk is the risk that the Group may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

The Group monitors its exposure to liquidity risk by ensuring that as required there is sufficient cash on hand or debt facility funding available to meet the contractual obligations of financial liabilities as they fall due. The Group sets budgets to monitor cash flows.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period. The amounts in the table are the contractual undiscounted cash flows.

Consolidated

30 June 2020

	Less than 12 months \$'000	1-2 years \$'000	Greater than 2 years \$'000
Trade and other payables	10,713	-	-
Interest rate swaps	2,584	2,431	6,502
Interest bearing liabilities	4,739	4,739	220,555
Contractual cash flows (excluding gross settled derivatives)	<u>18,036</u>	<u>7,170</u>	<u>227,057</u>

Consolidated

30 June 2019

	Less than 12 months \$'000	1-2 years \$'000	Greater than 2 years \$'000
Trade and other payables	18,196	-	-
Interest rate swaps	1,740	1,662	5,446
Interest bearing liabilities	5,456	5,446	195,506
Contractual cash flows (excluding gross settled derivatives)	<u>25,392</u>	<u>7,108</u>	<u>200,952</u>

(d) Fair value estimation

The carrying amounts of the Group's assets and liabilities at the end of each reporting period approximate their fair values.

Financial assets and liabilities held at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately. Subsequent to initial recognition, all instruments held at fair value through profit or loss are measured at fair value with changes in their fair value recognised in profit or loss.

17 Financial risk management and fair value measurement (continued)

(e) Fair value hierarchy

(i) Classification of financial assets and financial liabilities

AASB 13 requires disclosure of fair value measurements by level of fair value hierarchy. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2);
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the Responsible Entity. The Responsible Entity considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following table presents the Group's financial assets and liabilities (by class) measured at fair value according to the fair value hierarchy at 30 June 2020 and 30 June 2019 on a recurring basis:

Consolidated

30 June 2020

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial liabilities				
Interest rate swaps	-	13,110	-	13,110
Total	-	13,110	-	13,110

Consolidated

30 June 2019

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial liabilities				
Interest rate swaps	-	9,180	-	9,180
Total	-	9,180	-	9,180

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There were no transfers between levels during the year.

The Group did not measure any financial assets or financial liabilities at fair value on a non-recurring basis as at 30 June 2020.

17 Financial risk management and fair value measurement (continued)

(e) Fair value hierarchy (continued)

(ii) Valuation techniques used to derive level 2 and level 3 values

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves, taking into account any material credit risk.

(f) AFSL financial compliance risk

The Group is exposed to the risk of having inadequate capital and liquidity. Arena REIT Management Limited, a subsidiary of ARL, holds an Australian Financial Services License ('AFSL') and acts as a responsible entity for the Group's managed investment schemes. The AFSL requires minimum levels of net tangible assets, liquid assets, cash reserves and liquidity, which may restrict the Group in paying dividends that would breach these requirements.

The directors regularly review and monitor the Group's balance sheet to ensure ARML's compliance with its AFSL requirements.

18 Capital management

The objectives of the Stapled Group are to generate attractive and predictable income distributions to investors with earnings growth prospects over the medium to long term.

The Group aims to invest to meet the Group's investment objectives while maintaining sufficient liquidity to meet its commitments. The Group regularly reviews performance, including asset allocation strategies, investment and operational management strategies, investment opportunities, performance review, and risk management.

In order to maintain its capital structure, the Group may adjust the amount of distributions paid to securityholders, return capital to securityholders, issue new securities or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital through the analysis of a number of financial ratios, including the Gearing ratio.

Gearing Ratio	30 June 2020 \$'000	30 June 2019 \$'000
Net Interest bearing liabilities	138,670	180,366
Total assets less cash	936,250	817,587
Gearing ratio	14.8%	22.1%

Group structure

This section provides information which will help users understand how the Group structure affects the financial position and performance of the Group as a whole.

