

ASX ANNOUNCEMENT

16 October 2020

Announcement No. 23/20 The Manager Corporate Announcement Office Australian Securities Exchange

Notice of Company AGM and Trust Meeting

ALE Property Group, which is comprised of Australian Leisure and Entertainment Property Management Limited (the "Company") and Australian Leisure and Entertainment Property Trust (the "Trust"), will hold its Annual General Meeting ("AGM") of the shareholders of the Company and meeting of unitholders of the Trust virtually on 17th November 2020 at 10.00 am Sydney Time (on-line Registration will commence 9.30 am)

The Notice of Meeting is attached to this announcement.

The following documents have been mailed to stapled securityholders:

- Chairman's letter to stapled securityholders; and
- Proxy form.

A copy of each of the above documents is attached in accordance with Listing Rule 15.7.

This ASX release was approved and authorised for release by Michael Clarke, Company Secretary.

- Ends -

Contact:
Michael Clarke
Company Secretary
ALE Property Group

Tel: 02 8231 8588

Website: www.alegroup.com.au



Australian Leisure and Entertainment Property Management Limited ABN 45 105 275 278 Australian Leisure and Entertainment Property Trust ARSN 106 063 049

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

ALE Property Group 2020 Annual General Meeting

Dear Securityholder,

On behalf of the Board of Directors, I am pleased to invite you to the 2020 Annual General Meeting (**AGM**) of ALE Property Group (**ALE**). The AGM will be held on Tuesday, 17 November 2020 at 10.00am (AEDT).

The ALE Property Group comprises Australian Leisure and Entertainment Property Management Limited (the **Company**) and the Australian Leisure and Entertainment Property Trust (the **Trust**) and their controlled entities. Each stapled security in the ALE Property Group comprises one share in the Company and one unit in the Trust (a **Stapled Security**).

The Annual General Meeting of the shareholders of the Company and a meeting of the unitholders of the Trustee will be held concurrently on Tuesday, 17 November 2020 at 10.00am (AEDT).

Virtual AGM

Due to the health and safety impacts of COVID-19 and the continuing developments around Government-mandated restrictions, we have decided to hold our 2020 AGM in a virtual format. Securityholders can attend and participate in the AGM online and relevant details, including how to participate, are set out in the Notice of Meetings and in the Virtual Meeting Guide which will available at www.alegroup.com.au/agm/.

The AGM will also be webcast live on ALE's website at www.alegroup.com.au/agm/

Notice of Meetings

Our Notice of Meetings is available for all securityholders online at **ww.alegroup.com.au/agm/**. Hard copies of the Notice of Meetings will not be sent by post ahead of our AGM. This approach is consistent with the temporary changes to the *Corporations Act 2001* in response to the COVID-19 pandemic.

AGM Website

Our AGM website <u>www.alegroup.com.au/agm/</u> will have all related information and guidance you need to attend the AGM online. It will include ALE's Virtual Meeting Guide, and answers to Frequently Asked Questions.

From **19 October 2020** you will be able to access the following documents from ALE's AGM website:

- Notice of Meetings;
- Annual Report;
- Marked up copies of the Constitutions; and
- Corporate Governance Statement.

Voting at the AGM

At the AGM, our recently appointed CEO, Guy Farrands, and I will update securityholders on the performance of ALE Property Group and provide an update on the results of the recently announced rent determination process. Further information on the Group's financial performance is also provided in the ALE Property Group Annual Report for the year ended 30 June 2020, which is available on ALE's website.

The AGM allows you to vote on matters important to you as a securityholder and the Board of Directors encourage securityholders to participate in the AGM via the online platform where you will be able to cast your vote in real time. You may choose to consider and vote on the resolutions as detailed further in the Notice of Meetings.

Securityholder questions

The AGM is also an important opportunity for the Board to hear directly from securityholders. If you wish to submit questions in advance of the AGM, you may do so by submitting your question via the question form accessible at www.alegroup.com.au/agm/ or by emailing alegroup@alegroup.com.au by Tuesday, 10 November 2020. We hope to address as many of the more frequently asked relevant questions as practicable at the meetings.

On behalf of the Board, I thank you for your continued support and look forward to welcoming you at our virtual AGM.

Robert Mactier

Chairman 7 October 2020

Participating in a virtual AGM

In response to Government-mandated restrictions and the potential health risks arising from the COVID-19 pandemic, the AGM will be held online this year.

This is designed to protect our people, securityholders and the community. Your participation in the AGM is important to us and while there will not be a physical location, securityholders can participate online in real time, including asking questions and voting.

How to attend and participate in the AGM

You can attend, vote and ask questions in real time at the AGM from your **computer** or **mobile device**, by entering the following URL in your web browser:

www.alegroup.com.au/agm/

Further information on how to attend and participate online is set out in the Notice of Meetings and in the Virtual Meeting Guide available on our website at www.alegroup.com.au/agm/. The AGM will also be webcast live and archived at www.alegroup.com.au/agm/ for viewing after the event.

How to submit your proxy vote in advance of the AGM

Securityholders may also appoint a proxy to vote on their behalf through the online voting website www.investorvote.com.au by following the instructions set out on the website. **Securityholders** will need to enter their SRN/HIN and Postcode in order to appoint a proxy online.

In order to take effect, the online proxy appointment (and any authority under which the proxy was signed or a certified copy of the authority) must be received by Computershare, **no later than 10.00am (AEDT) on Sunday, 15 November 2020.**

Securityholders who appoint a proxy or attorney may still attend the AGM. However, if the securityholder votes on a resolution, the proxy or attorney is not entitled to vote as that securityholder's proxy or attorney on the resolution.

If securityholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 360 146 (within Australia) or +61 (03) 9415 4315 (overseas). Further instructions on how to appoint a proxy are available at **www.investorvote.com.au** and in our Notice of Meetings.

If it becomes necessary to give further updates about the AGM, information will be lodged with the ASX and posted on ALE's website at www.alegroup.com.au/agm/.

Key dates

| Notice of Meetings and virtual AGM information available at www.alegroup.com.au/agm/ | Monday, 19 October 2020 |
|---|---|
| Opening of online proxy voting and submission of questions | Tuesday, 20 October 2020 |
| Deadline for submission of questions ahead of the AGM | 5:00pm (AEDT) on Tuesday, 10 November 2020 |
| Deadline for appointing a proxy ahead of the AGM | 10:00am (AEDT) on Sunday, 15 November 2020 |
| Annual General Meeting (Virtual) go to www.alegroup.com.au/agm/ | 10:00am (AEDT) on Tuesday, 17 November 2020 (registration opens from 9:30am) |



Australian Leisure and Entertainment Property Management Limited ABN 45 105 275 278 Australian Leisure and Entertainment Property Trust ARSN 106 063 049

LEP

MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10.00 am (AEDT) Sunday 15 November 2020.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to the meeting. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:



Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999 SRN/HIN: 19999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

| Change of address. If incorrect, |
|--------------------------------------|
| mark this box and make the |
| correction in the space to the left. |
| Securityholders sponsored by a |
| broker (reference number |
| commences with 'X') should advise |
| your broker of any changes. |



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IND

| Proxy F | orm |
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| Proxy Form | | | | | |
|---|---|--|--|---|--|
| Step 1 Appoint a Pi | roxy to Vote on You | ır Behalf | | | XX |
| I/We being a member/s of ALE Pro | pperty Group hereby appoint | | | | |
| the Chairman of the Meeting | | yo | LEASE NOTE: Lu have selected eeting. Do not in | the Chairma | n of the |
| act generally at the meeting on my/o the extent permitted by law, as the p Meeting) on Tuesday, 17 November Chairman authorised to exercise u Meeting as my/our proxy (or the Cha on Items 3 and 4 (except where I/we indirectly with the remuneration of a | our behalf and to vote in accordancy sees fit) at the Annual Ger 2020 at 10.00am (AEDT) and a cundirected proxies on remundarman becomes my/our proxy be have indicated a different voting member of key management potthe Meeting is (or becomes) you the appropriate box in step 2. | or body corporate is named, the Chairman of ance with the following directions (or if no dineral Meeting of ALE Property Group to be lat any adjournment or postponement of that eration related resolutions: Where I/we have default), I/we expressly authorise the Chang intention in step 2) even though Items 3 are ersonnel, which includes the Chairman. | rections have held virtually (meeting. ave appointed airman to exer and 4 are conre | been given refer to the the Chairm cise my/our nected direct at or abstair | n, and to Notice of nan of the r proxy ctly or n from |
| Step 2 Items of Bus | | ou mark the Abstain box for an item, you are dire your votes will not be counted in computing the re | | | |
| | | | For | Against | Abstair |
| 1 Re-election of Paul Say as a Dir | rector | | | | |
| 2 Re-election of Phillipa Downes a | as a Director | | | | |
| 3 Non-binding advisory vote on th | e Remuneration Report | | | | |
| 4 Approval of Executive Incentive | Scheme grant of rights to Mr W | Vilkinson - Company and Trust | | | |
| 5 Amendments to the constitutions Company and Trust | s of the Company and of the Tr | rust – general updates and changes - | | | |
| Step 3 Signature of | Securityholder(s) | favour of each item of business. In exception in, in which case an ASX announcement will This section must be completed. | | nces, the Ch | nairman |
| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 | | | |
| | | | | 1 | 1 |
| Sole Director & Sole Company Secreta | ry Director | Director/Company Secretary | | Dat | :e |





By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



Mobile Number

Update your communication details (Optional)

Email Address



Building on Strong Foundations



Notice of Meeting

2020

Australian Leisure and Entertainment Property Management Limited

(ABN 45 105 275 278) AND

Australian Leisure and Entertainment Property Trust

(ARSN 106 063 049)

Notice is given that the Annual General Meeting of shareholders of Australian Leisure and Entertainment Property Management Limited (Company) and a meeting of the unitholders of Australian Leisure and Entertainment Property Trust (Trust) (together, ALE Property Group) will be held concurrently at 10.00 am Australian Eastern Daylight Time (AEDT) on Tuesday 17 November 2020 (the Meetings or AGM).

Due to the continuing developments in relation to the COVID-19 pandemic and the health and safety of Stapled Securityholders and ALE Property Group's management and Board being of paramount importance, the Meetings will be held as virtual meetings. Accordingly, Stapled Securityholders will not be able to attend the 2020 Meetings in person.

Stapled Securityholders are requested to participate in the AGM online accessible via ALE Property Group's website at **www.** *alegroup.com.au/agm/*, or through the appointment of a proxy. Details of how to participate in the Meetings online are set out below in the section 'How to Participate in the Meeting' and in the Virtual Meeting Guide which will be published on ALE Property Group's website.

Even if you plan to attend the Meetings online, if you have decided the way you wish to vote we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the Meetings that prevents you from attending online). Stapled Securityholders can lodge their proxy online at investorvote.com.au or download, complete and return the proxy form by 10.00am (AEDT) on Sunday 15 November 2020.

