
Auckland Real Estate Trust
ARSN 114 494 503

**Notice of Meeting of Unitholders and Explanatory
Statement**

Time: 10.00am (Sydney time)

Date: Tuesday, 28 February 2023

Place: Level 26, 1 O'Connell Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser prior to voting. If you have any questions in relation to this Notice of Meeting, please do not hesitate to contact the Responsible Entity on + 61 2 9222 8100 (within or outside Australia). If you are unable to attend the Meeting, please complete the Proxy Form enclosed with this Notice of Meeting and return it in accordance with the instructions set out in that form. ASX takes no responsibility for the contents of this Notice of Meeting or the Explanatory Statement.

Notice of General Meeting

This Notice of Meeting has been prepared by Quattro RE Limited (ACN 115 913 810) (**Responsible Entity**) in its capacity as responsible entity for Auckland Real Estate Trust (ARSN 114 494 503) (**ARE**).

Notice is hereby given of a meeting of Unitholders of ARE to be held at Level 26, 1 O'Connell Street, Sydney NSW 2000 at 10.00am (Sydney time) on Tuesday, 28 February 2023 (**Meeting**).

The purpose of the Meeting is to allow Unitholders to vote on the proposed delisting of ARE from the Official List of ASX and the NZX Main Board (**Delisting**). The Explanatory Statement accompanying this Notice of Meeting contains further information on the matters to be considered at the Meeting, including the advantages and disadvantages of the proposed Delisting and information about how Unitholders may realise their investment in ARE if the Delisting is approved by Unitholders.

The Explanatory Statement and the Proxy Form both form part of this Notice of Meeting.

Agenda

Resolution – Delisting from Australian Securities Exchange (ASX) and New Zealand Exchange (NZX)

To consider and, if thought fit, pass the following Resolution as a special resolution:

“That, for the purpose of ASX Listing Rule 17.11 and for all other purposes, Auckland Real Estate Trust’s removal from the Official List of ASX on a date to be decided by ASX (being a date no earlier than one month after the date this Resolution is passed) and its removal from the NZX Main Board be approved, and that the Directors of the Responsible Entity be authorised to do all things reasonably necessary to give effect to this Resolution.”

Action to be taken by Unitholders

Unitholders should read this Notice of Meeting and the accompanying Explanatory Statement carefully before deciding how to vote on the Resolution. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Required voting thresholds

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 ARE entitled to vote on the Resolution and who vote at the Meeting in person or by proxy.

The vote on the Resolution will be conducted by way of a poll. On a poll, each Unitholder has one vote for each Unit held as at 10.00am (Sydney time) on Sunday, 26 February 2023.

Eligibility to vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors of the Responsible Entity have determined that the persons eligible to vote at the Meeting are those who are registered Unitholders as at 10.00am (Sydney time) on Sunday, 26 February 2023.

Voting by proxy

A Unitholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Unitholder.

If a Unitholder is entitled to cast two or more votes on the Resolution at the Meeting, the Unitholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the Proxy Form does not specify the percentage or number of the Unitholder's votes that each proxy may exercise, each proxy may exercise half of the Unitholder's votes on a poll. Fractions will be disregarded.

To vote by proxy, please complete and sign the enclosed Proxy Form and return in it to the Registry in accordance with the instructions set out in that form.

Your Proxy Form must be received by the Registry by 10.00am (Sydney time) on Sunday, 26 February 2023 (being not later than 48 hours before the commencement of the Meeting). **Proxy Forms received later than this time will be invalid.**

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 the Registry.

Corporate representatives

If a representative of a corporate Unitholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Registry.

An appointment of corporate representative form may be obtained from the Registry by calling 1300 554 474 or online at www.linkmarketservices.com.au.

Quorum

ARE's Constitution provides that, where ARE has more than one Unitholder, at least two Unitholders present in person or by proxy together holding or representing at least 10% of all Units will constitute a quorum.

Chair

Pursuant to the authority of the Responsible Entity under clause 15.9 of ARE's Constitution, the Responsible Entity has appointed Mr Andrew Saunders to be the Chair of the Meeting. Failing him, another person appointed by the Responsible Entity will act as Chair of the Meeting.

Chair's voting intentions

The Chair intends to exercise all available proxies in favour of the Resolution, unless the Unitholder has expressly indicated a different voting intention.