19 Investments in controlled entities

The consolidated financial statements incorporate the assets, liabilities and results of the following:

Name of entity	Country of incorporation	Class of shares	Equity holding	
			2020	2019
			%	%
Citrus Investment Services Limited	Australia	Ordinary	100	100
Arena REIT Management Limited	Australia	Ordinary	100	100
Arena REIT Operations Pty Limited	Australia	Ordinary	100	100

Unrecognised items

This section of the notes provides information about items that are not recognised in the financial statements as they do not satisfy the recognition criteria.

20 Contingent assets and liabilities and commitments

There are no material outstanding contingent assets or liabilities as at 30 June 2020 and 30 June 2019. For details of commitments of the Group as at 30 June 2020, refer to note 8.

21 Events occurring after the reporting period

In conjunction with the Institutional Placement, the Group offered a Security Purchase Plan (SPP) to eligible investors in June 2020. Whilst the settlement proceeds of \$24.9 million were received in June 2020, the issue of securities did not occur until 1 July 2020.

The effects of COVID-19 have continued to evolve including the Victorian government introducing further lockdowns in August 2020 and the introduction of a further package of support for affected ELC operators. The Group has continued to monitor the effects of COVID-19 post 30 June 2020 and has determined that there have been no matters arise which would require an adjustment to the financial statements as presented.

Further details

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

22 Related party disclosures

Subsidiaries

Investments in controlled entities is set out in note 19.

22 Related party disclosures (continued)

Key management personnel compensation

	30 June 2020	30 June 2019
	\$	\$
Short term employee benefits	1,662,266	1,800,963
Post-employment benefits	89,185	93,419
Long term benefits	23,587	37,491
Termination benefits	-	401,250
Equity-based remuneration	644,106	1,128,427
	2,419,144	3,461,550

Detailed remuneration disclosures are provided in the Remuneration report.

Stapled group

The Arena REIT Stapled Group comprises ARF1, ARF2, and ARL and its controlled entities.

Arena REIT Management Limited (a wholly owned subsidiary of ARL) is Responsible Entity of the Trusts.

Responsible entity

The Responsible Entity or its related parties are entitled to receive fees in accordance with the Group's constitution, from the Group and its controlled entities.

	30 June 2020	30 June 2019
	\$	\$
The following transactions occurred with related parties:		
Property management income received from other related parties	41,626	39,783
Management fees received by the Group from other related parties	230,000	216,250
Property income received from other related parties	11,550	11,550
Increase/(decrease) in fair value of performance fee receivable by the Group from other related parties	51,499	(5,330)
Amounts receivable:		
Amount receivable from other related parties at the end of the reporting period	30,041	29,754
Deferred management and performance fees receivable at the end of the reporting period	652,292	662,813
Amounts payable:		
Amounts payable to other related parties at the end of the reporting period	-	-

23 Equity-based remuneration

(a) Performance Rights and Deferred Short Term Incentive Rights Plan (Rights)

The performance rights and deferred short term incentive rights are unquoted securities. Conversion to stapled securities is subject to performance conditions which are discussed in the Remuneration Report.

	2020 Number	2019 Number	2018 Number	2017 Number	Total Number
Performance rights					
Rights issued	377,023	604,596	658,098	524,092	2,163,809
Performance rights issued	377,023	604,596	658,098	524,092	2,163,809
Number rights forfeited/lapsed in prior years	-	(111,319)	(94,895)	(21,394)	(227,608)
Number rights forfeited/lapsed in current year	-	-	-	-	-
Number rights vested in prior years	-	-	-	-	-
Number rights vested in current year	-	-	-	(502,698)	(502,698)
Closing balance	377,023	493,277	563,203	-	1,433,503

	2020 Number	2019 Number	2018 Number	2017 Number	Total Number
Deferred Short Term Incentive Rights					
Rights issued	161,034	171,120	-	-	332,154
Deferred Short Term Incentive rights issued	161,034	171,120	-	-	332,154
Number rights forfeited/lapsed in prior years	-	-	-	-	-
Number rights forfeited/lapsed in current year	-	-	-	-	-
Number rights vested in prior years	-	-	-	-	-
Number rights vested in current year	-	(171,120)	-	-	(171,120)
Closing balance	161,034	-	-	-	161,034