In light of the COVID-19 pandemic, Stapled Securityholders are encouraged to monitor the ASX and the ALE Property Group's website for updates (if any) following the issuing of this notice of AGM.

A copy of this Notice of AGM (the Notice) is also available on the ALE's website at: www.alegroup.com.au/agm/.

This Notice (which is available in English only) is important and requires your immediate attention. The action you need to take is set out in this Notice. If you are in any doubt as to what action to take, please consult your broker, attorney or other professional advisor immediately.

Annual General Meeting Agenda

| 9.30 am (AEDT) | Online registration opens – please log in to the Virtual Meeting Portal and register your attendance following the instructions below. Further instructions are set out in the Virtual Meeting Guide which will be published on the website at www.alegroup.com.au/agm/. |
|-----------------|--|
| 10.00 am (AEDT) | AGM commences Chairman's welcome address to Stapled Securityholders Managing Director's presentation Items of Business |

How to participate in the Meetings

To participate in the AGM online, on the day of the AGM:

- 1. Open your internet browser and go to www.alegroup.com.au/agm/
- 2. Click on the link titled "2020 Annual General Meeting" to be directed to the Virtual Meeting Portal
- 3. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the Meetings to ensure there is no delay in attending the virtual meetings

- 4. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears
- 5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
- 6. Once the Chair of the Meetings has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen
- 7. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

By participating in the Meetings online, Stapled Securityholders, proxyholders, attorneys and authorised representatives will be able to:

- hear the meeting including Chairman's address and Chief Executive's presentation;
- view the Meetings slides;
- submit questions at the appropriate time whilst the Meetings are in progress; and
- vote during the Meetings.

Stapled Securityholders, proxyholders, attorneys and authorised representatives participating in the Meetings using the Virtual Meeting Portal will be able to vote between the commencement of the Meetings and the closure of voting as announced by the Chairman during the Meetings.

Discussion and Stapled Securityholder questions

Discussion will take place on all items of business to be considered at the AGM. Stapled Securityholders will have a reasonable opportunity to ask questions during the AGM via the Virtual Meeting Portal, including an opportunity to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report and the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

To ensure that as many Stapled Securityholders as possible have the opportunity to participate in the Meetings, Stapled Securityholders are asked to observe the following requests:

- all Stapled Securityholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Financial Statements, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of ALE Property Group;
- if a Stapled Securityholder has more than one question on an item of business, all questions should be asked at the one time; and
- Stapled Securityholders should not ask questions at the AGM relating to any matters which are personal to the Stapled Securityholder or commercial in confidence.

Stapled Securityholders who prefer to register questions in advance of the AGM are invited to do so. A Stapled Securityholder Question Form is available online www.alegroup.com.au/agm/. Written questions must be received by ALE Property Group by 5.00pm (AEDT) on Tuesday 10 November 2020, and can be submitted online, by mail or by fax in the manner set out on page 6.

ALE Property Group will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meetings. However, there may not be sufficient time available at the Meetings to address all of the questions raised. Please note that individual responses will not be sent to Stapled Securityholders.

Webcast

The Meetings will also be webcast live from www.alegroup.com.au/agm/. However, as distinct from the Virtual Meeting Portal, Stapled Securityholders will not be able to vote and ask questions in real time on the webcast (the Virtual Meeting Portal referred to above will be available for this).

If you are planning to watch the webcast, we encourage you to submit a proxy and any questions ahead of the Meetings.

Technical difficulties

As the AGM is a virtual meeting technical issues may arise. In that event, the Responsible Entity will have regard to the impact of the technical issue on Stapled Securityholders and the Chairman of the Meetings may, in exercising his powers as the Chairman, issue any instructions for resolving the issue and decide whether and how the Meetings should proceed. In exercising this discretion, the Chairman will have regard to the number of Stapled Securityholders impacted and the extent to which participation in the business of the Meetings is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Meetings and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

In the event of a substantial technological failure that prevents Stapled Securityholders from having a reasonable opportunity to participate in the Meetings, an update will be provided on ALE Property Group's website and the ASX platform to communicate the details of the postponed or adjourned meeting to Stapled Securityholders.

Please note that the item of Ordinary Business and the Resolutions should be read in conjunction with the Explanatory Memorandum which forms part of the Notice of Meeting.

Ordinary Business

Item 1

Receive 30 June 2020 financial reports - Company and Trust

To receive and consider the financial reports of ALE Property Group and the reports of the Directors and Auditor for the year ended 30 June 2020.

The following Resolutions 1 to 4 are to be considered and, if thought fit, passed as ordinary Resolutions of the Company (and in the case of Resolution 4, of the Trust as well):

Resolutions

Resolution 1

Re-election of Paul Say as a Director

That Paul Say, being a Director who retires in accordance with the ASX Listing Rules and Rule 44(a) of the Company's Constitution and, being eligible, offers himself for reelection, is re-elected as a Director of the Company.

The Directors (with Paul Say abstaining) unanimously recommend that Stapled Securityholders vote in favour of the re-election of Mr Say.

Resolution 2

Re-election of Phillipa Downes as a Director

That Phillipa Downes, being a Director who retires in accordance with the ASX Listing Rules and Rule 44(a) of the Company's Constitution and, being eligible, offers herself for re-election, is re-elected as a Director of the Company.

The Directors (with Phillipa Downes abstaining) unanimously recommend that Stapled Securityholders vote in favour of the re-election of Ms Downes.