BY ORDER OF THE BOARD

Andrew Saunders
Director

Friday, 3 February 2023

Explanatory Statement

This Explanatory Statement has been prepared for the information of Unitholders of ARE in connection with the business to be conducted at the General Meeting of Unitholders (**Meeting**) to be held at Level 26, 1 O'Connell Street, Sydney NSW 2000 at 10.00am (Sydney time) on Tuesday, 28 February 2023.

The purpose of this Explanatory Statement is to:

- provide information which the Directors believe to be material to Unitholders in deciding whether or not to vote in favour of the Resolution to be considered at the Meeting, including the reasons for and potential disadvantages of the proposed Delisting; and
- provide information regarding how a Unitholder may realise their investment in ARE prior to Delisting and, subject to the Resolution being approved, following Delisting.

Unless otherwise stated, all references to currency in this Notice of Meeting and Explanatory Statement are to Australian currency.

Full details of the business to be considered at the Meeting are set out below.

1. Background

Auckland Real Estate Trust (**ARE**) is a registered managed investment scheme domiciled in Australia. ARE was established in 2005 and was admitted to the Official List of ASX on 23 September 2005 (ASX: AKL). ARE was subsequently listed as a Foreign Exempt Issuer on the Main Board of the New Zealand Exchange (NZX) in December 2020 (NZX: AKL).

The principal activity of ARE is to invest in commercial real estate with a strategy to add value through both income and capital gains by way of active asset management. ARE currently owns eight properties, seven of which are located in the Auckland CBD, New Zealand and one which is located in Chicago, USA.

As announced on Friday, 27 January 2023, the Responsible Entity has applied to both the ASX and NZX seeking the removal of ARE from the Official List of ASX and the NZX Main Board for the reasons set out below.

2. Reasons for seeking Delisting

a) Consistently trading at a discount to NTA

Since 2020, ARE has consistently traded at a discount to its NTA despite the strong performance of ARE's underlying assets. As of 30 June 2022, ARE's NTA was \$1.33 per Unit and the closing price for Units on that date was \$0.77 per Unit. For the previous two years, ARE has consistently traded at a discount to its NTA, as set out in the table below:

Date	NTA	Closing price of Units on ASX
31 December 2020	\$1.19	\$0.750
30 June 2021	\$1.76	\$0.772
31 December 2021	\$1.63	\$0.770

The Board believes that the suppressed listed Unit price is hindering each Unitholder's ability

to receive fair value for their equity on-market. The Board has considered a number of strategic options to address ARE's trading price discount to NTA, including a demerger of assets located in New Zealand held by ARE, under which those assets would be transferred to a new entity which would seek to become listed on the NZX Main Board.

Having taken into consideration various strategic options, the Board considers that it is appropriate to delist from the Official List of ASX and the NZX Main Board. If Unitholders approve the Delisting, the Responsible Entity proposes to make a withdrawal offer to existing Unitholders in accordance with ARE's Constitution and Part 5C.6 of the Corporations Act (**Withdrawal Offer**) which would be open from the time that the Resolution is passed until 5.00pm (Sydney time) on Thursday, 13 April 2023. Under the Withdrawal Offer, Unitholders will be offered the option to redeem some or all of their Units before ARE is removed from the ASX and NZX for a price which is closer to NTA.

Further information regarding the Withdrawal Offer is set out in Section 6.

b) Very limited liquidity

In addition to the suppressed listed Unit price, ARE is thinly traded on ASX and NZX and therefore the Board considers that certainty of cash consideration under the Withdrawal Offer, which would be made if the Delisting is approved by Unitholders, is likely advantageous to Unitholders.

ARE currently has 80,342,150 Units on issue, and approximately 95.91% of those Units are held by a single Unitholder, Alceon Group Pty Ltd (**Alceon**). The tightly held Unit register has resulted in very low liquidity for the Units. Between 9 September 2021 and 9 September 2022, only 5,690 of the Units on issue were traded, representing approximately 0.01% of the Units on issue. The Board considers that the limited liquidity is suppressing the Unit price and therefore Unitholders are unable to realise their Units for fair value by trading on-market.

c) Costs of remaining listed outweigh benefits

The Board of the Responsible Entity considers that the costs of remaining listed on ASX and NZX materially outweigh any benefits of a continued listing. There are significant compliance and governance costs of maintaining a listing on the Official List of ASX and the NZX Main Board. A breakdown of the expected annual operating costs savings associated with Delisting is set out below.

