Equity Raising Presentation

Creating communities for over 90 years that people love to call home

11 October 2023

avjennings.com.au

AVJennings

Important notices and disclaimer

This investor presentation ("Presentation") is dated 11 October 2023 and has been prepared by AVJennings Limited (ACN 004 327 771) ("AVJennings"). By accepting this Presentation you represent and warrant that you are entitled to receive this Presentation in accordance with the restrictions, and agree to be bound by the limitations contained within it.

This Presentation has been prepared in relation to a pro rata accelerated renounceable entitlement offer of new AVJennings ordinary shares ("New Shares"), to be made to:

(a) eligible institutional shareholders of AVJennings ("Institutional Entitlement Offer"); and

(b) eligible retail shareholders of AVJennings ("Retail Entitlement Offer"),

under section 708AA of the Corporations Act 2001 (Cth) ("Corporations Act") as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (together, the "Offer", the "Equity Raising").

Unless the context otherwise requires, capitalised terms and abbreviations have the meaning given in the glossary at the end of this Presentation.

SUMMARY INFORMATION

This Presentation contains summary information about the current activities of AVJennings and its subsidiaries (the "AVJennings Group" or "Group") which is current as at the date of this Presentation (unless otherwise indicated). The information in this Presentation is of a general nature and does not purport to be complete. This Presentation does not purport to contain all of the information that an investor should consider when making an investment decision nor does it contain all of the information which would be required in a product disclosure statement or prospectus prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with AVJennings' other periodic and continuous disclosure announcements lodged with the ASX which are available from the ASX at www.asx.com.au.

Certain market and industry data used in this Presentation may have been obtained from publications, research, surveys or studies conducted by third parties, including industry or general publications. Neither AVJennings nor its advisers or representatives have independently verified any such market or industry data provided by third parties or industry or general publications.

No member of the AVJennings Group gives any representations or warranties in relation to the statements or information in this Presentation.

NOT FINANCIAL PRODUCT ADVICE

This Presentation is for information purposes only and is not a prospectus, disclosure document, product disclosure statement or other offering document under Australian law or the law of any other jurisdiction. This Presentation is not financial product advice, nor taxation, accounting, legal or investment advice, and is not a recommendation to acquire New Shares. This Presentation has been prepared without taking into account the objectives, financial situation and particular needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal, accounting and taxation advice appropriate to their jurisdiction. An investment in securities is subject to known and unknown risks, some of which are beyond the control of AVJennings. Prospective investors should have regard to the "Key Risks" section of this Presentation (Appendix A) when making their investment decision. AVJennings is not licenced to provide financial product advice in respect of New Shares. Cooling off rights do not apply to an investment in New Shares.

FINANCIAL INFORMATION

All dollar values contained in this document are expressed in Australian dollars unless otherwise stated. Totals may vary slightly due to rounding.

AVJennings prepares its financial information in accordance with the Corporations Act, Australian Accounting Standards (AAS) adopted by the Australian Accounting Standards Board (AASB) and International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (IASB).

ROUNDING

Certain figures, percentages, estimates, calculations of value and fractions provided in this Presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in the Presentation.

Important notices and disclaimer

FUTURE PERFORMANCE

This Presentation may contain certain forward-looking statements. The words “anticipate”, “believe”, “expect”, “project”, “forecast”, “estimate”, “likely”, “intend”, “outlook”, “should”, “could”, “may”, “target”, “plan” and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings, financial position, dividends and performance are also forward-looking statements as are statements regarding AVJennings' future operations and projects, the outcome of the Offer and the use of proceeds. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks (including (without limitation) the risks set out in Appendix A: Key Risks section of this Presentation), uncertainties and other factors, many of which are beyond the control of AVJennings, its officers, employees, agents and advisors, that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and their differences may be material.

Investors are strongly cautioned not to place undue reliance on forward-looking statements, including in respect of AVJennings' future financial performance and outlook, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the outbreak of COVID-19, certain geopolitical tensions such as the hostility between Russia and Ukraine and the effect of sustained increases in interest rates globally and locally over the last 12 months or so. Neither AVJennings, nor Bell Potter Securities Limited (ABN 25 006 390 772) (the “Underwriter”), nor any other person, gives any representation, warranty or assurance, nor will guarantee that the occurrence of the events expressed or implied in any forward-looking statement will occur.

Each recipient of this Presentation should make its own enquiries and investigations regarding all information included in this Presentation including the assumptions, uncertainties and contingencies which may affect AVJennings' future operations and the values and the impact that future outcomes may have on AVJennings.

To the maximum extent permitted by law, AVJennings, the Underwriter and each of their respective affiliates and related bodies corporate, and each of their respective directors, officers, partners, employees and agents (“Extended Parties”) disclaim any responsibility for the accuracy or completeness of any forward-looking statements whether as a result of new information, future events or results or otherwise. To the maximum extent permitted by law, each of AVJennnings, the Underwriter and their respective Extended Parties expressly exclude and disclaim any responsibility to update or revise any forward looking statement to reflect any change in AVJennings' financial condition, status or affairs or any change in the events, conditions or circumstances on which a statement is based, except as required by Australian law.

PAST PERFORMANCE

Past performance and pro forma historical financial information in this Presentation is given for illustrative purposes only and should not be relied on and is not an indication of future performance including future share price information. Historical information in this Presentation relating to AVJennings is information that has been released to the market. For further information, please see past announcements released to the ASX.

NOT AN OFFER

This Presentation is not and should not be considered an offer or an invitation to acquire New Shares or any other securities or financial products and does not and will not form any part of any contract for the acquisition of New Shares.

DETERMINATION OF ELIGIBILITY

Investors acknowledge and agree that the determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of AVJennings and/or the Underwriter. Each of AVJennings and the Underwriter and each of their respective Extended Parties disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. The Underwriter may rely on information provided by or on behalf of institutional investors in connection with managing, conducting and underwriting the Offer without having independently verified that information and the Underwriter does not assume responsibility for the fairness, currency, accuracy, reliability or completeness of that information.

NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

This Presentation may not be released to U.S. wire services or distributed in the United States. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any applicable securities laws of any state or other jurisdiction of the United States. The distribution of this Presentation in the United States and elsewhere outside Australia may be restricted by law. Persons who come into possession of this Presentation should observe any such restrictions as any non-compliance could contravene applicable securities laws. Please refer to “Foreign Selling Restrictions" in Appendix C of this Presentation for more information.