Resolution 3

Non-binding advisory vote on the Remuneration Report

That the Company adopt the Remuneration Report for the year ended 30 June 2020 as contained within the Directors' Report of the ALE Property Group Annual Report 2020 on pages 13 to 19.

Note: The vote on this Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will consider the outcome of the vote when reviewing the Company's remuneration policy.

Note: A voting exclusion statement applies to this Resolution (see below for details).

The Directors unanimously recommend that Stapled Securityholders vote in favour of this Resolution.

Resolution 4

Approval of Executive Incentive Scheme grant of rights to Mr Wilkinson - Company and Trust

That approval be given to grant a maximum of 35,049 rights to receive Stapled Securities to Mr Andrew Wilkinson under the ALE Property Group Executive Stapled Security Scheme on the terms summarised in the Explanatory Memorandum.

Note: A voting exclusion statement applies to this Resolution (see below for details).

The Directors unanimously recommend that Stapled Securityholders vote in favour of this Resolution.

Resolution 5

Amendments to the constitutions of the Company and of the Trust – general updates and changes - Company and Trust

To consider and, if thought fit, to pass the following as **special resolutions** of the Company and of the Trust:

That:

- (a) subject to and conditional on the passing of Resolution 5(b) by the requisite majority, the constitution of the Company be amended, with effect from the close of the Meetings, in the manner set out in the Explanatory Memorandum to this Notice of Meetings and as marked in the document that has been produced to the Meetings (which is for the purpose of identification marked 'A' and initialled by the Chairman); and
- (b) subject to and conditional on the passing of Resolution 5(a) by the requisite majority, the constitution of the Trust for which Australian Leisure and Entertainment Property Management Limited is the responsible entity be amended, with effect from the date of its lodgement with ASIC, in the manner set out in the Explanatory Memorandum to this Notice of Meetings and as marked in the document that has been produced to the Meetings (which is for the purpose of identification marked 'B' and initialled by the Chairman)."

The Directors unanimously recommend that Stapled Securityholders vote in favour these Resolutions.

Voting Exclusions

Resolution 3

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 3 (Remuneration Report):

- by or on behalf of a member of its Key Management Personnel named in the Remuneration Report for the year ended 30 June 2020 or their Closely Related Parties (regardless of the capacity in which the vote is cast); or
- as proxy by a member of the Company's Key Management Personnel at the date of the Annual General Meeting or their Closely Related Parties.

However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on Resolution 3:

- in accordance with the directions on the proxy form; or
- by the Chairman of the Meetings in accordance with an express authorisation to exercise the proxy even though Resolution 3 is connected with the remuneration of a member of the Company's Key Management Personnel.

Resolution 4

In accordance with the ASX Listing Rules and the Corporations Act, any vote cast on Resolution 4 will be disregarded:

- by the Company and Trust, if cast in favour of Resolution 4 by or on behalf of Mr Andrew Wilkinson (being the only Director at the date of this Notice entitled to participate in the ALE Property Group Executive Stapled Security Scheme) or any of his associates (regardless of the capacity in which the vote is cast); and
- by the Company, if cast as a proxy by a member of the Company's Key Management Personnel at the date of the Annual General Meeting or their Closely Related Parties.

However, a vote will not be disregarded if it is cast on Resolution 4:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- by the person chairing the Meetings as proxy for a person who is entitled to vote on the resolution, in accordance with an express authorisation to exercise the proxy as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting entitlement

For the purposes of voting at the Meetings, persons holding Stapled Securities at 10.00am (AEDT) on Sunday 15 November 2020 will be entitled to vote. This means that if you are not a Stapled Securityholder at that time you will not be entitled to vote.

All resolutions will be by poll

As Stapled Securityholders are asked to participate virtually in the AGM, each resolution considered at the AGM will be conducted by a poll. The Board considers voting by poll to be in the interests of Stapled Securityholders as a whole and ensures the views of as many Stapled Securityholders as possible are represented at the AGM.

Corporations

A Stapled Securityholder or proxyholder that is a body corporate may appoint a representative to attend and vote for them at the Meetings and will be required to provide, prior to the Meetings, the appropriate "Certificate of Appointment of Corporate Representative" to evidence the appointment of the corporate representative. A form of the certificate may be obtained from the Registry.

Proxies

A Stapled Securityholder who is entitled to attend and cast a vote at the Meetings may appoint a person as the Stapled Securityholder's proxy to attend and vote for the Stapled Securityholder at the Meetings. The proxy form enables Stapled Securityholders to vote For, Against, or Abstain from voting on, a Resolution. Proxies need not be Stapled Securityholders.

Stapled Securityholders who appoint a proxy, other than the Chairman, will be contacted prior to the start of the AGM to ensure that they have their proxyholder login information needed to access the Virtual Meeting Portal and participate in the Meetings.

Two or more proxies

If the Stapled Securityholder is entitled to cast two or more votes at the Meetings, the Stapled Securityholder may appoint two proxies and may specify the proportion or number of votes each proxy may exercise.

Where two proxies are appointed a separate form should be used for each. Stapled Securityholders are requested to show on the form a specified number or proportion of the Stapled Securityholder's voting rights, which the proxy may exercise. To do this, insert the relevant number or proportion of Stapled Securities in respect of which the appointment is made. If the Stapled Securityholder does not specify the proportion of the Stapled Securityholder's voting rights each proxy is to represent, each proxy will be entitled to half of the Stapled Securityholder's votes.

