

# MinterEllison

16 August 2018

## BY ELECTRONIC LODGEMENT

Company Announcements  
ASX Limited  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**First Supplementary Bidder's Statement for off-market takeover bid by A.C.N. 626 522 085 Pty Ltd, Hometown Australia Management Pty Ltd and Hometown Australia Nominees Pty Ltd as trustee for Hometown Australia Property Trust to acquire all stapled securities in Gateway Lifestyle Group (ASX: GTY)**

We act for A.C.N. 626 522 085 Pty Ltd (ACN 626 522 085), Hometown Australia Management Pty Ltd (ACN 614 529 538) and Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Australia Property Trust (collectively, **Hometown**).

In accordance with section 647(3)(b) of the Corporations Act 2001 (Cth), we enclose for lodgement a copy of Hometown's first supplementary Bidder's Statement (**First Supplementary Bidder's Statement**) dated 16 August 2018 in relation to Hometown's off-market takeover bid for all the stapled securities of Gateway Lifestyle Group (**Gateway**). The First Supplementary Bidder's Statement supplements the replacement Bidder's Statement lodged by Hometown dated 7 August 2018.

A copy of the First Supplementary Bidder's Statement has been lodged with Gateway and ASIC today.

Yours faithfully  
**MinterEllison**



**Ron Forster**  
Partner

**Michael Scarf**  
Senior Associate

Contact: Michael Scarf T: +61 2 9921 4045  
[michael.scarf@minterellison.com](mailto:michael.scarf@minterellison.com)  
Partner: Ron Forster T: +61 2 9921 4293  
[ron.forster@minterellison.com](mailto:ron.forster@minterellison.com)  
OUR REF: 1202027

enclosure

Level 40 Governor Macquarie Tower 1 Farrer Place Sydney  
GPO Box 521 Sydney NSW 2001 Australia DX 117 Sydney  
[minterellison.com](http://minterellison.com)



# **FIRST SUPPLEMENTARY BIDDER'S STATEMENT**

**In relation to the Offer by**

**HOMETOWN**

**to acquire all fully paid stapled securities in**

**GATEWAY LIFESTYLE GROUP**

# **ACCEPT**

**THE CASH OFFER TO ACQUIRE ALL YOUR  
STAPLED SECURITIES IN  
GATEWAY LIFESTYLE GROUP**

**(COMPRISING GATEWAY LIFESTYLE OPERATIONS LIMITED ABN 63 605 543 968  
AND RESIDENTIAL PARKS NO. 2 TRUST ARSN 605 803 414 AND THEIR  
CONTROLLED ENTITIES)**

**FOR \$2.25 CASH FOR EACH STAPLED  
SECURITY**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

You should read this document in its entirety. If you are in any doubt as to how to deal with it, you should consult your legal, financial or other professional adviser as soon as possible. If you have any queries about the Offer, you may also call the Hometown Offer Information Line on 1300 153 327 (for calls made within Australia) or +61 3 9415 4127 (for calls made from outside Australia) between 8.30am and 5.00pm (Sydney time) Monday to Friday.

## FIRST SUPPLEMENTARY BIDDER'S STATEMENT

### 1. INTRODUCTION

This document is a supplementary Bidder's Statement under section 643 of the *Corporations Act 2001* (Cth).

It is the first supplementary Bidder's Statement (**First Supplementary Bidder's Statement**) issued by A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085) (**Bidder**) as trustee for Hometown Australia Management Pty Ltd (ACN 614 529 538) (**Hometown Management**), and Bidder as trustee for Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Australia Property Trust ABN 30 320 986 289 (**Hometown Nominees**), (Bidder, Hometown Management and Hometown Nominees collectively, **Hometown**) to the replacement Bidder's Statement lodged with ASX, Gateway Lifestyle Group and ASIC on and dated 7 August 2018 (**Bidder's Statement**) issued by Hometown in relation to its off-market takeover bid for all the stapled securities in Gateway Lifestyle Group (comprising Gateway Lifestyle Operations Limited ABN 63 605 543 968 and Residential Parks No. 2 Trust ARSN 605 803 414 and their controlled entities) (**Gateway**).