RETAIL ENTITLEMENT OFFER

The retail offer booklet for the Retail Entitlement Offer will be available to eligible retail shareholders following its lodgement with the ASX. Any eligible retail shareholder who wishes to participate in the Retail Entitlement Offer should consider the retail offer booklet in deciding whether to apply under that offer. Any eligible retail shareholder who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the retail offer booklet and the entitlement and application forms or follow the sale instructions in the retail offer booklet. This Presentation does not constitute financial product advice and does not and will not form part of any contract for the acquisition of New Shares.

Important notices and disclaimer

AVJENNINGS AND THE UNDERWRITER

Neither the Underwriter nor any of its Extended Parties, nor the advisors to AVJennings, have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Presentation and do not make or purport to make any statement in this Presentation and there is no statement in this Presentation that is based on any statement by any of those parties.

AVJennings, the Underwriter and their respective Extended Parties, to the maximum extent permitted by law, expressly disclaim all liabilities, including without limitation liability for negligence in respect of, and make no representations or warranties regarding, and take no responsibility for any part of this Presentation other than reference to their name, including for, any expenses, losses, damages or costs incurred by you as a result of the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. AVJennings, the Underwriter and their respective Extended Parties make no representations or warranties, express or implied, as to the fairness, currency, accuracy, reliability or completeness of information, opinions and conclusions in this Presentation.

The Underwriter, together with its affiliates, is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services including for which they have received or may receive customary fees and expenses or other transaction consideration. In the course of these activities, the Underwriter and its affiliates may at any time for their own account and for the accounts of their clients make or hold investments in equity securities or other financial products of AVJennings or its affiliates, and receive customary fees and expenses or other transaction consideration in respect of such activities.

The Underwriter is acting as the lead manager and underwriter of the Offer. The Underwriter is acting for and providing services to AVJennings in relation to the Offer and will not be acting for or providing services to AVJennings shareholders or creditors. The Underwriter has been engaged solely as an independent contractor and is acting solely in a contractual relationship on an arm's length basis with AVJennings. The engagement of the Underwriter by AVJennings is not intended to create any agency, fiduciary or other relationship between the Underwriter and AVJennings' shareholders or creditors.

The Underwriter, in conjunction with its affiliates, is acting in the capacity as such in relation to the Offer and will receive fees and expenses for acting in this capacity.

In connection with the institutional bookbuild, one or more institutional investors may elect to acquire an economic interest in the New Shares ("Economic Interest"), instead of subscribing for or acquiring the legal or beneficial interest in those securities. The Underwriter (or its affiliates) may, for its own account, write derivative transactions with those investors relating to the New Shares to provide the Economic Interest, or otherwise acquire New Shares in AVJennings in connection with the writing of those derivative transactions in the institutional bookbuild and/or the secondary market. As a result of those transactions, the Underwriter (or its affiliates) may be allocated, subscribe for or acquire New Shares or securities of AVJennings in any shortfall bookbuild and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those securities. These transactions may, together with other securities in AVJennings be acquired by the Underwriter or its affiliates in connection with their ordinary course sales and trading, principal investing and other activities, result in an Underwriter or its affiliates disclosing a substantial holding and earning fees.

The information in the Presentation remains subject to change without notice. AVJennings and the Underwriter reserve the right to withdraw or vary the timetable for the Offer without notice.

DISCLAIMER

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Presentation. Any information or representation not contained in this Presentation may not be relied on as having been authorised by AVJennings in connection with the Offer. The Underwriter and its Extended Parties take no responsibility for any information in this Presentation or any action taken by you on the basis of such information.

To the maximum extent permitted by law, AVJennings, the Underwriter and their respective Extended Parties exclude and disclaim all liability (including without limitation liability for negligence) for any expenses, losses, damages or costs incurred by you as a result of your participation in or failure to participate in the Offer and the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

To the maximum extent permitted by law, you agree to release and indemnify the Underwriter and its Extended Parties from and against all claims, actions, damages, remedies or other matters, whether in tort, contract or under law or otherwise, arising from or which may arise from or in connection with the provision of, or any purported reliance on, this Presentation and you covenant that no claim or allegations will be made against the Underwriter or its Extended Parties in relation to this Presentation.

The distribution of this Presentation in jurisdictions outside Australia may be restricted by law and you should observe such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. Please refer to "Foreign Selling Restrictions" in Appendix C of this Presentation for more information. By accepting this Presentation, you represent and warrant that you are entitled to receive such a presentation in accordance with such restrictions and agree to be bound by the limitations contain therein.

Acknowledgement of Country

AVJennings acknowledges the Traditional Custodians of Country throughout Australia and New Zealand and recognises their distinct cultural and spiritual connections to the land, waters and seas and their rich contribution to society.

We pay our respects to ancestors and Elders, past, present and emerging.

Developing communities for a sustainable future

AVJennings has been building the great Australian dream since 1932

Flexible Product Offering

- Land
- Built-form Housing
- Low/Mid-rise Apartments

Modernising Our Foundations

- Systems
- Capital
- People

Building Annuity Income

- Pro9
- Development Services
- Land Lease

✓ Improve return on equity (ROE)

✓ Disciplined capital management

Executive summary

AVJennings is undertaking a fully-underwritten $30.4 million Equity Raising to execute on its growth strategy

Introduction

- Leading residential property development company operating across Australia and New Zealand
- 30 geographically diverse projects comprising 14,094[1] lots which includes master-planned residential communities, apartments and integrated housing developments across greenfield and infill sites
- Strong customer demand for 'AVJ Turnkey' homes
- Joint venture with Pro9 Global Ltd ("**Pro9**") enables the expansion of 'AVJ Turnkey' housing with the Stellar Collection, providing time savings to achieve lock-up stage
- AVJennings is well positioned to benefit from the increasing need for more affordable housing options

Equity Raising

- Undertaking a fully-underwritten 1 for 2.67 pro-rata accelerated renounceable entitlement offer to raise $30.4m ("**Equity Raising**")
- Issue price of $0.20 per share, represents a 50.0% discount to last close on Tuesday 10 October 2023 and 42.1% discount to the theoretical ex-rights price[2] ("**TERP**")
- Largest shareholder, SC Global Developments Pte Ltd[3] (53.95%), has committed to take-up its pro rata entitlement in the Institutional Entitlement Offer
- Directors and key management personnel who are existing shareholders on the Record Date intend to participate in the Equity Raising
- Proceeds from the Equity Raising are to accelerate built-form housing to meet customer preferences and general working capital

