

RNY Property Trust

ARSN 115 585 709

Notice of General Meeting

To be held at 11:00am on Wednesday, 20 January 2021 at the roof top meeting room (Level 7), 370 St Kilda Road, Melbourne VIC 3004.

Important Notices

This Notice of Meeting is called and arranged by Huntley Management Limited (ACN 089 240 513, AFSL No. 229754) (**HML**), in its capacity as the responsible entity of RNY Property Trust (ARSN 115 585 709) (**RNY**).

General

This is an important document and requires your immediate attention. You should read this document completely and carefully before deciding how to vote on the resolutions set out in this Notice of Meeting and, if necessary, consult your investment, tax, legal or other professional adviser. A proxy form for the Meeting is enclosed.

Preparation and Responsibility

Other than as set out below, or otherwise indicated, this Notice of Meeting has been prepared by HML. Except to the extent required by law, HML does not assume responsibility for the accuracy or completeness of the information contained in this Notice of Meeting.

Neither ASIC nor ASX, and their respective officers, take any responsibility for the contents of this Notice of Meeting.

Investment Decisions

This Notice of Meeting does not take into account the investment objectives, financial situation, tax position or requirements of any particular person. The information contained in this Notice of Meeting is not financial product advice. This Notice of Meeting should not be relied on as the sole basis for any investment decision in relation to your RNY units or otherwise. You should seek independent financial and taxation advice before making any decision in relation to RNY units or the resolutions set out in the Notice of Meeting. It is important that you read this Notice of Meeting in full before making any decision as to how to vote on the resolutions set out in this Notice of Meeting.

Forward looking statements

This Notice of Meeting may contain forward looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to vary from those forward looking statements or results express or implied therein.

Variance between actual results and events or results expressed or implied within forward looking statements are typical and expected. Aurora, nor any person mentioned within this Notice of Meeting, makes or attempts to make any warranty or representation, express or implied, as to the likelihood, or accuracy of the realisation of those forward looking statements. It is prudent not to place undue reliance on those statements and, if necessary, consult a professional advisor with respect to those statements prior to making any decision relating to the resolutions set out in this Notice of Meeting.

Notice to foreign persons

This Notice of Meeting has been prepared to comply with the requirements of the laws of Australia, which may differ from the requirements in jurisdictions outside of Australia.

Meeting Details

Notice is hereby given by Huntley Management Limited (ACN 089 240 513, AFSL No. 229754) (**HML**), in its capacity as the responsible entity of RNY Property Trust (ARSN 115 585 709) (**RNY**), that it has called and arranged for a meeting of RNY unitholders to be held at:

Date and time: 11:00am on Wednesday, 20 January 2021

Place: Roof top meeting room (Level 7), 370 St Kilda Road, Melbourne VIC 3004,

(the “**Meeting**”).

Business of the Meeting

The Meeting has been arranged for RNY unitholders to consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

Resolution 1 – Removal of RNY from the Official List of the ASX

“That, for the purposes of ASX Listing Rule 17.11 and for all other purposes, RNY be removed from the Official List of ASX on a date to be decided by ASX and that the Directors of Huntley Management Limited (ACN 089 240 513, AFSL No. 229754), as responsible entity for RNY, be authorised to do all things reasonably necessary to give effect to the removal of RNY from the Official List of the ASX”.

(the “**Resolution**”).

Voting on the Resolution will be by special resolution. This means that to be approved, the Resolution must be passed by at least 75% of the votes cast by Unitholders of RNY entitled to vote on the Resolution and who vote at the Meeting in person or by proxy.

IMPORTANT INFORMATION

It is recommended that unitholders read this Notice of General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

The Chairman of the General Meeting will vote any open proxies received IN FAVOUR of Resolution 1 (Removal of RNY from the Official List of the ASX).

This Notice of Annual General Meeting and Explanatory Statement is dated 17 December 2020.

