

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme RNY Property Trust ("**RNY**")
ACN/ARSN ARSN 115 585 709

1. Details of substantial holder (1)

Name Aurora Funds Management Limited (ACN 092 626 885) ("**Aurora**") in its capacity as responsible entity of the: (i) Aurora Property Buy-Write Income Trust (ARSN 125 153 648) ("**AUP**"); (ii) Aurora Fortitude Absolute Return Fund (ARSN 145 894 800) ("**AFARF**"); and (iii) Aurora Global Income Trust (ARSN 127 692 406) ("**AIB**").

ACN/ARSN (if applicable) N/A

Name Seventh Orion Pty Ltd as trustee of the Aurora Investments Unit Trust ("**Seventh Orion**").

ACN/ARSN (if applicable) ACN 613 173 238

There was a change in the interests of the substantial holder on 18 October 2017

The previous notice was given to the company on 18 October 2017
The previous notice was dated 18 October 2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary units	193,397,682	73.42%	204,031,835	77.46%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
18/10/2017	Aurora Funds Management Limited (ACN 092 626 885) as responsible entity of Aurora Property Buy-Write Income Trust (ARSN 123 153 648)	Acquisition of a relevant interest under section 608(8) of the Act as a result of acceptances of Offers.	The Offer consideration as set out in section 12.8 of the Bidder's Statement.	10,634,153	10,634,153

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Aurora as responsible entity of AUP.	RNY unitholders to whom offers dated 11 September 2017 in relation to an off-market takeover bid set out in the Bidder's Statement dated 28 August 2017 by Aurora in its capacity as responsible entity of AUP (Offer) were made and who have accepted the Offer.	Aurora as responsible entity of AUP, subject to the Offer becoming unconditional	Relevant interest under section 608(1)(b), 608(1)(c) and/or 608(8) of the <i>Corporations Act 2001</i> (Cth) (Act), being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities, and/or to control the exercise of the power to dispose of securities, and/or entering into an agreement in relation to securities as a result of acceptances of Offers (which have not yet been transferred into the name of Aurora as responsible entity of AUP), in its capacity as responsible entity of a managed investment scheme.	116,884,217 Units	116,884,217
Aurora as responsible entity of AUP.	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT DRP>	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT DRP>	Relevant interest under section 608(1)(b) and/or 608(1)(c) of the <i>Corporations Act 2001</i> , being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of the securities (in its capacity as responsible entity of a managed investment scheme).	3,581,635 Units	3,581,635
Aurora as responsible entity of AUP.	Aurora Funds Management Limited <AURORA PROP BUY-WRITE A/C>	Aurora as responsible entity of AUP	Relevant interest under section 608(1)(b) and/or 608(1)(c) of the <i>Act</i> , being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities (in its capacity as responsible entity of a managed investment scheme).	76,297,713 Units	76,297,713

Aurora as responsible entity of AIB.	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT DRP>	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT DRP>	Relevant interest under section 608(1)(b) and/or 608(1)(c) of the Act, being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities (in its capacity as responsible entity of a managed investment scheme).	3,111,225 Units	3,111,225
Aurora as responsible entity of AFARF.	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT DRP>	BNP Paribas Nominees Pty Ltd <IB AU NOMS RETAILCLIENT DRP>	Relevant interest under section 608(1)(b) and/or 608(1)(c) of the Act, being a relevant interest arising from having the power to control the exercise of the right to vote attached to securities and/or to control the exercise of the power to dispose of securities (in its capacity as responsible entity of a managed investment scheme).	4,157,045 Units	4,157,045
Seventh Orion.	All of the above	All of the above	Relevant interest under section 608(3)(a) and/or 608(3)(b) of the Act, being a relevant interest arising as a result of Seventh Orion having a voting power of above 20% in a body corporate (Aurora) and/or held through a body corporate (Aurora) that Seventh Orion controls.	204,031,835 Units	204,031,835

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Aurora in its personal capacity and as responsible entity of AUP, AFARF and AIB.	Suite 613, Level 6, 370 St Kilda Road, Melbourne VIC 3004.
Seventh Orion	Suite 613, Level 6, 370 St Kilda Road, Melbourne VIC 3004.
BNP Paribas Nominees Pty Ltd	Level 7, 60 Castlereagh Street, Sydney NSW 2000.

Signature

print name	Betty Poon	capacity	Company Secretary
sign here		date	19 October 2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
 - (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.
 - (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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