Notes: 1. As at 30 June 2023 ;2.The theoretical ex-rights price (TERP) is a theoretical price at which AVJennings shares should trade at immediately after the ex-date for the Equity Raising. TERP is a theoretical calculation only and the actual price at which AVJennings shares trade immediately after the ex-date for the Equity Raising will depend on many factors and may not be equal to TERP. The TERP is calculated by reference to AVJennings' closing price of $0.40 per share on 10 October 2023 3: Including its affiliates

Key Investment Highlights

Investment highlights

AVJennings is well positioned to benefit from the increasing need for more affordable housing options

1. **Large and diversified residential landholding portfolio**
2. **Supportive market tailwinds driven by favourable supply-demand dynamics**
3. **Unique and flexible product offering via AVJ Turnkey and Stellar Collection (Pro9) homes**
4. **Focused on delivering on ESG objectives via product offering and company initiatives**
5. **Prudent capital management**

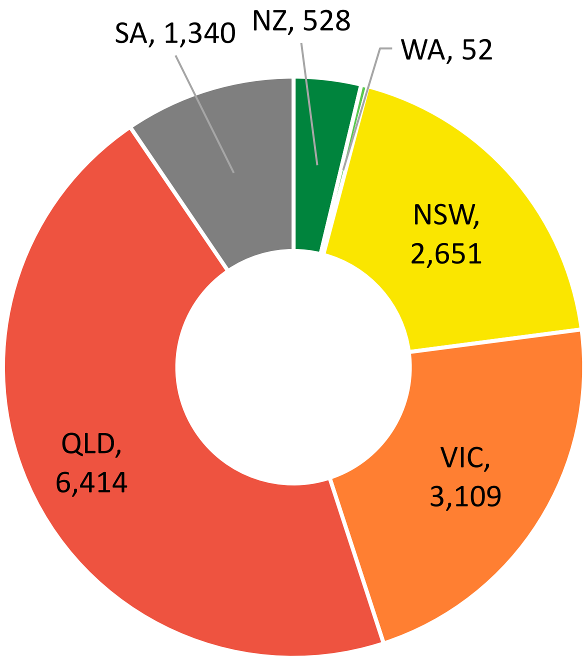
AVJennings

1. Large portfolio diversified by location and product

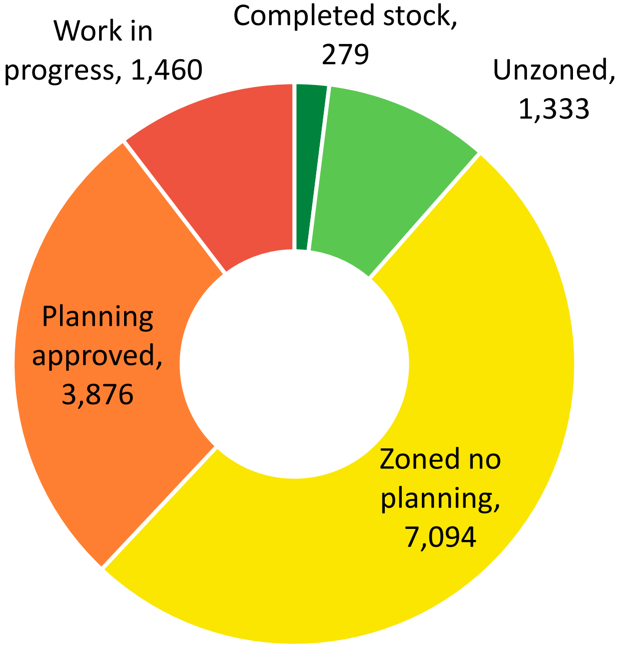
- Strategic management of 14,094[1] pipeline lots
- 30 projects across most Australian states and New Zealand
- 62% of WIP portfolio is built-form product in response to increased demand, representing a significant increase from 51% in FY22

14,094[1] pipeline lots

By region



By development status[2]



Notes: 1. As at 30 June 2023; 2.Does not include 52 lots under project management in WA

1. Diverse pipeline of 6,889[1] lots approved for development to drive growth

Projects currently in development[2]

Arcadian Hills
Cobbitty, New South Wales
40 remaining IH lots

Argyle
Elderslie, New South Wales
92 remaining L & IH lots

Rosella Rise
Warnervale, New South Wales
483 remaining L & IH lots

Evergreen
Spring Farm, New South Wales
351 remaining L & IH lots

Prosper
Kogarah, New South Wales
56 remaining APT lots

Ara Hills
Orewa, New Zealand
528 remaining L lots

Waterline Place
Williamstown, Victoria
184 remaining IH & APT lots

Aspect
Mernda, Victoria
184 remaining L & IH lots

Somerford
Clyde North, Victoria
221 remaining L & IH lots

Harvest Square
Brunswick West, Victoria
87 remaining IH & APT lots

Lyndarum North
Wollert, Victoria
1,409 remaining L & IH lots

St Clair
St Clair, South Australia
124 remaining L lots

Eyre
Eyre, South Australia
1,212 remaining L & IH lots

Cadence
Ripley, Queensland
459 remaining L & IH lots

Deebing Springs
Deebing Heights, Queensland
205 remaining L lots

Riverton
Jimboomba, Queensland
910 remaining L & IH lots

Various

Other
Various
344 remaining L, IH and APT lots

Product type: L = Land, IH = Integrated Housing, APT = Apartments.
Notes: 1. As at 30 June 2023; 2. Does not include pipeline lots dependent on planning outcomes.