Expense	Amount
Accounting and company secretarial staff	\$300,000
ASX annual listing fee	\$38,000
ASX and Registry fees, AGM, proxy and annual report printing fees	\$15,000
Director fees	\$135,000
Legal, consulting fee, administration and other miscellaneous expenses	\$75,000
Total	\$563,000

The Board anticipates that the expected annual operating costs savings would exceed **\$563,000** as the above estimate does not take into account the anticipated costs savings of

delisting from NZX and the indirect costs associated with the need to devote management time attending to matters relating to ARE's listings (which could be devoted elsewhere if ARE was an unlisted entity).

3. Conditions imposed by ASX

The Responsible Entity has applied to ASX to be removed from the Official List under ASX Listing Rule 17.11.

As is its usual practice, ASX has imposed a requirement under ASX Listing Rule 17.11 and GN 33, that the Responsible Entity obtain Unitholder approval to its removal from the Official List.

ASX has advised the Responsible Entity that ARE's removal from the Official List is also subject to compliance with the following conditions:

- i. the notice of meeting seeking Unitholder approval for ARE's removal from the Official List of ASX must include, in form and substance satisfactory to ASX, the following information:
 - a. a timetable of key dates, including the time and date at which ARE will be removed from ASX if that approval is given;
 - b. details of the processes that will exist after ARE is removed from the Official List to allow Unitholders to dispose of their holdings and how they can access those processes; and
 - c. the information prescribed in section 2.11 of ASX GN 33; and
- ii. ARE releases the full terms of ASX's decision to the market upon making a formal application to ASX to remove ARE from the Official List of ASX. In this regard, please see the announcement dated Friday, 27 January 2023, which can be accessed at www.asx.com.au.

4. What are the advantages of Delisting?

The Board considers that Delisting is in the best interests of Unitholders for the following key reasons:

a) Redemption price under Withdrawal Offer expected to represent a premium to recent trading prices

As noted above, if the Delisting is approved by Unitholders, the Responsible Entity proposes to make a Withdrawal Offer to existing Unitholders in accordance with ARE's Constitution and Part 5C.6 of the Corporations Act.

Under the terms of the Withdrawal Offer, Unitholders will be given the opportunity to redeem some or all of their Units for cash consideration, which must be calculated in accordance with the provisions of ARE's Constitution and at the time at which the Withdrawal Offer closes (being 5.00pm (Sydney time) on Thursday, 13 April 2023). Based on ARE's NTA as at 30 June 2022, the Board estimates that the redemption amount received by Unitholders who redeem their Units (**Redemption Price**) will be between \$1.15 and \$1.35 per Unit.

The consideration received by Unitholders whose Units are redeemed under the Withdrawal Offer (based on the estimated Redemption Price) represents an attractive premium over ARE's recent trading prices.

Please refer to Section 6 for further information regarding the Withdrawal Offer.

b) Ability to liquidate investment and certainty of cash consideration

If the Delisting is approved, Unitholders will have the ability to redeem some or all of their Units for cash consideration. Certainty of cash consideration is likely advantageous to Unitholders since ARE is thinly traded on the ASX and NZX.

c) No longer exposed to risks of being a Unitholder

If the Delisting is approved and a Unitholder elects to redeem all of their Units under the Withdrawal Offer, the Directors believe that the cash consideration received represents a lower risk alternative than continuing to hold those Units in ARE, which provides exposure to general market volatility as well as risks specific to ARE. If the Delisting is approved and Unitholders elect to redeem all of their Units, they will no longer be exposed to any risks associated with holding securities in ARE.

d) All Unitholders may participate in the Withdrawal Offer

All Unitholders will have an equal opportunity to participate in the Withdrawal Offer if the Delisting is approved. Additionally, Unitholders will not have to pay brokerage or appoint a stockbroker to sell their Units pursuant to the Withdrawal Offer.