Important information regarding Key Management Personnel and Chairman voting

If you appoint a member of the Key Management Personnel of the Company or one of their Closely Related Parties as proxy, they will not be able to cast your votes on Resolutions 3 or 4, unless you direct them how to vote or the Chairman of the Meetings is your proxy (or becomes your proxy by default).

If you appoint the Chairman of the Meetings as your proxy or the Chairman of the Meetings is appointed as your proxy by default, and you do not mark a voting box for Resolutions 3 or 4, then by completing and submitting the proxy form you will be expressly authorising the Chairman of the Meetings to exercise the proxy in respect of the relevant Resolution as he/she sees fit even though the Resolution is connected with the remuneration of the Key Management Personnel of the Company.

The Chairman of the Meetings intends to vote all available proxies in favour of Resolutions 3 and 4.

Directed proxy votes

You can direct a proxy how to vote on each Resolution by following the instructions on the proxy form. If a person appointed as a proxy for a Stapled Securityholder who is entitled to vote chooses to vote, the proxy must vote as directed by the Stapled Securityholder. If a person appointed as a proxy (other than the Chairman) does not attend the Meetings or does not vote on a Resolution, and the directions on the proxy form require that person to vote, the votes not exercised by that person will be given to the Chairman to vote on a poll in accordance with the directions on the proxy form.

Undirected proxy votes

You are encouraged to consider how you wish to direct your proxy to vote. Subject to any applicable voting restrictions, if a proxy is not directed how to vote on a Resolution, the proxy may vote, or abstain from voting, as they think fit. Should any Resolution, other than those specified in this Notice of Meetings, be proposed at the Meetings, a proxy may vote on that Resolution as they think fit (subject to any applicable voting restrictions). If the Chairman of the Meetings is, or becomes, your proxy, the Chairman intends to vote all available proxies in favour of each Resolution.

Proxy Iodgement

A proxy form is available at www.investorvote.com.au.

To be valid, the proxy form (and any authority under which it is signed) must be completed and received not later than 10.00 am (AEDT) on Sunday, 15 November 2020 either by:

- lodging the proxy form online at investorvote.com.au;
- emailing the proxy form to alegroup@alegroup.com.au;
- returning the proxy form by <u>post</u> to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3000; or
- sending the proxy form by <u>facsimile</u> to Computershare on facsimile number +61 3 9473 2555.

By order of the Board of Australian Leisure and Entertainment Property Management Limited in its own right and in its capacity as responsible entity of the Australian Leisure and Entertainment Property Trust.

Michael Clarke

Company Secretary Date: 7 October 2020 This Explanatory Memorandum and the Notice of Meetings are important documents. They should be read carefully. If you are not able to attend the Meetings, please complete the proxy form and return it to Computershare by 10.00 am (AEDT) on Sunday, 15 November 2020.

Item 1 - Receive 30 June 2020 Financial Reports

The financial reports of the ALE Property Group and the reports of the Directors and Auditor are set out in the Annual Report which is available on the ALE Property Group's website (www.alegroup.com.au/agm/). There is no requirement either in the Corporations Act or the Company's constitution that Stapled Securityholders vote on or approve the reports.

In accordance with section 250PA of the Corporation Act 2001, Stapled Securityholders entitled to cast their vote at the Meetings may submit written questions to the Auditor relevant to the content of the Auditor's report or the conduct of the audit of the financial report of ALE Property Group. A Stapled Securityholder wishing to submit a question to the Auditor should use to Question form available at www.alegroup.com.au/agm/ or online form available at investorvote.com.au and either lodge it online or forward it to the Company Secretary at the following address by no later than 5.00 pm (AEDT) on Tuesday, 10 November 2020:

Email: alegroup@alegroup.com.au

Address: ALE Property Group

Level 10, Norwich House 6 O'Connell Street Sydney, NSW, 2000

Facsimile: +61 2 8231 8500

If applicable, a question list will be made available to Stapled Securityholders attending the Meetings. The Auditor is not obliged to provide written answers.

Resolution 1 - Re-election of Paul Say as a Director of the Company

The ASX Listing Rules and Rule 44 of the Company's Constitution require that an election of Directors of the Company is required to be held each year, and that a Director may not hold office for a continuous period in excess of three years or past the third Annual General Meeting following the Director's last election, whichever is the longer, without submitting for re-election. In accordance with this requirement, Paul Say will retire as a Director of the Company and, being eligible for re-election, stands for re-election.

Paul was appointed as a Non-Executive Director of the Company on 24 September 2014. The Board considers Paul to be an independent Director. Paul has over 30 years' experience in commercial and residential property management, development and real estate transactions with major multinational institutions. Paul was Chief Investment Officer at Dexus Property Group from 2007 to 2012. Prior to that he was with Lend Lease Corporation for 11 years in various positions culminating with being the Head of Corporate Finance. Paul was a director of GPT Metro Office Fund (until 23 September 2017) and is currently a Director of Frasers Logistic & Industrial Trust (SGX listed).

Paul has a Graduate Diploma in Finance and Investment and a Graduate Diploma in Financial Planning. He is a Fellow of the Royal Institute of Chartered Surveyors, Fellow of the Australian Property Institute and a Licensed Real Estate Agent (NSW, VIC and QLD).

Paul is also an independent member of ALE Property Group's Audit, Compliance and Risk Management Committee, Chair of the Remuneration and Nominations Committee.

The Board has reviewed the performance of Mr Say and believes that Mr Say continues to provide a valuable contribution to the Board, including his extensive experience in property markets. Accordingly, the Board (with Mr Say abstaining) recommends the re-election of Mr Say.