AVJennings

1. Further 7,205[1] lots to contribute to earnings in FY25 and beyond

FY25 projects and beyond[2]

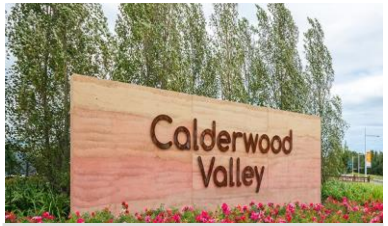
Caboolture
Queensland
3,500 remaining L lots

Beaudesert
Queensland
1,146 remaining L lots

Mundamia
New South Wales
308 remaining L lots

Macarthur
New South Wales
725 remaining APT lots

Huntley
New South Wales
194 remaining L & IH lots



Calderwood
New South Wales
390 remaining L lots

Extensive pipeline across Australia and New Zealand

Selling turnkey homes, apartments and land

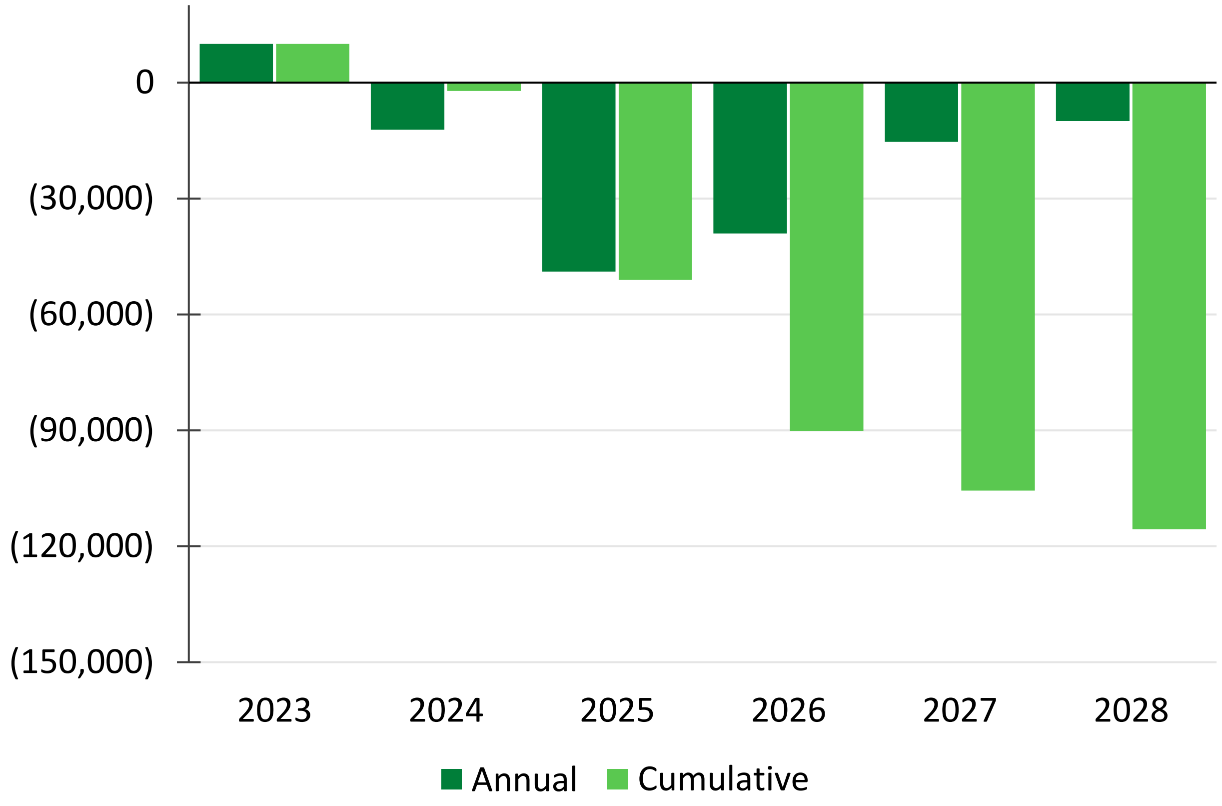
Clyde South
Victoria
942 remaining L lots

Product type: L = Land, IH = Integrated Housing, APT = Apartments.
Notes: 1. As at 30 June 2023; 2.Does not include pipeline lots dependent on planning outcomes.

2. Australian housing demand look through remains positive

- Medium-term outlook remains positive, supported by a growing structural imbalance between forecast population growth and significant supply shortfalls
- Supply shortfall now forecast to be up to 175,000[1] homes by 2027
- Forecast net immigration >700,000[2] for FY23 and FY24
- Capital city rental vacancy rates averaging 1.2%[3]
- Five consecutive months of modest price growth (June Qtr: 2.8%[4])
- Low unemployment continues to support demand

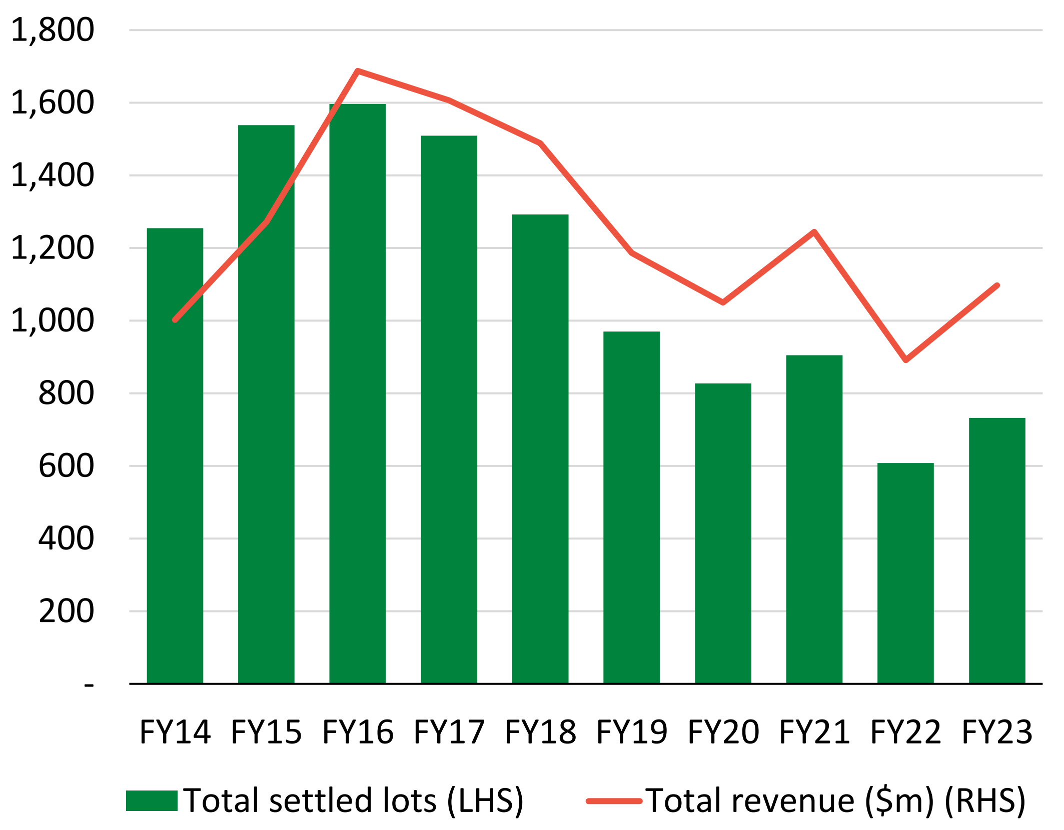
Forecast national housing supply shortfall[5]



