

ASX Announcement – Australian Unity Office Fund

6 November 2019

Judicial advice in relation to adjournment of Scheme Meeting

Australian Unity Investment Real Estate Limited (**AUIREL**), as Responsible Entity of Australian Unity Office Fund (ASX: **AOF**), refers to the unitholder meeting scheduled to occur at 10.00am (Melbourne time) on 7 November 2019 (**Scheme Meeting**) to consider the trust scheme pursuant to which CHAB Office Pty Limited acting as trustee for the CHAB Office Trust (**CHAB**), an entity owned by the Abacus Property Group (ASX: **ABP**) and Charter Hall Group (ASX: **CHC**), would acquire all of the issued units in AOF (**Scheme**).

As announced on 4 November 2019, AUIREL sought judicial advice to adjourn the Scheme Meeting to ensure that AOF unitholders have adequate time to consider CHAB's divestment of its 19.9% interest in AOF before they decide how to vote (or, for those AOF unitholders that have already lodged their proxy form, whether to change their vote).

AUIREL announces that it has now received judicial advice from the Supreme Court of Victoria confirming that the chair of the Scheme Meeting (**Chair**) would be justified in adjourning the Scheme Meeting to 18 November 2019 or such later date as determined by the Chair. A copy of the orders made by the Supreme Court of Victoria is attached to this announcement.

The Scheme Meeting will commence as planned at 10.00am (Melbourne time) on 7 November 2019 at Ground Floor, 271 Spring Street, Melbourne Victoria 3000. However, the Chair intends to adjourn the Scheme Meeting shortly after its commencement to **11.00am (Melbourne time) on Monday, 18 November 2019 at Ground Floor, 271 Spring Street, Melbourne Victoria 3000.**

Voting record date and proxy deadline date

AUIREL has also received judicial advice from the Supreme Court of Victoria confirming that it would be justified in extending the voting record date for the Scheme Meeting if the Scheme Meeting is adjourned. The voting record date for the Scheme Meeting will be extended to 7.00pm (Melbourne time) on Saturday, 16 November 2019 if the Scheme Meeting is adjourned.

All unitholders registered on the register of AOF unitholders at the voting record date will be entitled to attend and vote in person at the adjourned Scheme Meeting or vote by proxy (subject to any applicable voting exclusions).

The deadline for receipt of proxy forms will also be extended to 11.00am (Melbourne time) on Saturday, 16 November 2019 if the Scheme Meeting is adjourned.¹

¹ Instructions for returning your proxy form are set out in the Notice of Meeting dated 4 October 2019. As set out in the Notice of Meeting, for unitholders who wish to hand deliver their proxy form to Boardroom Pty Limited, this may only be done during business hours on a business day.

ASX code:

AOF

Issuer:

Australian Unity Investment Real Estate Limited

ABN 86 606 414 368

AFSL 477434

Enquiries:

Australian Unity Office Fund Investor Services

1300 721 637 or

+61 2 8016 2890

(outside Australia)

Contact details:

271 Spring Street

Melbourne VIC 3000

Tel: 13 29 39

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AOF Unitholder Information Line

For further information in relation to the Scheme, AOF unitholders can contact AOF Unitholder Information Line on +61 1800 179 970, from Monday to Friday between 8.15am and 5.30pm (Melbourne time), or consult their investment, legal, taxation or other professional adviser.

About AOF

AOF is an ASX-listed REIT that wholly owns a diversified portfolio of nine office properties located across Australian metropolitan and CBD markets in Sydney, Adelaide, Melbourne, Brisbane and Canberra.

This announcement is issued by Australian Unity Investment Real Estate Limited ABN 86 606 414 368 AFSL 477434 (AUIREL). AUIREL is a wholly owned subsidiary of Australian Unity Limited ABN 23 087 648 888.

Australian Unity is a health, wealth and living organisation providing products and services designed to help people thrive. More than one million Australians have created a bright future with us. Our businesses span operations providing healthcare, financial services, and retirement and living services, employing more than 7,500 people across Australia.