By order of the Board

W.J. Foxall
Company Secretary

Voting in person

Please refer to the cover letter of this Notice in which, in light of COVID-19, the Directors provide that Unitholders will not be able to physically attend the meeting. Instead, Directors are strongly encouraging all Unitholders to submit their votes through proxy voting forms prior to the meeting and to participate in teleconference for the meeting.

Voting by proxy

To vote by proxy, please complete and sign the attached Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Unitholders are advised that:

- each Unitholder has a right to appoint a proxy;
- the proxy need not be a Unitholder of RNY; and
- a Unitholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Unitholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Unitholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already been provided to HML.

Corporate Representatives

If a representative of a corporate Unitholder or a corporate proxy will be attending the Meeting via the teleconference facility, the representative should provide to HML adequate evidence of their appointment, unless this has previously been provided to HML.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 9233 5444.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Unitholders in deciding whether or not to pass Resolution 1.

1. REMOVAL OF RNY FROM THE OFFICIAL LIST OF THE ASX

1.1 Background

As announced on 14 December 2020, HML has applied to ASX for RNY to be removed from the Official List of the ASX pursuant to ASX Listing Rule 17.11 (**Delisting**).

As is its usual practice, ASX has imposed a requirement under ASX Listing Rule 17.11 and Guidance Note 33 *Removal of Entities From the ASX Official List*, that the Delisting be approved by a special resolution of Unitholders of RNY (**Delisting Approval**).

ASX advised HML that RNY's removal from the Official List is also subject to compliance with the following conditions:

- (a) the notice of meeting seeking Unitholder approval for RNY's removal from the Official List must:
 - (i) include the time and date at which RNY will be removed from ASX if that approval is given; and
 - (ii) include, to ASX's satisfaction, information prescribed in section 2.11 of ASX Guidance Note 33.

details of the processes that will exist after the entity is removed from the Official List to allow a security holder to dispose of their holdings and how they can access those processes; and
- (b) HML releases the full terms of ASX's decision to the market upon making a formal application to ASX to remove RNY from the Official List of ASX.

(together with the Delisting Approval, the **Delisting Conditions**).

HML considers that it is in the best interests of RNY and its Unitholders for RNY to be removed from the Official List of ASX for the reasons set out in section 1.3 of this Explanatory Statement.

The Delisting may be perceived to have some disadvantages for Unitholders. Potential disadvantages are set out in section 1.4 below.

Resolution 1 seeks the required Unitholder approval to the Delisting under and for the purposes of the ASX Listing Rules.

1.2 Listing Rule 17.11

Listing Rule 17.11 provides that the ASX may at any time remove an entity from the Official List at the request of the entity. The ASX is not required to act on the entity's request or may require conditions to be satisfied before it will act on the request. The ASX has provided in-principle confirmation of HML's request for the Delisting of RNY, subject to the satisfaction of the Delisting Conditions.

1.3 Reasons for seeking Delisting

The primary reasons the Board of HML has decided to seek the removal of RNY from the Official List are as follows:

- (a) **Continued Suspension of RNY:** In HML's opinion, there is little prospect of having the current ASX suspension lifted.
- (b) **Listing and Related Costs:** Maintaining a stock exchange listing adds significant direct costs to RNY's business. In addition, there are indirect costs associated with the need to devote management time attending to matters relating to the listing, which could be directed elsewhere if RNY was unlisted. In light of the unlikely prospect of the suspension being lifted, RNY is seeking to minimise unnecessary expenditure.

- (c) **Lack of liquidity prior to suspension:** There were low levels of trading liquidity prior to trading in RNY's securities being suspended (on 1 April 2019). When RNY was trading, it had a low level of liquidity over a significant period on the ASX, which led to low trading volumes. There is no reason to suspect that this would not continue if the trading was to resume.
- (d) **Minority Unitholders:** Delisting of RNY will not result in any substantial diminution of the protection for minority Unitholders provided by the Corporations Act 2001 (Cth) given that the RNY's Unitholders have been unable to trade their securities on the ASX since 1 April 2019.