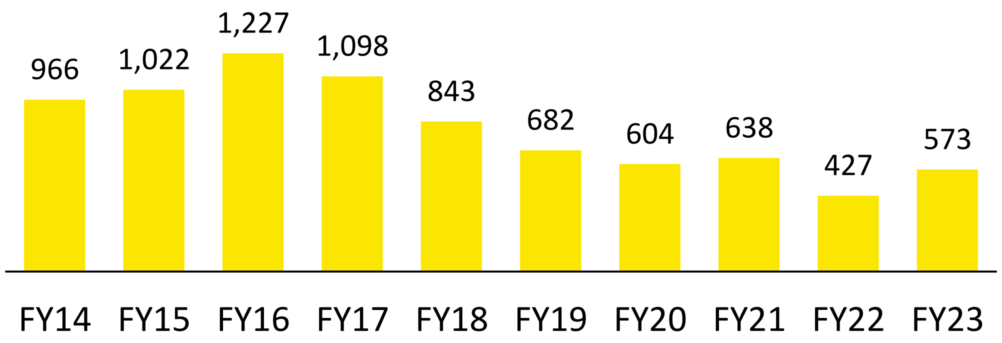
Notes: 1. National Housing Finance and Investment Corporation ("NHFIC") April 2023; 2. Australian Treasury, 18 May 2023; 3. CoreLogic, 8 June 2023; 4. CoreLogic, 3 July 2023; 5. NHFIC. The profile was extracted from State of the Nation Housing Report (April 2023). NHFIC increased its shortfall forecast soon after the profile was published.

2. AVJennings lot settlements over last 10 years[1]

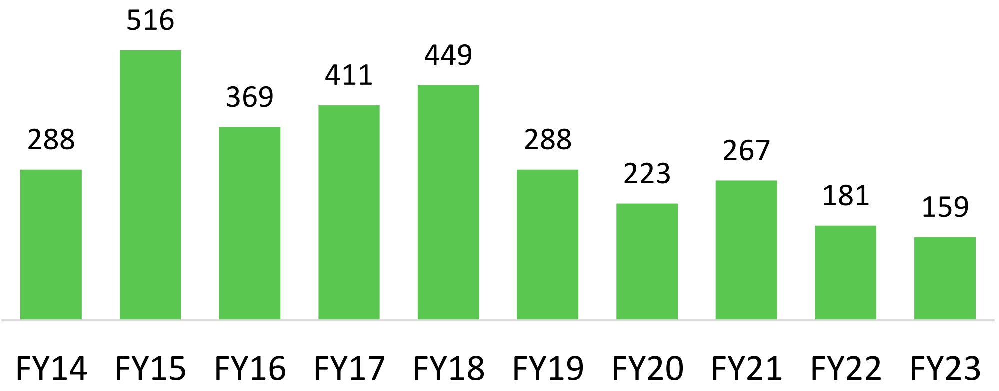
Total settled lots & revenue *($m)*



Settled lots – Land



Settled lots – Built-form



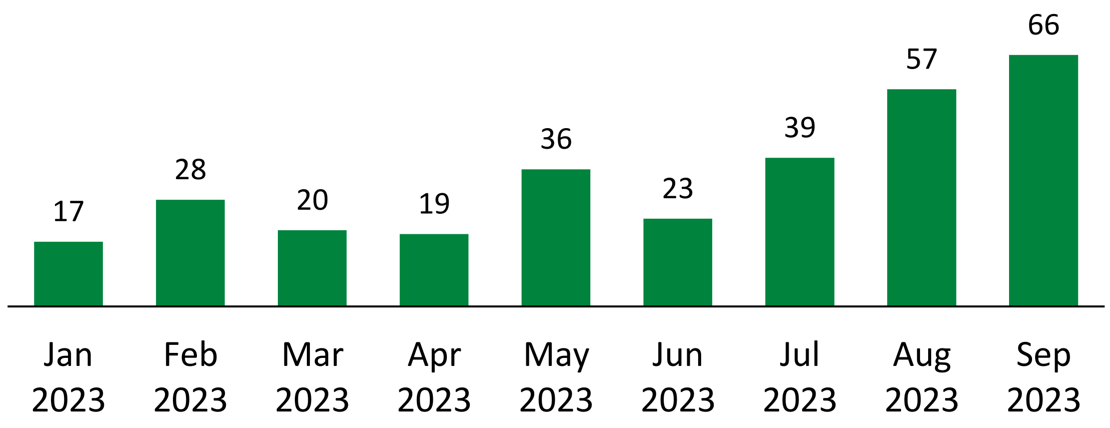
Notes: 1. Past performance is not necessarily an indicator of future performance

AVJennings

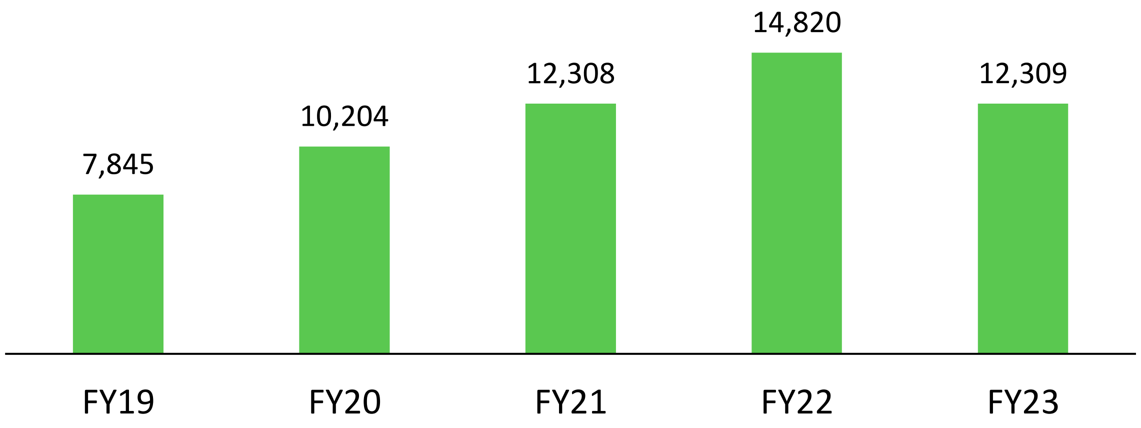
2. Market conditions expected to improve through FY24

