

# MinterEllison

12 September 2018

## BY ELECTRONIC LODGEMENT

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

Dear Sir/Madam

**Second 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 second supplementary Bidder's Statement (**Second Supplementary Bidder's Statement**) dated 12 September 2018 in relation to Hometown's off-market takeover bid for all the stapled securities of Gateway Lifestyle Group (**Gateway**). The Second Supplementary Bidder's Statement supplements the first supplementary Bidder's Statement lodged by Hometown dated 16 August 2018.

On behalf of Hometown, we enclose Hometown's notice of freeing the off-market bid from defeating conditions pursuant to section 650F(1) of the Act dated 12 September 2018.

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

Yours faithfully  
**MinterEllison**



**Ron Forster**  
Partner

**Michael Scarf**  
Senior Associate

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OUR REF: 1202027

enclosure

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# SECOND 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.

# SECOND SUPPLEMENTARY BIDDER'S STATEMENT

## Introduction

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

It is the second supplementary Bidder's Statement (**Second 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**), as varied by a notice of variation – extension of offer period dated 31 August 2018, and as supplemented by the First Supplementary Bidder's Statement dated 16 August 2018 (**First Supplementary Bidder's Statement**).

This Second Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement, as varied by a notice of variation – extension of offer period dated 31 August 2018, and as supplemented by the First Supplementary Bidder's Statement. This document will prevail in the event of any inconsistency with the Bidder's Statement, as varied by a notice of variation – extension of offer period dated 31 August 2018 and as supplemented by the First Supplementary Bidder's Statement.

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC on and is dated 12 September 2018. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

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

## 1. Reduction in Conditionality of Hometown Offer

Hometown declares its Offer free of the following Conditions:

- Condition 3 – Other Regulatory Approvals;
- Condition 12 – No change in accounting policies;
- Condition 13 – No change in management arrangements - Paragraph (b) only;
- Condition 14 – No untrue statements;
- Condition 16 - Non-existence or exercise of certain rights (only in so far as that Condition relates to Gateway's head office lease); and

- Condition 17 – No break fees - to the extent that the Condition relates to break fees that are agreed as part of a binding implementation agreement that is not subject to due diligence (any payment made to facilitate due diligence or negotiations will still be covered by Condition 17).

A copy of the notice freeing the Offer from the above listed defeating conditions is attached in Annexure A to this Second Supplementary Bidder's Statement.

## **2. Intention to Declare Offer Unconditional if 50% Reached and FIRB Condition satisfied**

Hometown intends<sup>1</sup> to declare its Offer unconditional on the later of:

1. Hometown obtaining a Relevant Interest<sup>2</sup> in more than 50% of Gateway Stapled Securities<sup>3</sup>; and
2. Hometown obtaining FIRB approval<sup>4</sup>,

provided that there have been no breaches of any of the remaining conditions to the Offer prior to that time.

## **3. Payment terms accelerated**

If the Offer becomes or is declared unconditional, Hometown will pay the cash consideration due to Gateway Securityholders who validly accept the Offer within 7 Business Days after the later of the date that the Offer becomes or is declared unconditional and the Gateway Securityholder's valid acceptance of the Offer being received.<sup>5</sup>

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<sup>1</sup> Hometown reserves all its rights to free the Offer from all or any of the Conditions at any time, in accordance with the terms of Hometown's Offer.

<sup>2</sup> Relevant Interest includes the Relevant Interest of Hometown and its Related Entities in Gateway Stapled Securities, including those Gateway Stapled Securities the subject of valid acceptances of the Offer and acceptance instructions received under the Institutional Acceptance Facility established by Hometown on the terms set out in this Second Supplementary Bidder's Statement.

<sup>3</sup> On a Fully Diluted Basis (as defined in Section 9.1 of the Bidder's Statement).

<sup>4</sup> The FIRB Condition is currently expected to be satisfied by 14 September 2018, however this date may be extended by FIRB.

<sup>5</sup> Subject to ASIC relief allowing Hometown to vary the terms of its Offer to reduce the time for the payment of the Offer Price.

## 4. INSTITUTIONAL ACCEPTANCE FACILITY

### 4.1 Establishment of Acceptance Facility

Hometown has established an institutional acceptance facility which is open to professional investors<sup>6</sup> (**Eligible Gateway Securityholders**), to facilitate receipt of acceptances of the Offer (if it becomes unconditional) (**Acceptance Facility**).