1.4 Potential disadvantages of Delisting

The potential disadvantages of Delisting include:

(a) Unitholders will lose the potential to sell their Units on ASX

As mentioned earlier, RNY has been suspended from trading on the ASX since 1 April 2019 and HML's Directors have formed the view that the suspension is unlikely to be lifted. Notwithstanding this, after RNY is removed from the Official List of ASX, RNY's Units will not be quoted on ASX and will not be traded on the ASX. Unitholders will be able to sell their Units via off-market private transactions in accordance with the Trust's constitution. Unitholders who wish to sell their Units after RNY is delisted will need to find a buyer for their Units and complete a standard off-market transfer form, and provide it to RNY's unit registry for processing.

However, as noted above, Unitholders have been unable to sell their Units on ASX since 1 April 2019.

After the Delisting, HML's Directors will continue to assess appropriate measures to enable Unitholders to realise the value of their investment in the Trust.

(b) RNY will not be able to raise capital from public listed equity capital markets

After RNY is removed from the official list of ASX, it will be unable to raise capital from public listed equity capital markets. Unlike a listed public entity, an unlisted public entity generally does not have the ability to raise capital from the issue of securities in reliance on a limited disclosure fundraising document because its units are not quoted on a prescribed financial market. If RNY wishes to raise capital following its removal from the official list of ASX, this will be by way of an offer of Units pursuant to a prospectus or in reliance of an exemption to disclosure as contained in the Corporations Act. Any placement made by RNY as an unlisted entity may involve certain restrictions on selling those units after they have been issued.

(c) The ASX Listing Rules will no longer apply

The ASX Listing Rules will no longer apply to RNY and Unitholder protections contained in the ASX Listing Rules will no longer apply, including certain restrictions on the issue of Units by RNY, certain restrictions in relation to transactions with persons in a position of influence and the requirement to address the ASX Corporate Governance Principles and Recommendations on an annual basis. However, RNY will continue to be subject to, and the Unitholders will still have the benefit of, certain provisions of the Corporation Act applicable to unlisted public entities including, among other things, the related party provisions in Chapter 2E of the Corporations Act.

1.5 Consequences of the Delisting

Consequences for RNY's Delisting include the following:

- (a) RNY's Units will forgo the potential to be quoted on ASX and will be unable to be traded on the ASX;
- (b) there will no longer be a readily available indicator of market price for RNY's securities, Units will be much less liquid and Unitholders will need to find a purchaser for their securities at an agreed price;
- (c) while RNY continues to have in excess of 100 unitholders, it will be an 'unlisted disclosing entity' for the purposes of the Corporations Act, and will therefore remain subject to the continuous disclosure provisions in section 675 of the Corporations Act, which require an entity to lodge certain material information with the ASIC;
- (d) while RNY continues to have in excess of 100 Unitholders, RNY will continue to be subject to obligations to prepare audited annual and half-yearly financial statements under Part 2M.3 of the Corporations Act; and

- (e) Unitholders will continue to receive the benefit of the protections under: (i) Chapter 6 of the Corporations Act (for so long as RNY has 50 Unitholders or more); and (ii) the related party provisions in Chapter 2E of the Corporations Act with respect to any financial benefits provided to any related parties by RNY.

1.6 Special Resolution

Resolution 1 is being put to Unitholders as a special resolution and will therefore be passed only if at least 75% of the votes cast on a poll by Unitholders at the Meeting who are entitled to vote on Resolution 1 are cast in favour of the Resolution.

1.7 Indicative timetable

If Resolution 1 is passed, RNY will be able to proceed with the Delisting and will be removed from the Official List on a date to be decided by the ASX (**Delisting Date**).