- Market conditions are expected to remain subdued in the short-term until consumer confidence improves off the back of interest rates stabilisation expected in FY24 and FY25
- **Sustained enquiry levels are indicative of increasing demand** with green shoots of customer demand appearing, **particularly for built-form housing**
- We remain focused on:
  - prudent capital management
  - conversion of $165m[1] presales to FY24 settlements
  - ensuring projects are "shovel ready"
  - increasing capital allocation towards built-form
  - improving sustainability outcomes across our developments
  - modernising our business foundations to support growth
- **AVJennings is well positioned to capitalise on demand for more affordable housing options**

Trend for contract signing levels



Enquiry levels



Notes: 1. As at 30 September 2023

AVJennings

3. AVJennings 'Turnkey' offering increasingly in demand

One contract, one deposit, one settlement

- Our competitive advantage is building AVJennings housing product within AVJennings developments
- This provides flexibility to respond within established pipeline and capability
- Clear shift recently in customer demand towards 'Turnkey' housing
- **Sales and enquiry levels for built-form housing remain in line with the long-term average**
- Built-form housing cancellation levels remain very low

A turnkey home at Cadence, Ripley, Queensland.

AVJennings

3. ‘Turnkey’ offering enhanced by AVJennings’ Stellar Collection

AVJennings’ Stellar Collection provides time saving to achieve lock-up stage

JV with Pro9 to establish the Stellar Collection offering.

- Premium offering designed to achieve minimum 8-star energy efficiency rating vs. current minimum standard of 6-stars – potentially reducing energy costs by ~50%[1]
- Homes built using innovative Pro9 walling system – Improves energy rating, durability, safety (fire resistance) and comfort

Customers of a Stellar home at Evergreen, Spring Farm, NSW

Potential to redefine AVJennings earning and growth profile.

- Australian-based facility on track to be established in FY24
- Facility to manufacture Pro9 walling systems
- Potential to produce external walls for up to 1,000 homes annually on a one shift basis

Construction of home with Pro9 walling system

Notes: 1. Based on average cost difference between an 8.0 and 6.0 NatHERS rated home.

4. Committed to ensuring ESG objectives are met

Our approach to ESG is evolving along with stakeholder expectations.

- ✓ Pro9 / Stellar Collection enables purchasers to lower energy consumption and carbon emission
- ✓ Shifting to all-electric homes – solar energy a standard feature for NSW homes
- ✓ Commitment to reusing excess soil and rocks, recycled materials across projects
- ✓ Reduction in potable water in communities and in the homes we build

- ✓ Doubled financial contribution to local community organisations in the past 3 years
- ✓ Supporter of Humpty Dumpty Foundation
- ✓ Inaugural partner with Steve Waugh Foundation ($1.2m contributed to date)
- ✓ Community grants awarded
- ✓ Delivering community events

- ✓ High employee engagement, with 90% of employees reporting they are proud to work for AVJennings
- ✓ Produced our 3rd Modern Slavery Statement with buy-in and compliance from suppliers
- ✓ Improved gender diversity & dedicated coaching – 40% of KMP and 35% of senior management are female

AVJennings

5. Disciplined approach to capital management

Prudent capital management given uncertain market conditions

- No final FY23 dividend declared in response to softer short-term trading conditions – to be reviewed in line with greater market outlook certainty
- Share buyback suspended during June 2023 in line with capital conservation
- No land acquisitions in 2HFY23
- Flexibility to adjust production in response to demand with a 20% yoy reduction in lots under development
- Proactive review of capital structure with bank support
- Gearing stable at 18.2% and remains near the lower end of target range (15-35%)

Key capital metrics

	FY23	FY22	Change[2]
Cash at Bank ($m)	13.0	3.3	9.7
Bank Loans ($m)	171.3	109.2	62.1
Weighted Average Cost of Debt	5.69%	2.65%	3.0pp
Gearing [1]	18.2%	14.5%	3.7pp
Covenant Compliance	✓	✓	

Notes: 1. Calculated as (borrowings less cash)/ Total Assets; 2. Rounded.

AVJennings

Equity Raising Overview

Details of the Equity Raising

Equity Raising structure	• 1 for 2.67 pro-rata accelerated renounceable entitlement offer to raise approximately $30.4m • Issuance of 152.1m shares ("New Shares") at $0.20 per New Share
Equity Raising details	• Record Date of 7:00pm (Sydney time) on Friday, 13 October 2023 • Equity Raising will comprise an accelerated institutional entitlement offer ("**Institutional Entitlement Offer**") and a retail entitlement offer ("**Retail Entitlement Offer**") • New Shares in respect of institutional entitlements not subscribed will be placed into an institutional bookbuild • Retail Entitlement Offer opens Wednesday, 18 October 2023 and closes on Wednesday, 1 November 2023
Pricing	• The Equity Raising will be undertaken at an issue price of $0.20 per New Share ("**Issue price**"), which represents a: – ~50.0% discount to the last close price on Tuesday 10 October 2023 of $0.40 – ~42.1% discount to the Theoretical Ex-Rights Price[2] of $0.346 per share
Underwriting	• The Equity Raising is fully underwritten by Bell Potter Securities Limited
Ranking	• New securities issued pursuant to the Equity Raising will be fully paid and rank equally with existing shares
Commitments	• AVJennings' largest shareholder, SC Global Developments Pte Ltd[3] (53.95%), has committed to take up its full entitlement in the Institutional Entitlement Offer • Directors and key management personnel who are existing shareholders on the Record Date intend to participate in the Equity Raising

Notes: 1. The Retail Entitlement Offer is only open to eligible retail shareholders with a registered address in Australia, New Zealand and Singapore; 2. The theoretical ex-rights price (TERP) is a theoretical price at which AVJennings shares should trade at immediately after the ex-date for the Equity Raising. TERP is a theoretical calculation only and the actual price at which AVJennings shares trade immediately after the ex-date for the Equity Raising will depend on many factors and may not be equal to TERP. The TERP is calculated by reference to AVJennings' closing price of $0.40 per share on Tuesday 10 October 2023; 3. Including its affiliates