This First Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement. This document will prevail in the event of any inconsistency with the Bidder's Statement.

A copy of this First Supplementary Bidder's Statement was lodged with ASIC on and is dated 16 August 2018. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

### 2. UPDATE ON OFFER

Hometown refers to its off-market cash takeover offer of \$2.25 per stapled security for all the stapled securities of Gateway announced on 2 July 2018.

In accordance with Hometown's announcement to ASX on 16 August 2018, Hometown confirms that its Offer Consideration of \$2.25 cash for each Gateway Stapled Security, reduced by any future distributions or dividends by Gateway<sup>1</sup>, is final and will not be increased, in the absence of a Competing Proposal (as defined

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<sup>1</sup> Refer to paragraph 1 of the terms of the Offer in Appendix 1 of the Bidder's Statement for details.

in the Bidder's Statement which includes a variation of an existing Competing Proposal)<sup>2</sup>.

Hometown's Offer will close by 7.00pm (Sydney time) on 10 September 2018 (unless extended in accordance with the Corporations Act).

As at 15 August 2018, Hometown had a relevant interest in 55,294,432 Gateway Stapled Securities and its voting power in Gateway was 18.21%.

**3. OTHER**

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning where used in this First Supplementary Bidder's Statement.

**3. APPROVAL OF FIRST SUPPLEMENTARY BIDDER'S STATEMENT**

This First Supplementary Bidder's Statement has been approved by a resolution of the directors of Bidder, the directors of Hometown Management and the directors of Hometown Nominees (as trustee for Hometown Australia Property Trust).

**DATED** 16 August 2018

**SIGNED** for and on behalf of the Bidder, Hometown Management and Hometown Nominees (as trustee for Hometown Australia Property Trust) by:



Patrick Zilis  
Director

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<sup>2</sup> For the purposes of this First Supplementary Bidder's Statement, paragraphs (a) and (b) of the definition of "Competing Proposal" in the Bidder's Statement will be considered to be more than 20% rather than 15%. Refer to the extracted definition of "Competing Proposal" in Appendix 1 of this First Supplementary Bidder's Statement.

## APPENDIX 1

Set out below is the definition of "Competing Proposal" as set out in Section 9.1 of the Bidder's Statement:

### **Competing Proposal**

means any proposal, offer or transaction by a third party (other than Hometown or its Related Entities) that, if completed, would mean:

(a) a person would acquire a relevant interest or voting power in 15%<sup>3</sup> or more of Gateway Stapled Securities or the securities of any member of Gateway Group;

(b) a person would enter into, buy, dispose of, terminate or otherwise deal with any cash settled equity swap or other synthetic, economic or derivative transaction connected with or related to 15%<sup>4</sup> or more of Gateway Stapled Securities or of the securities of any member of the Gateway Group;

(c) a person would directly or indirectly acquire or obtain an interest (including an economic interest) in all or a substantial part or material part of the business conducted by, or assets or property of, Gateway or any member of the Gateway Group;

(d) a person would acquire Control of Gateway or any member of the Gateway Group;

(e) a person may otherwise acquire, or merge with, Gateway or any member of the Gateway Group (including by way of takeover bid, scheme of arrangement, capital reduction, sale of assets, sale of securities, strategic alliance, dual listed company structure, joint venture or partnership); or

(f) Gateway will issue, on a fully diluted basis, 10% or more of its capital as consideration for the assets or share capital of another person,

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<sup>3</sup> For the purposes of Hometown's announcement regarding its best and final Offer Consideration and this First Supplementary Bidder's Statement, paragraph (a) will be considered to be more than 20% rather than 15%.

<sup>4</sup> For the purposes of Hometown's announcement regarding its best and final Offer Consideration and this First Supplementary Bidder's Statement, paragraph (b) will be considered to be more than 20% rather than 15%.

or any proposal by Gateway to implement any reorganisation of capital or dissolution. Each successive material modification or variation of any proposal, offer or transaction in relation to a Competing Proposal will constitute a new Competing Proposal.