The indicative timetable for the removal of RNY from the Official List (and assuming the special resolution is passed by Unitholders at the Meeting) is:

Event	Date
General Meeting to approve Delisting	20 January 2021
Delisting date	25 January 2021

*Dates are indicative only and subject to change by RNY or ASX

Unitholders should note that as RNY's Units are suspended from trading, ASX has advised that RNY does not need to comply with the usual condition that removal from the Official List will not take place any earlier than one month after Unitholder approval has been obtained.

1.8 Unitholder remedies available

The Corporations Act provides for protections and remedies that unitholders may pursue in the event that the delisting occurs and they consider it to have been contrary to the interests of the unitholders as a whole or oppressive, unfairly prejudicial or discriminatory to a member or members. Further, the Takeovers Panel may prevent the removal if it considers it to involve "unacceptable circumstances". These remedies are described in more detail below:

(a) Part 2F.1 – Member's rights and remedies

If a unitholder of RNY considers the proposed delisting to be contrary to the interests of the Unitholders of RNY as a whole or oppressive to, unfairly prejudicial to, or unfairly discriminatory against a unitholder or unitholders, it may apply to the court for an order under Part 2F.1 of the Corporations Act. Under section 233 of the Corporations Act, the court can make any order that it considers appropriate in relation to an entity, including an order that the entity be wound up or an order regulating the conduct of the entity's affairs in the future.

(b) Part 6.10 Division 2 Subdivision B – Unacceptable circumstances

If a unitholder of RNY considers the proposed delisting involves "unacceptable circumstances", it may apply to the Takeovers Panel for a declaration of unacceptable circumstances and other orders under Part 6.10 Division 2 Subdivision B of the Corporations Act (refer also to Guidance Note 1: Unacceptable Circumstances issued by the Takeovers Panel). Under section 657D of the Corporations Act, if the Takeovers Panel has declared circumstances to be unacceptable, it may make any order that it thinks appropriate to protect the rights or interests of any person or group of persons, where the Takeovers Panel is satisfied that those rights or interests are being affected, or will be or are likely to be affected, by the circumstances.

1.9 Unit trading

HML does not intend to undertake any RNY unit sale facility or other facility for unitholders to dispose of their units in RNY. Unitholders are not currently able to dispose of their unitholding in RNY on ASX as RNY has been suspended since 1 April 2019.

After the Delisting, Unitholders wishing to trade their Units will be entitled to transfer their Units off-market to a willing third-party purchaser in accordance with RNY's Constitution. Such a market may not be liquid, and Unitholders will be personally responsible for sourcing potential purchasers of their Units.

Following the Delisting and restructuring of RNY, RNY may seek to list on the ASX at a later stage if the Board determines that it is suitable for the development of RNY's business.

1.10 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, RNY will be able to proceed with the Delisting. If Resolution 1 is not passed, RNY will not be able to proceed with the Delisting.

1.11 Directors' Recommendation and intentions

The Directors recommend that Unitholders vote in favour of Resolution 1. The Directors advise that Aurora Funds Management Limited has confirmed that it intends to vote all units controlled by them as at the date of the Meeting in favour of Resolution 1.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

Aurora means Aurora Funds Management Limited (ACN 092 626 885, AFSL No. 222110), as responsible entity of the Aurora Property Buy-Write Income Trust (ARSN 125 153 648) and the Aurora Fortitude Absolute Return Fund (ASRN 145 894 800) which collectively holds 68.23% of RNY

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of Huntley Management Limited, as responsible entity of RNY Property Trust.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Constitution means the RNY's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Delisting has the meaning given to that term in section 1.1 of the Explanatory Statement.

Delisting Approval has the meaning given to that term in section 1.1 of the Explanatory Statement.

Delisting Conditions has the meaning given to that term in 1.1 section of the Explanatory Statement.

Directors means the current directors of HML.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or Meeting means the meeting convened by the Notice.

HML means Huntley Management Limited (ACN 089 240 513, AFSL No. 229754) in its capacity as responsible entity for RNY.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Official List means the official list of the ASX.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in the Notice.