Sources & uses of proceeds

Sources ($m)	
Equity raising	$30.4
Total	**$30.4**

Uses ($m)	
Built-form on AVJ lots	$22.0
Upgrade of financial and operating systems	$2.0
Working Capital	$5.4
Equity Raising costs	$1.0
Total	**$30.4**

Use of proceeds

- To accelerate building AVJennings' housing product within AVJennings developments to meet the increase in demand and shift in customer preferences to built-form housing
- Upgrade of financial and operating systems to support greater business efficiency
- General Working Capital

Indicative timetable[1]

Key event	Date
Institutional Entitlement Offer	
Announcement of the Equity Raising	Wednesday, 11 October 2023
Institutional Entitlement Offer conducted	Thursday, 12 October 2023
Trading resumes on an ex-Entitlement Offer basis	Friday, 13 October 2023
Record date for Entitlement Offer (7:00pm Sydney time)	Friday, 13 October 2023
Settlement of New Shares under the Institutional Entitlement Offer	Thursday, 19 October 2023
Allotment and commencement of trading of New Shares issued under the Institutional Offer	Friday, 20 October 2023
Retail Entitlement Offer	
Retail Entitlement Offer opens and booklet is made available	Wednesday, 18 October 2023
Retail Entitlement Offer closes (5:00pm Sydney time)	Wednesday, 1 November 2023
AVJennings announces results of Retail Entitlement Offer	Monday, 6 November 2023
AVJennings announces the results of the retail bookbuild	Tuesday, 7 November 2023
New Shares issued under the Retail Entitlement Offer	Monday, 13 November 2023
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Tuesday, 14 November 2023

Notes: 1. Timetable is indicative only. All times refer to the time in Sydney, Australia. Subject to change.

AVJennings

Pro forma balance sheet metrics

Key event	30 June 2023 *(Pre Equity Raising)*	Equity Raising[2]	Pro forma 30 June 2023 *(Post Equity Raising)*
Cash ($m)	13.0	29.4	42.4
Total assets ($m)	871.2	29.4	900.6
Drawn debt ($m)	171.3	-	171.3
Net assets ($m)	423.2	29.4	452.6
Securities on issue (m)	406.2	152.1	558.3
NTA per security ($/share)	1.04	(0.23)	0.81
Gearing (%)[1]	18.2%	(390)bps	14.3%

Notes: 1. Gearing is equal to total assets less cash, divided by total borrowings. ; 2. Equity Raising of $30.4m is reduced by the estimated transaction costs of $1 million.

AVJennings

Appendix A: Risk factors

AVJennings

Risk factors

This section discusses some risks of the key risks associated with an investment in AVJennings. A number of risks and uncertainties may adversely affect the operating and financial performance or position of AVJennings and in turn affect the value of AVJennings securities. These include specific risks associated with an investment in AVJennings and general risks associated with any investment in listed securities. The risks and uncertainties described below are not an exhaustive list of the risks facing AVJennings. Potential investors should carefully consider whether the New Shares offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risks set out below.

General economic conditions	Changes in prevailing economic conditions in Australia and other locations where the Group operates will impact (either favourably or unfavourably) on the Group’s businesses. Relevant economic factors may include, but are not limited to, changes in interest rates and inflation, gross domestic product and economic growth, employment levels and consumer spending, consumer and investment sentiment, property market volatility and availability of debt and equity capital. Changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities or war (including in connection with Ukraine) or natural disasters, or an outbreak of any pandemic (such as COVID-19). A prolonged deterioration in general economic conditions, including inflation, an increase in interest rates or commodity prices or a decrease in consumer and business demand, could be expected to have an adverse impact on AVJennings' financial performance and financial position. The nature and consequences of any such factors are difficult to predict and there can be no guarantee that the Group could respond effectively. Any such event and/or the effectiveness of the Group's response could adversely affect its financial performance, financial position, capital resources and prospects, as well as its share price. The Group also relies on access to debt financing. The ability to secure financing, or financing on acceptable terms, may be affected by volatility in the financial markets, globally or within a particular geographic region, industry or economic sector. In response to the COVID-19 pandemic, governments and central banks around the world implemented both monetary and fiscal policy to reduce volatility and increase liquidity in financial markets, which contributed to higher inflation, including in the jurisdictions that AVJennings operates in. Central banks in those jurisdictions have since utilised monetary policy tools, including quantitative tightening, to combat inflation. This has resulted in challenging market conditions for debt financing. An inability to obtain, or increase in the costs of obtaining, financing on acceptable terms could adversely impact AVJennings' financial position and performance. AVJennings is exposed to movements in interest rates through its debt facility.
Property market risks	The Group’s earnings will be subject to prevailing property market conditions in Australia and New Zealand, and sectors where the Group operates. Increases in supply (or falls in demand) or adverse changes in the prevailing market sentiment in any of the sectors of the property market in which the Group operates or invests may adversely affect earnings. These factors may adversely affect the value of, and returns generated from, the development and construction projects undertaken by the Group from time to time and may influence the acquisition of sites, the timing and value of sales and the carrying value of projects and income producing assets. Property markets in different geographies are currently in differing cycles and residential markets are currently facing challenges in Australia and elsewhere due to the normalisation of monetary policy following a period of quantitative easing, thus requiring ongoing review of the carrying values of affected assets. There are market uncertainties which are difficult to predict. These uncertainties may impact the carrying value and returns generated from certain development projects and the proposed recycling of assets, but may also present opportunities. The Group monitors the markets on an ongoing basis, seeking to implement strategies to minimise adverse impacts and take advantage of opportunities.
Property valuation	Unanticipated factors influencing the realisable value of development trading stock, such as those listed below, could impact on future earnings: • a sustained downturn in the property market, such as the under-performance of residential property markets, may result in the diminution in the value of assets, a lower reported profit and a higher debt/equity ratio for the Group; • changes in the conditions of town planning consents applicable to the Group’s projects as a consequence of the unpredictable nature of council policies; • variances in the cost of development as a consequence of the imposition of levies by state and local government agencies; • the presence of previously unidentified threatened flora and fauna species, which may influence the amount of developable land on major projects; • the activities of resident action groups; • native title claims; • land resumptions for roads and major infrastructure, which cannot be adequately offset by the amount of compensation eventually paid; and • changes to the value of property developments currently in progress due to changes in market conditions. Events may occur from time to time (for example, unanticipated environmental issues or hazardous materials) which affect the value of land or development costs which may impact the financial returns generated from particular property related investments, businesses or projects, including potential rezoning on some projects.