Resolution 2 - Re-election of Phillipa Downes as a Director of the Company

The ASX Listing Rules and Rule 44 of the Company's Constitution require that an election of Directors of the Company is required to be held each year, and that a Director may not hold office for a continuous period in excess of three years or past the third Annual General Meeting following the Director's last election, whichever is the longer, without submitting for re-election. In accordance with this requirement, Philippa Downes will retire as a Director of the Company and, being eligible for re-election, stands for re-election.

Philippa (Pippa) was appointed as a Non-Executive Director of the Company on 26 November 2013. The Board considers Pippa to be an independent Director.

Pippa Downes is a respected Non-Executive Director with over 25 years of distinguished career achievements in the international business and finance sector. Pippa currently sits on the board of the Australian Technology Innovators (Infotrack, LEAP legal software, sympli), Ingenia Communities Group and is a Commissioner of Sport Australia. Pippa is a former Director of the Sydney Olympic Park Authority, Windlab Limited, and the ASX Clearing and Settlement companies and was a member of the ASX Disciplinary Tribunal.

Pippa has had a successful international banking and finance career and has led the local derivative and investment arms of several of the world's premier Investment Banks. Her most recent executive role was as a Managing Director and Equity Partner of Goldman Sachs in Australia. She is a member of the Australian Institute of Company Directors and Women Corporate Directors and in 2016 was named as one of the Westpac/AFR's 100 Women of Influence for her work in diversity. Pippa's long standing passion for diversity, sport and educational disadvantage has been focussed through her governance and fundraising work on not for profit entities such as The Pinnacle Foundation, Swimming Australia and the Swimming Australia Foundation.

She has a Master's in Applied Finance from Macquarie University and Bachelor of Science (Business Administration) from University of California, Berkeley. Pippa was a dual international athlete having been a member of the Australian Swim Team and represented Hong Kong at the International Rugby Sevens. Pippa is also the independent Chair of ALE Property Group's Audit, Compliance and Risk Management Committee, and an independent member of the Remuneration and Nominations Committee.

The Board has reviewed the performance of Ms Downes and believes that Ms Downes' extensive executive experience in various management and finance roles are valuable to the Board. Accordingly, the Board (with Ms Downes abstaining) recommends the election of Ms Downes.

Resolution 3 – Non-binding advisory vote on the Remuneration Report

Stapled Securityholders will be given the opportunity to comment on and ask questions about the Remuneration Report which is included in the ALE Property Group Annual Report 2020 on pages 13 to 19.

The Remuneration Report discusses the following in relation to the Company's Key Management Personnel:

- Principles used to determine the nature and amount of remuneration;
- Details of remuneration;
- Services agreements; and
- Equity based compensation.

The vote on this item is advisory only and will not bind the Directors or the Company. However, the Board will consider the outcome of the vote when reviewing the Company's remuneration policy.

Resolution 4 – Approval of Executive Incentive Scheme grant of rights to Mr Wilkinson

It is proposed that Mr Andrew Wilkinson be awarded rights to Stapled Securities under the ESSS (**ESSS Rights**). ASX Listing Rule 10.14 requires an entity to obtain Stapled Securityholder approval for the issue of new securities to a Director under an employee incentive scheme. As notified to the ASX on 30 September 2020, Mr Wilkinson retired as Managing Director and accordingly Mr Wilkinson will not be a Director on the date that his ESSS Rights are issued. In any case, the Group is seeking the approval of the proposed grant of ESSS Rights to Mr Wilkinson for good governance reasons and because the ESSS Rights relate to his entitlements during the period in which he was the Managing Director. Accordingly, approval is sought for the grant of a maximum of 35,049 ESSS Rights to Mr Wilkinson, which formed part of his Executive Incentive Scheme (**EIS**) entitlement for the 2020 financial year.

Under his employment contract, Mr Wilkinson is entitled to an annual target EIS opportunity equivalent to 60% of his fixed annual remuneration (salary plus superannuation) of \$495,126. Mr Wilkinson's award under the EIS is based on assessment by the Board of Mr Wilkinson's performance over the course of the financial year ended 30 June 2020 as measured against a set of predetermined key performance indicators (**KPIs**). The KPIs have been determined by the Board and relate to the duties and responsibilities of Mr Wilkinson. Following the end of the financial year, performance against the KPIs is tested and to the extent that the KPIs are satisfied, the incentive under the EIS is awarded.

The Board has assessed Mr Wilkinson's performance against the KPIs for the financial year ended 30 June 2020 and has determined to award Mr Wilkinson 100% of his target EIS opportunity. Of the EIS amount awarded in respect of the 2020 financial year:

- 50% is delivered in cash; and
- 50% is delivered as an award of ESSS Rights.

Stapled Securityholders are being asked to approve the grant of ESSS Rights to Mr Wilkinson. As the ESSS Rights form part of Mr Wilkinson's remuneration package, they will be granted at no cost to him.

The number of ESSS Rights to be granted to Mr Wilkinson was calculated by:

- dividing \$148,538 (being 50% of Mr Wilkinson's total EIS award for the 2020 financial year) by the volume weighted average Stapled Security price (VWAP) for the five days trading following the announcement of the financial results for the 2020 Financial Year, being \$4.820; and
- adjusting the resulting figure for distributions over the three year vesting period based on the expected FY21 distribution yield using the VWAP calculated above (which were reasonably based on the information made available to it by management).