(b) Rights expense

Total expenses relating to the Rights recognised during the year as part of equity-based remuneration was as follows:

	30 June 2020 \$'000	30 June 2019 \$'000
Performance Rights	656	752
Deferred Short Term Incentive Rights	476	417
	1,132	1,169

23 Equity-based remuneration (continued)

(c) Rights valuation inputs

(i) Performance Rights

Performance Rights issued were independently valued for the purposes of valuation and accounting using a Binomial Tree or Monte Carlo method, as applicable. The model inputs for the Rights issued during FY20 to assess the fair value are as follows:

Grant date	1 July 2019
Security price at grant date	\$2.72
Fair value of right	\$1.76
Expected price volatility	20%
Risk-free interest rate	0.98%

(ii) Deferred Short Term Incentive Rights

The valuation of Deferred Short Term Incentive Rights is based on the volume weighted average price ('VWAP') 15 days prior to the commencement of the performance period. The VWAP is deemed to be a reasonable estimation of fair value, as the rights are entitled to distribution equivalents over the performance period.

(d) Accounting policy - Equity-based remuneration

Employees may receive remuneration in the form of security-based incentives, whereby employees render services as consideration for equity-based incentives (equity-settled transactions). The Group did not have any cash-settled equity-based incentives in the financial year.

The cost of equity-settled transactions is recognised, together with a corresponding increase in reserves in equity, over the period in which the performance and service conditions are fulfilled. The cumulative expense recognised for these transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and for awards subject to non-market vesting conditions, the Group's best estimate of the number of equity instruments that will ultimately vest in respect of the relevant rights. The income statement expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee expenses.

If the terms of an equity-settled transaction are modified, the minimum expense recognised is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the transaction, or is otherwise beneficial to the employee as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award.

24 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the Group:

	Consolidated	
	30 June 2020	30 June 2019
	\$	\$
PricewaterhouseCoopers Australian firm		
<i>Audit and other assurance services</i>		
Audit and review of financial statements	119,996	116,500
Audit of compliance plans	14,420	14,000
Total remuneration for audit and other assurance services	134,416	130,500
<i>Taxation services</i>		
Tax compliance services, including review of income tax returns	32,443	42,918
Tax consulting	-	36,340
Total remuneration for taxation services	32,443	79,258
Total remuneration of PricewaterhouseCoopers	166,859	209,758

25 Parent entity financial information

The financial information for the parent entity Arena REIT No. 1, has been prepared on the same basis as the consolidated financial statements.

(a) Summary of financial information

The individual financial statements for the parent entity show the following aggregate amounts:

Parent	30 June 2020 \$'000	30 June 2019 \$'000
Income statement information		
Net profit attributable to Arena REIT No. 1	<u>69,937</u>	<u>45,995</u>
Comprehensive income information		
Total comprehensive income attributable to Arena REIT No. 1	<u>69,937</u>	<u>45,995</u>
Balance Sheet		
Current assets	<u>76,407</u>	9,898
Non-current assets	<u>779,129</u>	<u>676,184</u>
Total assets	<u>855,536</u>	<u>686,082</u>
Current liabilities	<u>34,233</u>	18,718
Non-current liabilities	<u>188,521</u>	<u>156,841</u>
Total liabilities	<u>222,754</u>	<u>175,559</u>
Equity attributable to securityholders of Arena REIT No. 1		
Contributed equity	<u>396,825</u>	306,368
Accumulated profit	<u>235,957</u>	<u>204,155</u>
	<u>632,782</u>	<u>510,523</u>

26 Summary of other significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all years presented, unless otherwise stated.

(a) Principles of consolidation

(i) Stapled entities

The units of ARF1, ARF2 and the shares of ARL are combined and issued as stapled securities in the Arena REIT Stapled Group. The units of ARF1, ARF2 and shares of ARL cannot be traded separately and can only be traded as a stapled security. This financial report consists of the consolidated financial statements of the Arena REIT Stapled Group, which comprises ARF1, ARF2, and ARL and its controlled entities.

AASB 3 Business Combinations requires one of the stapled entities in a stapling structure to be identified as the parent entity for the purpose of preparing consolidated financial reports. In accordance with this requirement, ARF1 has been identified as the parent entity in relation to the stapling with ARF2 and ARL.