5. What are the disadvantages of Delisting?

The potential disadvantages of Delisting include:

a) Unitholders will lose the potential to sell their Units of ASX or NZX

There will no longer be a public market for Units and as such, a Unitholder may only sell their Units via an off-market private transaction in accordance with ARE's Constitution. This means that Unitholders will be required to negotiate and agree on terms with potential purchasers of Units.

b) Limited means of raising capital

After ARE is removed from the Official List of ASX and the NZX Main Board, it will be unable to raise capital from public listed equity capital markets. An unlisted 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 securities are not quoted on a prescribed financial market.

c) ASX Listing Rules and NZX Listing Rules

If the Delisting is approved by Unitholders, the ASX Listing Rules and NZX Listing Rules will no longer apply, and Unitholders who retain Units in ARE will forgo the protections afforded by the ASX Listing Rules and NZX Listing Rules.

6. Information about Withdrawal Offer

As noted above, subject to the Resolution being approved by Unitholders, the Responsible Entity proposes to make the Withdrawal Offer to all existing Unitholders under which Unitholders will have an opportunity to redeem some or all of their Units for cash consideration.

This Section 6 sets out the terms of the Withdrawal Offer for the purposes of section 601KB of

the Corporations Act and ARE's Constitution. If the Delisting is approved by Unitholders, the Withdrawal Offer will automatically open and Unitholders will be sent a personalised form to be completed by the Unitholder in order to participate in the Withdrawal Offer (**Withdrawal Request Form**). Following the Meeting, the Responsible Entity will make an announcement regarding the results of the Meeting which will confirm whether the Withdrawal Offer has been made. Unitholders are encouraged to check the ASX announcements platform following the Meeting, which can be accessed at www.asx.com.au.

Question	Answer
<i>What is the Withdrawal Offer?</i>	<p>The Withdrawal Offer is an equal access buy-back which provides an opportunity for Unitholders to request that their Units be redeemed on the terms of the Withdrawal Offer.</p> <p>A Withdrawal Request from a Unitholder is revocable by the Unitholder until 5.00pm on the Withdrawal Offer Closing Date, being Thursday, 13 April 2023. If the Responsible Entity accepts a Unitholder's Withdrawal Request under the Withdrawal Offer, a binding agreement will arise between the Responsible Entity and each Unitholder who has requested their Units be redeemed under the Withdrawal Offer as at the Withdrawal Offer Closing Date.</p>
<i>When does the Withdrawal Offer open and how long will it remain open?</i>	<p>If the Delisting is approved by Unitholders, the Withdrawal Offer will open immediately after the time that the Resolution is passed on Tuesday, 28 February 2023 (Opening Date).</p> <p>The Withdrawal Offer will remain open until 5.00pm (Sydney time) on Thursday, 13 April 2023 (Withdrawal Offer Closing Date).</p>
<i>What is the Redemption Price under the Withdrawal Offer and how is it calculated?</i>	<p>Based on ARE's NTA as at 30 June 2022 of \$1.33, the Responsible Entity estimates the Redemption Price under the Withdrawal Offer to be between \$1.15 and \$1.35 per Unit.</p> <p>The Redemption Price must be calculated in accordance with the formula set out in clause 6.1 of ARE's Constitution. In summary, the Redemption Price will be calculated based on the Net Asset Value (NAV) less certain transaction costs as at the Withdrawal Offer Closing Date divided by the number of fully paid Units on issue. Therefore, the Responsible Entity must calculate the final Redemption Price as at the Withdrawal Offer Closing Date (which will be rounded to the nearest whole cent).</p> <p>Please refer to clause 6 of ARE's Constitution for further information regarding the calculation of the Redemption Price under the Withdrawal Offer.</p>
<i>How do I participate in the Withdrawal Offer</i>	<p>To participate in the Withdrawal Offer, Unitholders will need to complete and sign the personalised Withdrawal Request Form which will be sent to Unitholders after the Meeting (subject to the Delisting being approved by Unitholders at the Meeting) and return it in accordance with the instructions set out in</p>