If Stapled Securityholder approval is obtained, the ESSS Rights will be granted in November 2020 and, in any event, no later than 12 months after the Meetings. If the grant of ESSS Rights is not approved, the remuneration intended to be provided by way of ESSS Rights will instead be delivered in cash on terms equivalent to those set out below. The grant of ESSS Rights is subject to the rules of the ESSS.

The ESSS Rights are subject to a vesting period of approximately three years commencing on 1 July 2020 and ending around August 2023, following the release of the ALE Property Group results for the year ending 30 June 2023. The ESSS Rights will vest at the end of the vesting period, subject to the forfeiture and clawback provisions summarised below. ESSS Rights do not carry voting and dividend rights prior to vesting.

Clawback

Vesting of the ESSS Rights remains subject to the following clawback tests. Some or all of the ESSS Rights will lapse at the discretion of the Remuneration Committee if before the end of the vesting period:

- the Remuneration Committee becomes aware of any executive performance matter which, had it been aware of the matter at the time of the original award, would have in their reasonable opinion resulted in a lower original award. These executive performance matters are restricted to those that had a materially adverse financial impact on ALE Property Group; or
- Mr Wilkinson engages in any conduct or commits any act which in the Remuneration Committee's
 reasonable opinion, adversely affects the ALE Property Group including, and without limitation, any
 act which:
 - results in the ALE Property Group having to make any material financial restatements; or
 - causes the ALE Property Group to incur a material financial loss.

Cessation of Employment

If Mr Wilkinson ceases to be an employee of the Group before his ESSS Rights vest because his employment is terminated for cause, all the ESSS Rights will lapse.

If Mr Wilkinson ceases to be an employee of the Group before his ESSS Rights vest due to termination without cause (excluding resignation), he (or his estate) will continue to hold his ESSS Rights and they will vest in the usual course subject to the ESSS Rules, unless the Board determines otherwise.

If Mr Wilkinson resigns before his ESSS Rights vest, the ESSS Rights will remain on foot and vest in the usual course subject to the ESSS Rules, unless the Board exercises its discretion to lapse any of his ESSS Rights.

Other Board discretions

The Board may determine that all or a proportion of the ESSS Rights vest before the end of the vesting period (i.e. "early-vest") in exceptional circumstances which include, but are not limited to:

- taxation consequences that could cause or which have caused financial hardship for Mr Wilkinson;
- Mr Wilkinson becoming incapacitated due to his health, permanent disability or death; and
- any other disadvantage that, in the opinion of the Board, could result or has resulted in financial hardship or an unintended outcome for Mr Wilkinson or his family.

Other information required by the ASX Listing Rules

No person referred to in ASX Listing Rules 10.14.1, 10.14.2 and 10.14.3 is eligible to participate in the ESSS.

Mr Wilkinson's current total remuneration package is \$792,202, comprising \$495,126 as fixed annual remuneration (inclusive of superannuation) and \$297,076 as the target amount he can earn as variable remuneration. Further details of Mr Wilkinson's remuneration package are set out in the Remuneration Report contained in the ALE Property Group's Annual Report 2020.

There is no loan scheme in relation to the ESSS.

Mr Wilkinson has previously been awarded 277,131 ESSS Rights under the ESSS at no cost as part of his remuneration in prior years.

The Company uses ESSS Rights as a component of the EIS grant because they create security price alignment between Mr Wilkinson and Stapled Securityholders but do not provide the executive with the full benefits of stapled securities ownership (such as distribution and voting rights) unless and until the ESSS Rights vest.

Details of any ESSS Rights issued under the ESSS will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of ESSS Rights under the ESSS after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Resolution 5 – Amendments to the constitutions of the Company and of the Trust – general updates and changes

It is proposed in Resolution 5 to amend the constitutions of the Company and the Trust. The proposed amendments reflect changes in market practice and legal and regulatory requirements since the constitutions were last amended and also provide clarity to the role and responsibilities of the directors and rights of Stapled Securityholders and to provide additional flexibility for Stapled Securityholders regarding how they attend and participate in meetings.

While the interim measures imposed by the Government in response to the COVID-19 pandemic provide temporary relief in relation to the 2020 AGM, ALE Group considers that it would be beneficial to have this flexibility in the future as well. The processes for future Meetings will be made on a case-by-case basis and the Board would

not wish to pre-empt what meeting procedures it might adopt in future years. However, the Board considers that updating the constitutions is important to ensure that the flexibility is available in future if needed, both to afford Stapled Securityholders the best opportunity to participate in meetings and to allow ALE Property Group to adapt Meetings arrangements where needed to meet any future events which may impact on Stapled Securityholders ability to attend Meetings.

The proposed amendments have been prepared with the intention that they are consistent as between the Company and the Trust to align certain of the procedures and processes where the Company and Trust interact with Stapled Securityholders (for instance, means of receiving notices and payments, and methods of voting). Resolutions 5(a) and 5(b) are therefore expressed as being subject to and conditional on each other to ensure that the amendments are implemented uniformly by the ALE Property Group.

An explanation of the intended purpose and effect of the adoption of the key changes that are proposed is set out in the table below. Other changes that are minor, technical or clarifying in nature have not been noted in the table.

A copy of the proposed Company constitution and Trust constitution, marked up to show changes from the existing constitutions can be viewed by Stapled Securityholders prior to the Meetings on ALE Property Group's website at www.alegroup.com.au/agm/. A copy of the supplemental deed that would give effect to the amendments to the constitution of the Trust is also available on ALE Property Group's website.

The Board unanimously recommends that Stapled Securityholders vote in favour of Resolutions 5(a) and 5(b).