Gateway Securityholders who are not Eligible Gateway Securityholders cannot participate in the Acceptance Facility.

The Acceptance Facility enables Eligible Gateway Securityholders who are not willing or able to accept the Offer until the Offer becomes or is declared unconditional to indicate their intention to accept the Offer.

Hometown has appointed Computershare Clearing Pty Limited ABN 16 063 826 228 (holder of AFSL No. 234715) as the facility operator and collection agent for the Acceptance Facility (**Facility Agent**). The Facility Agent is engaged on terms which include remuneration in accordance with standard fees for work performed in the capacity as the facility operator and acceptance collection agent.

### 4.2 Operation of Acceptance Facility

In summary, the Acceptance Facility will operate as follows:

1. An Eligible Gateway Securityholder may indicate their intention to accept the Offer by lodging the following acceptance instructions with the Facility Agent:
  - a. in the case of an Eligible Gateway Securityholder recorded as the registered holder of Gateway Stapled Securities, a duly completed and executed Acceptance Form in respect of all their Gateway Stapled Securities, in accordance with the terms of the Offer; and/or
  - b. in the case of an Eligible Gateway Securityholder holding Gateway Stapled Securities as custodian, nominee or trustee for another person (**Beneficial Holder**), a signed direction from the Beneficial Holder to the Eligible Gateway Securityholder (**Direction**) to accept the Offer in respect of all the Gateway Stapled Securities to which the Beneficial Holder is entitled, in accordance with the terms of the Offer; and
  - c. a signed Appointment of Facility Operator form containing the terms of the Acceptance Facility, (**Acceptance Instructions**).
2. The Facility Agent will hold the Acceptance Instructions as the acceptance facility collection agent only.
3. The Facility Agent will not acquire a Relevant Interest in any of the Gateway Stapled Securities the subject of the Acceptance Instructions. Acceptance Instructions lodged

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<sup>6</sup> Being Gateway Securityholders identified by Hometown as 'professional investors' as defined in section 9 of the Corporations Act that hold or beneficially own at least A\$500,000 of Gateway Stapled Securities (based on the Offer Consideration).

with the Facility Agent will represent an intention of the relevant Eligible Gateway Securityholder to accept the Offer but will not constitute acceptance of the Offer while held by the Facility Agent.

4. Hometown may (in its discretion) give a written notice to the Facility Agent (**Hometown Confirmation**) at any time stating:
  - a. Hometown has declared the Offer free of all defeating conditions; or
  - b. Hometown will declare the Offer free of all defeating conditions no later than the time that all Acceptance Instructions lodged with the Facility Agent are processed;
5. Immediately after receipt of a Hometown Confirmation, the Facility Agent must:
  - a. deliver all Acceptance Forms to Hometown or Computershare Investor Services Pty Ltd in accordance with the instructions on the relevant Acceptance Forms or, in the case of Gateway Stapled Securities held in a CHESS holding, give the Acceptance Forms to the relevant Controlling Participant;
  - b. deliver all Directions to Hometown or to the relevant custodians, nominees or trustees; and/or
  - c. (if applicable) direct any relevant Eligible Gateway Securityholders to initiate acceptance of the Offer in accordance with rule 14.14 of the ASX Settlement Operating Rules.
6. Hometown is under no obligation to give a Hometown Confirmation to the Facility Agent.
7. Eligible Gateway Securityholders retain all rights and control over their Gateway Stapled Securities and will be able to withdraw their Acceptance Instructions at any time prior to the Facility Agent receiving any Hometown Confirmation from Hometown.
8. Hometown reserves all its rights to declare the Offer free from all defeating conditions at any time (subject to the Corporations Act), irrespective of the number of acceptances held by Hometown, or the number of Gateway Stapled Securities that are the subject of Acceptance Instructions held by the Facility Agent.

### **4.3 Obtaining documentation**

If you are an Eligible Gateway Securityholder, you may request a copy of the documentation relating to the Acceptance Facility from the Facility Agent by:

email to:            custodians@computershare.com.au

calling:             1800 095 862

### **4.4 Disclosure of Acceptance Instructions**

By 8.00am (Sydney time) on each business day (or at any other time on Hometown's reasonable request), the Facility Agent must notify Hometown of the number of Gateway Stapled Securities in respect of which Acceptance Instructions have been received as at 7.00pm (Sydney time) the previous day.