Question	Answer
	that form.
<i>What assets will be used to satisfy a Withdrawal Request under the Withdrawal Offer?</i>	The Responsible Entity will use funding facilities to satisfy Withdrawal Requests.
<i>When will the Redemption Price be paid to a Unitholder under the Withdrawal Offer?</i>	<p>It is expected that a Unitholder who has elected to participate in the Withdrawal Offer by returning a completed and signed Withdrawal Request Form by the Withdrawal Offer Closing Date and whose Withdrawal Request is accepted by the Responsible Entity will receive the Redemption Price for their Units after the Withdrawal Offer Closing Date but prior to Thursday, 4 May 2023 (being no later than 21 days after the Withdrawal Offer Closing Date).</p> <p>The Redemption Price will be paid to those Unitholders who are based in Australia via direct deposit to a Unitholder's nominated bank account, as advised to the Registry as at the Withdrawal Offer Closing Date. Payments will be made to overseas Unitholders via a bank cheque (which will be denominated in Australian dollars) which will be sent to the Unitholder's registered address as notified to the Registry at the Withdrawal Offer Closing Date.</p> <p>In the unlikely event that there are insufficient cash resources available to satisfy all Withdrawal Requests, the available funds will be apportioned between those Unitholders who have returned a signed Withdrawal Request Form (which is accepted by the Responsible Entity) and otherwise paid proportionately in accordance with the requirements in section 601KD of the Corporations Act.</p>
<i>Who can participate in the Withdrawal Offer?</i>	<p>The Responsible Entity intends to make the Withdrawal Offer to all Unitholders. However, Unitholders should note that the Responsible Entity is also intending to undertake a small holdings buy-back of Units (described in Section 7). A Unitholder who is eligible to participate in the Small Holdings Redemption Facility and who wishes to exit their investment with ARE does not need to take any action under the Withdrawal Offer.</p> <p>ARE's top Unitholder, Alceon, has indicated that it will not participate in the Withdrawal Offer.</p>

7. Information about Small Holdings Redemption Facility

In conjunction with the Withdrawal Offer and subject to Unitholders approving the Delisting, the Responsible Entity intends to exercise its discretion under ARE's Constitution to undertake a redemption of Units from Unitholders whose holding of Units comprises less than a 'marketable parcel' (**Small Holdings Redemption Facility**). Under Chapter 19 of the ASX Listing Rules, a 'marketable parcel' means a parcel of securities of not less than \$500 based on the closing price of those securities on ASX.

The table below sets out further information about the Small Holdings Redemption Facility.

Question	Answer
<p><i>What is the Small Holdings Redemption Facility?</i></p>	<p>Clause 26.2 of the ARE Constitution provides that the Responsible Entity may in its discretion from time to time sell or redeem any Units held by a Unitholder without request by the Unitholder where the Units held by the Unitholder comprise of less than a 'marketable parcel' as provided in the ASX Listing Rules. The Responsible Entity may only sell or redeem Units on one occasion in any 12 month period.</p>
<p><i>What should I do if I wish to retain my Units?</i></p>	<p>The Small Holdings Redemption Facility will be conducted on an 'opt-out' basis. If the Delisting is approved, the Responsible Entity will notify those Unitholders in writing who hold less than a 'marketable parcel' of Units as at 5.00pm (Sydney time) on Tuesday, 28 February 2023 (being the Record Date for the Small Holdings Redemption Facility) and provide them with information on how to 'opt out' of the Small Holdings Redemption Facility (should they wish to retain their Units), including a personalised Unit Retention Form.</p> <p>If you are the holder of less than a marketable parcel of Units and you wish to retain those Units, you must notify the Responsible Entity by completing and signing your personalised Unit Retention Form and returning it to the Registry by no later than 5.00pm (Sydney time) on Thursday, 13 April 2023 (Small Holdings Cut-off Date) in accordance with the instructions set out in that form.</p> <p>Further instructions will be set out in your personalised Unit Retention Form.</p> <p>If you do not lodge a Unit Retention Form by the Small Holdings Cut-off Date, your Units will be redeemed and the redemption proceeds will be remitted to you (discussed below).</p> <p>Unitholders should note that a Unitholder's Units will not be redeemed if the value of their Units increases to at least a marketable parcel before the conclusion of the Small Holdings Redemption Facility, pursuant to clause 26.4(b)(ii) of ARE's Constitution.</p>

Question	Answer
<p><i>What cash consideration will I receive for my Units if they are redeemed?</i></p>	<p>The price for Units redeemed under the Small Holdings Redemption Facility (Redemption Price) must be calculated in the same manner as the Redemption Price for Units under the Withdrawal Offer.</p> <p>Based on ARE's NTA as at 30 June 2022 of \$1.33, the Responsible Entity estimates the Redemption Price under the Small Holdings Redemption Facility to be between \$1.15 and \$1.35 per Unit.</p> <p>The Responsible Entity must calculate the final Redemption Price as at the Small Holdings Cut-off Date (which will be rounded to the nearest whole cent).</p> <p>It is expected that a Unitholder who has not elected to 'opt out' of the Small Holdings Redemption Facility will receive the Redemption Price for their Units prior to Thursday, 4 May 2023.</p> <p>The Redemption Price will be paid to those Unitholders who are based in Australia via direct deposit to a Unitholder's nominated bank account, as advised to the Registry as at the Small Holdings Cut-off Date. Payments will be made to overseas Unitholders via a bank cheque (which will be denominated in Australian dollars) which will be sent to the Unitholder's registered address as notified to the Registry at the Small Holdings Cut-off Date.</p>