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**IN THE SUPREME COURT OF VICTORIA
AT MELBOURNE
CORPORATIONS LIST**



In the matter of:

**Australian Unity Investment Real Estate Limited
(ABN 86 606 414 368) as responsible entity of
Australian Unity Office Fund (ARSN 113 369 627)**

ORDERS

Date of document: [6] November 2019
Filed on behalf of: the Plaintiff
Prepared by:
Ashurst Australia
Level 26
181 William Street
MELBOURNE VIC 3000

Solicitor's Code: 53
DX: 388
Tel: (03) 9679 3000
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Ref: 1000 046 431
Attention: Andrew Harpur
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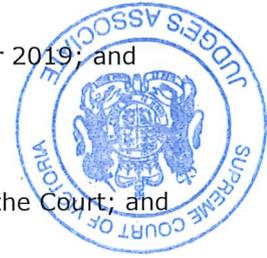
JUDGE OF THE COURT: Justice Sifris
DATE MADE: 6 November 2019
ORIGINATING PROCESS: Originating Motion filed 24 September 2019
HOW OBTAINED: In person.
ATTENDANCE: K.A. O'Gorman of counsel for the plaintiff.
C.M. Archibald QC for CHAB Office Pty Limited as trustee of the
CHAB Office Trust, by leave.
OTHER MATTERS: Nil.

THE COURT ORDERS THAT:

1. Pursuant to Order 54.02 of the *Supreme Court (General Civil Procedure) Rules 2015 (Vic)*, the Court advises that:
 - (a) the chair (**Chair**) of the extraordinary general meeting (the **AOF Scheme Meeting**) of registered holders of units in AOF (**AOF Unitholders**) would be justified in convening the AOF Scheme Meeting, presently due to take place on 7 November 2019, and then immediately adjourning the AOF Scheme Meeting to 18 November 2019 or such other date after 18 November 2019 as the Chair may determine;
 - (b) AUIREL would be justified in distributing to AOF Unitholders copies of:
 - (i) the AOF ASX Announcement dated 4 November 2019;

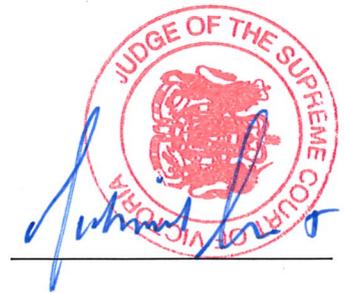
- (ii) the draft AOF ASX Announcement dated 7 November 2019; and
(iii) the email to AOF Unitholders;

each in substantially the form provided to and initialled by the Court; and



- (c) AUIREL would be justified in extending the date and time for determining eligibility to vote at the AOF Scheme Meeting to 7.00pm (Melbourne time) on the day that is two calendar days prior to the date set for the adjourned AOF Scheme Meeting.
2. The application for judicial advice in paragraph 1(b)(ii) of the Originating Motion filed 24 September 2019, which was set down on 8 November 2019, be adjourned to 19 November 2019.
3. Any person who claims that his or her rights as an AOF Unitholder will be prejudiced by the passing of the Scheme Resolutions (as defined in the Notice of Meeting and Explanatory Memorandum provided to the Court as exhibit SOF2 to the affidavit of Emma Rodgers sworn 1 October 2019) and by the Plaintiff effecting the proposal for the acquisition of all units in AOF by CHAB Office Pty Limited as trustee of the CHAB Office Trust may, on or before **4pm on the day before the date to which the hearing referred to in paragraph 2 is adjourned**, apply to the Court for such orders or directions as the circumstances may require.
4. Pursuant to Order 54.04 of the *Supreme Court (General Civil Procedure) Rules 2015 (Vic)*, the Court directs that notice of these proceedings and these orders need not be given to nor served on any person, except as follows:
- (a) announcement to the Australian Securities Exchange of a copy of these orders; and
- (b) publication in a national newspaper, not later than 7 days before the date of the Second Court Hearing, of notice of that hearing, and a summary of the relief to be sought at it.
5. The Plaintiff have liberty to apply.
6. These orders be entered forthwith.

DATE AUTHENTICATED: 6 November 2019



The Hon. Justice Sifris