The consolidated financial statements of the Arena REIT Stapled Group incorporate the assets and liabilities of the entities controlled by ARF1 at 30 June 2020, including those deemed to be controlled by ARF1 by identifying it as the parent of the Arena REIT Stapled Group, and the results of those controlled entities for the year then ended. The effects of all transactions between entities in the consolidated entity are eliminated in full.

Non-controlling interests in the results and equity are shown separately in the Statement of Comprehensive Income and Statement of Financial Position respectively. Non-controlling interests are those interests in ARF2 and ARL which are not held directly or indirectly by ARF1.

(ii) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group (refer to note 26(c)).

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and balance sheet respectively.

(iii) Changes in ownership interests

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

26 Summary of other significant accounting policies (continued)

(b) Presentation of members interests in ARF2 and ARL

As ARF1 has been assessed as the parent entity of the Group, the securityholders interests in ARF2 and ARL are included in equity as "non-controlling interests" relating to the stapled entity. Securityholders interests in ARF2 and ARL are not presented as attributable to owners of the parent reflecting the fact that they are not owned by ARF1, but by the securityholders of the stapled group.

(c) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition-date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred and the amount of any non-controlling interest in the acquiree over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

(d) Revenue

Rental income from operating leases is recognised as income on a straight-line basis over the lease term. Where a lease has fixed annual increases, the total rent receivable over the operating lease is recognised as revenue on a straight-line basis over the lease term. This results in more income being recognised early in the lease term and less late in the lease term compared to the lease conditions. The difference between the lease income recognised and the actual lease payments received is shown within the fair value of the investment property on the consolidated balance sheet.

When the Group provides lease incentives to tenants, the cost of the incentives are recognised over the lease term, on a straight-line basis, as a reduction in rental income.

Contingent rents based on the future amount of a factor that changes other than with the passage of time, are only recognised when contractually due.

Interest income is recognised in the consolidated statement of comprehensive income using the effective interest rate method.

Distribution income is recognised when the right to receive a distribution has been established.

Management service fees earned from managed investment schemes or trusts are calculated based on the agreed percentage of funds under management and agreed percentages of schemes or trust acquisitions and disposals. Management fees are recognised on an accrual basis.

26 Summary of other significant accounting policies (continued)

(d) Revenue (continued)

Performance fees earned from managed funds are recorded when the Group has a legal or constructive right as a result of past events, and it is probable that an inflow of resources will occur and the amount can be reliably estimated.

Deferred management fees and performance fees are measured at the present value of the Responsible Entity's best estimate of the amount receivable at the end of the reporting period. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the asset.

Other income is recognised when the right to receive the revenue has been established.

All income is stated net of goods and services tax (GST).

(e) Expenses

All expenses are recognised in profit or loss on an accruals basis.

(f) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for long service leave and annual leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(g) Distributions

The Group distributes income adjusted for amounts determined by the Group. Provision is made for any distribution amounts declared, being appropriately disclosed and no longer at the discretion of the entity, on or before the end of the reporting date but not distributed at the end of the reporting period. The distributions are recognised within the balance sheet and statement of changes in equity as a reduction in accumulated profit/(losses).

26 Summary of other significant accounting policies (continued)

(h) Assets held for sale

Assets are classified as held-for-sale when a sale is considered highly probable and their carrying amount will be recovered principally through a sale transaction rather than through continued use. Assets classified as held-for-sale are presented separately from the other assets in the consolidated balance sheet.

Assets classified as held-for-sale are measured at the lower of their carrying amount and fair value less costs to sell. Changes to fair value are recorded in the consolidated statement of comprehensive income.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the asset (or disposal group) is recognised at the date of derecognition.

Assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

(i) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(j) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(k) Financial instruments

(i) Classification

The Group's investments are classified as at fair value through profit or loss. They comprise:

- Financial instruments held for trading

26 Summary of other significant accounting policies (continued)

(k) Financial instruments (continued)

(i) Classification (continued)

Derivative financial instruments such as futures, forward contracts, options and interest rate swaps are included under this classification. The Group does not designate any derivatives as hedges in a hedging relationship.