Summary of the principal proposed amendments to the constitution of the Company and the Trust (as applicable)

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|---|---|--|
| Proposed change | Relevant rule(s) | Explanation |
| Inclusion of rule relating to the disposal of restricted securities | Rule 28 (Company) | This change is necessary following the introduction of new ASX Listing Rule 15.12, which requires that an entity's constitution must contain provisions regarding the treatment of restricted securities. 'Restricted securities' are securities which are subject to ASX's escrow arrangements and include securities issued to related parties, in connection with a listing or as consideration under certain types of transactions. ALE Property Group currently has no restricted securities. |
| Amendment of rules to allow for direct voting | Rules 36(f), 40, 43, 45 (Company) Rules 27.2(f)(iii), 27.9 (Trust) | This is a modernisation of the constitutions that allows for the Directors / Responsible Entity to make provision for direct voting at a general meeting or unitholder meeting (as applicable). Direct voting is a form of voting that allows Stapled Securityholders to cast their vote, either by post or online, on resolutions without having to attend the meeting in person and without needing to appoint a proxy to vote on their behalf. |
| Amendments to allow notices to be provided to Stapled Securityholders by any electronic means notified by the Stapled Securityholder | Rule 66 (Company) Rule 28.1 (Trust) | This change allows notices to be sent to Stapled Securityholders via electronic means generally, rather than specifically by email. This provides greater flexibility for the provision of notices and ability to allow communication methods to develop in line with technological developments. |
| Amendments to allow general meetings to be held electronically | Rule 29 (Company) | This amendment allows the Directors / Responsible Entity to determine that a general meeting [or unitholder meeting (as applicable)] may be held in any manner permitted under the Corporations Act. By making this provision general in nature, this provides flexibility for the Directors / Responsible Entity to make arrangements for general meetings [and |

| Proposed change | Relevant rule(s) | Explanation |
|--|--|---|
| | | unitholder meetings (as applicable)] that are appropriate, including with respect to technology to be used. |
| Amendments to deal with distributions / dividends where no bank account is provided or a cheque is not presented for payment | Rules 66(b), (e) (Company) Rule 34 (Trust) | Rule 66(b) / 34.1(b) If no account for the payment of distributions (Trust) dividends (Company) is provided by a Stapled Securityholder or an electronic transfer into a nominated account is rejected or refunded, the Company / Responsible Entity may credit the amount payable to an account of the Company to be held until the Stapled Securityholder nominates a valid account. Rule 66(e) / 34.2 If a cheque for the payment of a distribution or dividend is not presented for payment for at least 11 months after issue or an amount is held in an account under rule 66(b) / 34.1(b) for at least 11 months, the Company / Responsible Entity may reinvest the amount, after deducting reasonable expenses, into Stapled Securities on behalf of, and in the name of, the Stapled Securityholder. The Stapled Securities may then be acquired on market or by way of new issue at a price the Directors / Responsible Entity accept is a market price. Any residual sum which arises from the reinvestment may be carried forward or donated to charity on behalf of the Stapled Securityholder. |

DEFINED TERMS

In the above Resolutions, this Notice and the Explanatory Memorandum:

AEDT means Australian Eastern Daylight Time.

ALE Property Group or **Group** means the Company and the Trust (and where the context requires, the Company in its capacity as responsible entity of the Trust) and their controlled entities.

ASX means ASX Limited, or the market operated by it as the context requires.

ASX Listing Rules means the listing rules of ASX.

Board means the board of Directors of the Company from time to time.

Closely Related Party of a member of the Key Management Personnel of the Company means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the regulations, as defined in the Corporations Act.

Company means Australian Leisure and Entertainment Property Management Limited (ABN 45 105 275 278).

Constitution means the constitution of the Company and/or the Trust as appropriate.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

EIS mean the ALE Property Group Executive Incentive Scheme.

ESSS means ALE Property Group Executive Stapled Security Scheme.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of this Notice of Meetings.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity, as defined in the Corporations Act.

Notice of Meetings and **Notices** mean this notice of meetings and any notice of any adjournment of the meetings.

Registry means Computershare Investor Services Pty Limited (ACN 078 279 277).

Responsible Entity means Australian Leisure and Entertainment Property Management Limited (ABN 45 105 275 278) in its capacity as responsible entity of the Trust.

Stapled Security means a share in the Company and a unit in the Trust.

Stapled Securityholder means a registered holder of a Stapled Security.

Trust means Australian Leisure and Entertainment Property Trust (ARSN 106 063 049).

CORPORATE DIRECTRY

Registered Office

Level 10, Norwich House 6 O'Connell Street, Sydney NSW 2000 Tel: (02) 8231 8588

Company Secretary

Michael Clarke, Level 10, Norwich House 6 O'Connell Street, Sydney NSW 2000 Tel: (02) 8231 8588

Auditor

KPMG, Level 38, Tower Three International Towers Sydney 300 Barangaroo Avenue Sydney NSW 2000

Custodian

(of Australian Leisure and Entertainment Property Trust) The Trust Company Limited, Level 13, 123 Pitt Street, Sydney NSW 2000

Trustee

(of ALE Direct Property Trust) The Trust Company (Australia) Limited, Level 13, 123 Pitt Street, Sydney NSW 2000

Registry

Computershare Investor Services Pty Ltd, Reply Paid GPO Box 7115, Sydney NSW 2000 Level 3, 60 Carrington Street, Sydney NSW 2000 Tel: 1300 302 429

Fax: (02) 8235 8150 www.computershare.com.au