8. Timetable

Set out below is an indicative timetable in respect of the Withdrawal Offer, Small Holdings Redemption Facility and Delisting.

Event	Date
Announcement of Delisting	Friday, 27 January 2023
Dispatch of the Notice of Meeting and Explanatory Statement	Friday, 3 February 2023
Last time and date for receipt of Proxy Forms	10.00am (Sydney time) on Sunday, 26 February 2023
Time and date for determining eligibility to vote at Unitholder Meeting	10.00am (Sydney time) on Sunday, 26 February 2023
Unitholder Meeting	10.00am (Sydney time) on Tuesday, 28 February 2023
ASX announcement of results of Unitholder Meeting	Immediately after Unitholder Meeting on Tuesday, 28 February 2023

Event	Date
<i>If the Delisting is approved</i>	
Opening Date for Withdrawal Offer and Small Holdings Redemption Facility	Immediately after Unitholder Meeting on Tuesday, 28 February 2023
Record Date for Small Holdings Redemption Facility	5.00pm (Sydney time) on Tuesday, 28 February 2023
Closing time for receipt of Unit Retention Forms by Registry / period to opt out of Small Holdings Redemption Facility (Small Holdings Cut-off Date)	5.00pm (Sydney time) on Thursday, 13 April 2023
Closing time for receipt of Withdrawal Request Form by Registry / period to participate in Withdrawal Offer (Withdrawal Offer Closing Date)	5.00pm (Sydney time) on Thursday, 13 April 2023
Suspension from trading on ASX and NZX	Friday, 14 April 2023
Removal from ASX and NZX	Tuesday, 18 April 2023
Payment of Redemption Price to Unitholders under Withdrawal Offer and Small Holdings Redemption Facility	On or before Thursday, 4 May 2023

ARE may modify these dates and times or suspend or terminate the Withdrawal Offer or Small Holdings Redemption Facility. Any modification, suspension or termination will be notified by written notice to ASX.

9. Additional information

Consequences if Unitholders do not approve Delisting

If the Resolution is not passed, the Responsible Entity will not proceed with the Delisting and ARE will not proceed with the proposed Withdrawal Offer and the Small Holdings Redemption Facility outlined in Sections 6 and 7 of this Explanatory Statement and ARE's Units would remain quoted on ASX and NZX.

Consequences if Unitholders approve Delisting

If the Resolution is passed, the Responsible Entity will be able to proceed with the Delisting and ARE will be removed from the Official List of ASX and the NZX Main Board. Unitholders will not be able to sell their units on-market, however they will be able to realise their investment through the Withdrawal Offer and Small Holdings Redemption Facility (if applicable). Alternatively, Unitholders may remain invested in ARE, which will become an unlisted registered managed investment scheme following the Delisting.

If following Delisting, ARE has 100 or more Unitholders as a result of offers that give rise to the obligations to give product disclosure statements under the Corporations Act, it will be an "unlisted disclosing entity" under the Corporations Act.

Remedies available to Unitholders

The remedies available to members of public companies in accordance with Part 2F.1 of the Corporations Act do not extend to the holders of units in registered scheme, meaning these remedies are therefore not available to Unitholders.

If a Unitholder considers that the 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. The Takeovers Panel have prepared 'Guidance Note 1 – Unacceptable Circumstances' to assist market participants understanding of the approach to making a declaration of unacceptable circumstances under section 657A of the Corporations Act.

Under section 657D of the Corporations Act, if the Takeovers Panel has declared the circumstances to be unacceptable, it may make any order that it considers 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.