- Financial instruments designated at fair value through profit or loss upon initial recognition
These include financial assets that are not held for trading purposes and which may be sold. These are investments in exchange traded debt and equity instruments, unlisted trusts and commercial paper.

Financial assets designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Group's documented investment strategy. The Group's policy is for the Responsible Entity to evaluate the information about these financial instruments on a fair value basis together with other related financial information.

(ii) Recognition/derecognition

Financial assets and financial liabilities are recognised on the date it becomes party to the contractual agreement (trade date) and recognises changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognised when the right to receive cash flows from the investments have expired or the Group has transferred substantially all risks and rewards of ownership.

(iii) Measurement

Financial assets and liabilities held at fair value through profit or loss

At initial recognition, financial assets are initially recognised at fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the profit or loss.

The fair value of financial assets and liabilities traded in active markets is subsequently based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. The quoted market price used for financial assets held by the consolidated entity and the Group is the current bid price and the quoted market price for financial liabilities is the current asking price.

The fair value of financial assets and liabilities that are not traded in an active market are determined using valuation techniques. Accordingly, there may be a difference between the fair value at initial recognition and amounts determined using a valuation technique. If such a difference exists, the Group recognises the difference in profit or loss to reflect a change in factors, including time, that market participants would consider in setting a price.

Further detail on how the fair values of financial instruments are determined is disclosed in note 17(d).

Loans and receivables

Loan assets are measured initially at fair value plus transaction costs and subsequently amortised using the effective interest rate method, less impairment losses if any. Such assets are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment.

If evidence of impairment exists, an impairment loss is recognised in profit or loss as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

If in a subsequent period the amount of an impairment loss recognised on a financial asset carried at amortised cost decreases and the decrease can be linked objectively to an event occurring after the write-down, the write-down is reversed through profit or loss.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

26 Summary of other significant accounting policies (continued)

(l) Provisions

A provision is recognised when the Group has a legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of the Group's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

(m) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of the GST incurred is not recoverable from the relevant taxation authority. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables in the consolidated balance sheet are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables and payables in the consolidated balance sheet.

Cashflows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(n) Rounding of amounts

The Group is an entity of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off to the nearest thousand dollars in accordance with that Instrument, unless otherwise indicated.

In the opinion of the directors:

- (a) the financial statements and notes set out on pages 27 to 69 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its performance for the financial year ended on that date, and
- (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable, and
- (c) Note 1(a) confirms that the financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The directors have been given the declarations by the managing director and chief financial officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the directors.



Chair
Melbourne
13 August 2020



Independent auditor's report

To the unitholders of Arena REIT No. 1

Report on the audit of the financial report

Our opinion

In our opinion:

The accompanying financial report of Arena REIT No. 1 (the Trust) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year then ended
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What we have audited

The Group financial report comprises:

- the consolidated balance sheet as at 30 June 2020
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated statement of cash flows for the year then ended
- the notes to the consolidated financial statements, which include a summary of significant accounting policies
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

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We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.



<i>Materiality</i>	<i>Audit scope</i>	<i>Key audit matters</i>
<ul style="list-style-type: none"> • For the purpose of our audit we used overall group materiality of \$2.19 million which represents approximately 5% of the Group’s profit before tax adjusted for fair value movements in investment properties and derivatives and straight-lining adjustment of rent. • We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole. • We chose profit before tax adjusted for fair value movements in investment properties and derivatives and straight-lining adjustment of rent because, in our view, it is the metric against which the performance of the Group is commonly measured and an accepted benchmark within the industry. • We utilised a 5% threshold based on our professional judgement, noting that it is within the range of commonly acceptable thresholds. 	<ul style="list-style-type: none"> • Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events. 	<ul style="list-style-type: none"> • Amongst other relevant topics, we communicated the following key audit matters to the Audit and Risk Committee: <ul style="list-style-type: none"> – Fair value of investment properties • These are further described in the <i>Key audit matters</i> section of our report.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context.