Following receipt of this information for every movement of at least 1% in the aggregate level of Hometown's voting power (as defined in the Corporations Act) in Gateway and the Gateway Stapled Securities in respect of which Acceptance Instructions are given to the Facility Agent during the Offer Period, Hometown will give to ASX by 9.30am (Sydney time) on the following trading day a notice setting out:

- a. the aggregate number and percentage of Gateway Stapled Securities in which Hometown and its associates have a relevant interest, and which are the subject of Acceptance Instructions; and
- b. a breakdown between the two categories.

Hometown's Offer will close by **7.00pm (Sydney time) on 24 September 2018** (unless extended in accordance with the Corporations Act).

As at 12 September 2018, Hometown had a relevant interest in 73,442,954 Gateway Stapled Securities and its voting power in Gateway was 24.18%.

## **5. CONSENT**

Computershare Clearing Pty Limited has given, and not, withdrawn before the lodgement of this Second Supplementary Bidder's Statement with ASIC, its written consent to be named in this Second Supplementary Bidder's Statement as the acceptance facility collection agent for the Acceptance Facility in the form and context in which it is so named.

Computershare Clearing Pty Limited has not caused or authorised the issue of this Second Supplementary Bidder's Statement, does not make or purport to make any statement in this Second Supplementary Bidder's Statement or any statement on which a statement in this Second Supplementary Bidder's Statement is based and takes no responsibility for any part of this Second Supplementary Bidder's Statement other than any reference to its name.

## **6. FURTHER INFORMATION**

If you require any further information or assistance in relation to the Offer, you may call the Hometown Offer Information Line on the following numbers:

For callers within Australia (toll free) - 1300 153 327

For callers outside Australia (not toll free) - +61 3 9415 4127

## **7. APPROVAL OF SECOND SUPPLEMENTARY BIDDER'S STATEMENT**

This Second 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** 12 September 2018

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

A handwritten signature in black ink, appearing to read 'P. Zilis', written in a cursive style.

Patrick Zilis  
Director



## **ANNEXURE A**

Notice under section 650F(1) of the Corporations Act

*Corporations Act 2001 (Cth)*

Section 650F(1)

### **NOTICE UNDER SECTION 650F OF THE CORPORATIONS ACT – DECLARING OFF-MARKET BID FREE FROM CERTAIN CONDITIONS**

**TO:** 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**)

ASX Limited (ABN 98 008 624 691) (**ASX**)

This is a notice given 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 (**Hometown Nominees**), (Bidder, Hometown Management and Hometown Nominees collectively, **Hometown**) in relation to the offers made under its off-market takeover bid for all the stapled securities of Gateway (**Offer**) contained in its replacement Bidder's Statement dated 7 August 2018, as varied by a notice of variation – extension of offer period dated 31 August 2018, and as supplemented by the first supplementary bidder's statement dated 16 August 2018 and the second supplementary bidder's statement dated 12 September 2018 (**Bidder's Statement**).

In accordance with section 650F of the *Corporations Act 2001* (Cth), Hometown declares the Offer and any contract resulting from acceptances of the Offer free from the following defeating conditions contained in Appendix 2 of the Bidder's Statement:

- (a) Condition 3 – Other Regulatory Approvals;
- (b) Condition 12 – No change in accounting policies;
- (c) Condition 13 – No change in management arrangements - Paragraph (b) only;
- (d) Condition 14 – No untrue statements;

- (e) Condition 16 - Non-existence or exercise of certain rights (only in so far as that Condition relates to Gateway's head office lease); and
- (f) Condition 17 – No break fees - to the extent that the Condition relates to break fees that are agreed as part of a binding implementation agreement that is not subject to due diligence (any payment made to facilitate due diligence or negotiations will still be covered by Condition 17).

As at the date of this notice, Hometown's voting power in Gateway is 24.18% comprising 73,442,954 Gateway Stapled Securities out of a total of 303,726,580 Gateway Stapled Securities on issue.

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

**DATED** 12 September 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