RNY means RNY Property Trust (ARSN 115 585 709).

Section means a section of the Explanatory Statement.

Unit means a fully paid ordinary unit in the capital of RNY.

Unitholder means a registered holder of a Unit.

PROXY FORM
General Meeting
RNY Property Trust
(ASRN 115 585 709)

LODGE YOUR VOTE – PLEASE RETURN FORM

By Email: sydney@huntleygroup.com.au

By Fax: +61 2 9233 3119

**By Mail: Huntley Management Limited
Suite 301, Level 3
37 Blight Street
Sydney NSW 2000**

ENQUIRIES: +61 2 9233 5444 or bill.foxall@huntleygroup.com.au

A. Appointment of Proxy

I/We being a unitholder/s of RNY Property Trust and entitled to attend and vote hereby appoint

The Chair of the Meeting **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting (by default), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of RNY Property Trust to be held at **11:00am (Melbourne time) on Wednesday, 20 January 2021** at the **Roof Top Conference Room, Level 7, 370 St Kilda Road, Melbourne, Victoria**, and at any adjournment of such General Meeting.

IMPORTANT:

HML encourages RNY unitholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the Meeting becomes your proxy (by specific appointment or by default) you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the Resolution by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below you are, in effect, directing the Chair to vote "FOR" Resolution 1 as the Chair of the Meeting intends to vote undirected proxies in favour of the resolution.

If you mark the ABSTAIN box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll on that resolution.

B. Voting Directions to Your Proxy – please mark ☒ to indicate your directions

RESOLUTIONS

FOR

AGAINST

ABSTAIN*

1. Removal of RNY from the Official List of the ASX

☐☐☐

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your units are not to be counted in computing the required majority on a poll.

C. Change of Address

☐ mark ☒ if you want to make any changes to your address details (see Note 1)

New address: _____

D. Please Sign Here

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Unitholder / Joint Unitholder 1

**Sole Director and Sole Company Secretary or
Power of Attorney or Executor**

Joint Unitholder 2

Director

Joint Unitholder 3

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

Contact Name

Contact Daytime Telephone

Date

Email: _____

NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

1. **Change of Address:** Your pre-printed name and address is as it appears on the unit register of RNY. If this information is incorrect, please mark the box at **Section C** of the Proxy Form and make the correction on the space provided in Section C. Unitholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your units using this form.
2. You may direct your proxy how to vote by marking one of the voting direction boxes opposition the resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
3. Completion of a Proxy Form will not prevent individual unitholders from attending the meeting in person if they wish. Where a unitholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that unitholder is suspended while the unitholder is present at the meeting.
4. A unitholder of RNY entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the unitholder's voting rights. If the unitholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
5. A proxy need not be a unitholder of RNY.
6. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your units are not to be counted in computing the required majority on a poll.
7. If a representative of a company unitholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by RNY.
8. **Signing Instructions:** You must sign this form as follows in the spaces provided at **Section D**:
 - Individual:** Where the holding is in one name, the unitholder should sign.
 - Joint Holding:** Where the holding is in more than one name, all of the unitholders must sign.
 - Companies:** This form must be signed in accordance with the Corporations Act, either as:
 - (a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);
 - (b) two Directors; or
 - (c) a Director or a Company Secretary.Please also sign in the appropriate place to indicate the office held.
 - Power of Attorney:** If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. A certified copy of the Power of Attorney must accompany the form.
 - Deceased Estates:** All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.
9. **Lodgement of Proxy Form:** This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **11:00am (Melbourne time) on Monday, 18 January 2021** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting.

Proxy Forms may be lodged by email, fax, posting, or hand delivery to the following details:

By Email: sydney@huntleygroup.com.au

By Fax: +61 2 9233 3119

By Mail: **Huntley Management Limited**

Suite 301, Level 3

37 Blight Street

Sydney NSW 2000