Further information

For further information please contact:

Unitholder registry

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000
Phone: 1300 554 474

Responsible Entity

Quattro RE Limited
Level 26, 1 O'Connell Street
Sydney NSW 2000
Phone: + 61 2 9222 8100

Glossary

Alceon	means Alceon Group Pty Ltd ACN 122 365 986.
ARE	means Auckland Real Estate Trust ARSN 114 494 503.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.
ASX Listing Rules	means the official listing rules of the ASX and any other rules of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.
Board	means the board of directors of the Responsible Entity.
Business Day	means a day on which trading takes place on the securities exchange conducted by ASX.
Chair	means the person chairing the Meeting.
Constitution	means the constitution of ARE.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Delist or Delisting	means the proposed removal of ARE from the Official List of ASX and the NZX Main Board.
Director	means a director of the Responsible Entity.
Dollar or “\$”	means Australian dollars.
Explanatory Statement	means the explanatory statement which forms part of this Notice of Meeting.
GN 33	means ASX Guidance Note 33.
Meeting	means a meeting of ARE’s Unitholders convened by this Notice of Meeting.
Net Asset Value	has the meaning given to it in the Constitution.
Notice of Meeting	means this notice of meeting and includes the Explanatory Statement and Proxy Form.
NTA	means the net tangible assets of ARE.
NZ RegCo	means NZX Regulation Limited.
NZX	means NZX Limited or the financial market operated by it, as the context requires.
NZX Listing Rules	means the official listing rules of NZX and any other rules of the NZX, as amended or replaced from time to time, except to the extent of any express written waiver by the NZX.
NZX Main Board	means the main board financial product market operated by NZX.
Official List	means the official list of entities ASX has admitted and not removed.
Proxy Form	means the proxy form attached to this Notice of Meeting.
Redemption Price	has the meaning given to it in the Constitution.
Registry	means Link Market Services Limited ACN 083 214 537.
Resolution	means the resolution set out in this Notice of Meeting.
Responsible Entity	means Quattro RE Limited ACN 115 913 810.
Small Holdings Cut-off Date	means 5.00pm on Thursday, 13 April 2023, being the last date a Unitholder can opt out of the Small Holdings Redemption Facility.
Small Holdings Redemption Facility	means the small holdings redemption facility described in Section 7 of the Explanatory Statement.

Sydney time	means the time as observed in Sydney, New South Wales.
Unit	means a fully paid ordinary unit in ARE.
Unit Retention Form	means a personalised form issued by the Responsible Entity after the Meeting to those Unitholders who are eligible to participate in the Small Holdings Redemption Facility (subject to the Delisting being approved by Unitholders at the Meeting).
Unitholder	means a holder of a Unit.
Withdrawal Offer	means the withdrawal offer described in Section 6 of the Explanatory Statement.
Withdrawal Offer Closing Date	means 5.00pm on Thursday, 13 April 2023, being the last date to submit a Withdrawal Request Form under the Withdrawal Offer.
Withdrawal Request	means a request made by a Unitholder to redeem their Units under the Withdrawal Offer, which must be made by returning a Withdrawal Request Form in accordance with the instructions set out in that form.
Withdrawal Request Form	means the personalised form issued by the Responsible Entity to Unitholders under which a Unitholder may make a Withdrawal Request and, if accepted by the Responsible Entity, participate in the Withdrawal Offer (subject to the Delisting being approved by Unitholders at the Meeting).

Auckland Real Estate Trust

ARSN 114 494 503

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Auckland Real Estate Trust
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Auckland Real Estate Trust and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Trust to be held at **10.00am (Sydney time) on Tuesday, 28 February 2023** at Level 26, 1 O'Connell Street, Sydney NSW (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

STEP 1

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Trust if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolution

For Against Abstain*

- 1 Delisting from Australian Securities Exchange (ASX) and New Zealand Exchange (NZX)

STEP 2

 * If you mark the Abstain box for a particular Item, 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.

SIGNATURE OF UNITHOLDERS – THIS MUST BE COMPLETED

Unitholder 1 (Individual)

Joint Unitholder 2 (Individual)

Joint Unitholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the unitholder. If a joint holding, either unitholder may sign. If signed by the unitholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

AKL PRX2301A

HOW TO COMPLETE THIS UNITHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Trust's unit register. If this information is incorrect, please make the correction on the form. Unitholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your units using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a unitholder of the Trust.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your units will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of units you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Trust's unit registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of units applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either unitholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Trust's unit registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10.00am (Sydney time) on Sunday, 26 February 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, unitholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your unitholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**