Key audit matter	How our audit addressed the key audit matter
<p>Fair value of investment properties (Refer to note 8) [\$914.0m]</p> <p>The Group's portfolio of investment properties was recognised as an asset in the financial report at \$914.0m as at 30 June 2020 with a revaluation of \$31.0m. The portfolio comprised of properties in the Early Learning Centres (ELC) and healthcare sectors in Australia.</p> <p>As at 30 June 2020, the Group obtained independent external valuations for their operating portfolio of 211 ELC and 11 healthcare centres. Investment properties are recognised at fair value, with changes in the fair values recognised in profit and loss.</p> <p>The estimation of fair value for investment properties was a key audit matter because of:</p> <ul style="list-style-type: none"> the financial significance of the investment property balance, the level of judgement involved in the underlying assumptions used in the valuation models. The external valuers engaged by the Group has included a material valuation uncertainty clause in their report. This clause highlights that less certainty, and consequently a higher degree of caution, should be attached to the valuation as a result of the COVID-19 pandemic. This indicates a significant estimation uncertainty in relation to the valuation of investment properties, the sensitivity of fair value to any changes in key inputs and assumptions used in the models, the potential impact to profit as a result of the revaluation of investment properties, and the importance of uncertainties associated with the valuations to users understanding of the financial report. 	<p>We performed the following procedures:</p> <ul style="list-style-type: none"> assessed the Group's approach to the valuation of investment properties, including consideration of the impacts of COVID – 19 on the valuation process. through inquiry of management and observation of the valuation process, obtained an understanding and evaluated the Group's control activities for the valuation of investment properties. assessed the scope, competence, capability and objectivity of the external valuer engaged by the Group. considered the external valuer's terms of engagement and assessed for caveats or limitations that may have influenced the outcomes. together with PwC's real estate valuation specialist, we held discussions with the external valuation experts to develop an understanding of the approach and underlying assumptions adopted and how they have considered the impacts of COVID – 19. together with input from PwC real estate valuation specialist, we assessed the appropriateness of the valuation approach and reasonableness of key assumptions used in the valuations by reference to available market evidence, where relevant. for a sample of the investment properties, we checked the inputs (e.g. rent, lease terms and property information) provided to the external valuer to the underlying leases, available market information and where relevant, to the rent relief arrangements agreed with tenants. agreed the fair value determined by the external valuer to the Group's accounting records. <p>assessed the appropriateness of the Group's</p>



Key audit matter

How our audit addressed the key audit matter

The fair value of investment properties is influenced by key inputs in the valuation models such as:

- passing rents,
- market rents,
- capitalisation rates,
- discount rates (healthcare properties),
- capital expenditure and vacancy contingencies (healthcare properties), and
- lease terms.

disclosures in the financial report in light of the requirements of Australian Accounting Standards. In particular we considered the adequacy of the disclosures made in note 8 to the financial statements which explain that there is significant estimation uncertainty in relation to the valuation of investment properties.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2020, but does not include the financial report and our auditor's report thereon. Prior to the date of this auditor's report, the other information we obtained included the Directors' report and Corporate directory. We expect the remaining other information to be made available to us after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and we do not and will not express an opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the other information not yet received, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the directors and use our professional judgement to determine the appropriate action to take.

Responsibilities of the directors for the financial report

The directors are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists.



Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 12 to 23 of the directors' report for the year ended 30 June 2020.

In our opinion, the remuneration report of Arena REIT No. 1 for the year ended 30 June 2020 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

A handwritten signature in black ink that reads 'PricewaterhouseCoopers'.

PricewaterhouseCoopers

A handwritten signature in black ink that reads 'Charles Christie'.

Charles Christie
Partner

Melbourne
13 August 2020

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Rosemary Hartnett (Independent, Non-Executive Director)
Simon Parsons (Independent, Non-Executive Director)
Dennis Wildenburg (Independent, Non-Executive Director)
Rob de Vos (Managing Director)
Gareth Winter (Executive Director of ARML)

Company secretary:

Gareth Winter

Auditor:

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Securities exchange listing:

Arena REIT stapled securities are listed on the Australian Securities Exchange (ASX)