Risk factors

Illiquidity of property assets	Real estate investments are generally illiquid. Such illiquidity limits the ability of an owner or a developer to convert real estate assets into cash on short notice or may require a substantial reduction in the price that may otherwise be sought for such asset to ensure a quick sale. Such illiquidity also limits the ability of the Group to vary its portfolio in response to changes in economic, real estate market or other conditions. For instance, the Group may be unable to liquidate its assets on short notice or may be forced to give a substantial reduction in the price that may otherwise be sought for such assets in order to ensure a quick sale. This could have an adverse effect on the Group's financial condition and results of operations, with a consequential adverse effect on the Group's ability to make expected returns. Moreover, the Group may face difficulties in securing timely and commercially favourable financing in asset-based lending transactions secured by real estate due to its illiquidity.
Property investment risk	The property market is cyclical and risk is always present when land is acquired for future development. In the interval between land acquisition and project delivery, the property market may soften and this may impact the timeline for a project and the returns which are generated, with a consequential adverse financial impact on AVJennings' business and financial performance.
Key personnel	Execution of the Group's strategy depends on its ability to attract, develop and retain employees with the appropriate skills, experience and aptitude. The Group's continued success depends to a significant extent on its strong management team and skilled personnel. Development and maintenance of a group culture, recognition systems, compensation and benefits arrangements, training and development all play leading roles in minimising this risk. The loss of any of these personnel without timely and suitable replacement and the inability to attract and retain qualified and experienced personnel may have a material and adverse effect on the Group's business, financial condition and results of operations.
Joint venture risks	The Group currently undertakes joint ventures on development projects and asset ownership. At times, major decisions are required to be made in respect of these joint venture arrangements (for example, redevelopment and refurbishment, refinancing, the sale of assets or surplus land, design and construction, the purchase of additional land and bid pricing). The Group's interests may not always be the same as those joint venture partners in relation to these matters and conflicts can have adverse time and cost implications. Some of these agreements contain buy/sell provisions which may be triggered by a joint venture party and may require the Group to determine whether to retain or sell its interest in the joint venture. In addition, pre-emptive provisions or first rights of refusal may apply to sales or transfers of interests in co-owned assets and businesses. These provisions may work to the disadvantage of the Group because, among other things, the Group might be required to make decisions about buying or selling interests in these assets and businesses at a time that is disadvantageous to it. While the majority of the Group joint venture partners are large corporates or institutional investors, there is also the risk that they may default on their obligations or otherwise act in a manner which adversely affects the Group.
Environmental risks	The Group will, from time to time, be exposed to a range of environmental risks including: soil and water contamination, construction (lead paint, asbestos, polychlorinated biphenyl (PCBs)), cultural heritage (aboriginal), flora and fauna (native vegetation, endangered species) and greenhouse gases. In addition, there is a risk that property owned or projects undertaken by the Group from time to time may be contaminated by materials harmful to human health (such as asbestos and other hazardous materials). In these situations, the Group may be required to undertake remedial works on contaminated sites and may be exposed to third party compensation claims and other environmental liabilities. Such liabilities may not be fully covered by insurance. In addition, even in situations where the harm caused is due to the fault of the Group's suppliers, the Group may not be able to successfully offset claims against their suppliers. There is also the risk of discovery of, or incorrect assessment of costs associated with, environmental matters, cultural heritage or contamination on any of the Group's projects which could have an adverse effect on the profitability and timing of receipt of revenue from that project.
Climate change	Should the Group fail to adequately respond to the impact of climate change and associated legislative requirements, this could result in litigation (if reporting requirements are not met), reduced profit due to the impact of increased costs associated with energy efficiency and other costs associated with upgrading existing buildings to comply with new building standards or contractual obligations. The Group may also be adversely impacted by a loss of market share if building designs do not address community expectations or match competitor products on sustainability issues. Prolonged adverse or unpredictable weather conditions (such as those experienced in Australia in recent times such as a the persistent wet weather experienced in parts of Australia and in Auckland over 2022 and early 2023) may result in delays in construction, giving rise to possible project losses, liquidated damages claims and/or deferral of revenue or profit recognition.

AVJennings

Risk factors

Insurance	The Group purchases a suite of insurances that provide a degree of protection for its assets, liabilities and people. Such policies include material damage of assets, contract works, business interruption, fire, terrorist attacks, general and professional liability and workers' compensation. There are, however, certain risks which are uninsurable (for example, nuclear, chemical or biological incidents) or risks where the deductibles may be higher, breadth of cover reduced and/or the limits lower (such as from cyclones and earthquakes). Additionally, the Group may face risks associated with the financial strength of its insurers to meet their indemnity obligations when called upon which may adversely affect earnings. While the Group maintains insurance coverage and its own captive insurer, it may get involved in disputes not covered by insurance, which may adversely affect the Group's assumed outcome position. AVJennings' real estate properties face the risks of suffering physical damage caused by fire, earthquakes or other acts of God or other causes, as well as face potential public liability claims, including claims arising from the operations of the real estate properties, all of which may result in losses (including loss of rent) and the Group may not be fully compensated by insurance proceeds. Although the Group reviews its insurance coverage annually and believes that its insurance coverage is adequate, no assurance can be given that material losses in excess of insurance proceeds will not occur in the future. In addition, certain types of risks (such as war risk, other civil disorder and losses caused by pandemics or other outbreaks of contagious diseases, contamination or other environmental breaches) may be uninsurable or the cost of insurance may be prohibitive when compared to the risk. Should an uninsured loss occur, the Group could be required to pay compensation to claimants and/or lose capital invested in the affected real estate properties as well as anticipated future revenue from such real estate properties. The Group may also remain liable for any debt or other financial obligation related to those real estate properties. There may therefore be circumstances in which the Group will not be covered or sufficiently covered or compensated for losses, damages or liabilities arising in relation to its properties, thereby adversely affecting its profitability and financial performance.
Competition	The Group faces competition from other organisations in the countries in which the Group operates. The Group also operates with the threat of new competition entering the market. Competition may lead to an over-supply through over-development, or to prices for existing properties or services being impacted by competing bids. The existence of such competition may have an adverse impact on the Group's ability to secure buyers for its properties at satisfactory rates and on a timely basis or the pricing of construction projects or development opportunities, which in turn may impact the Group's financial performance and returns to investors. The Group also faces competition from competitors to secure land for development.
Variations in interest rates/inflation	The Group's borrowings are typically based on variable interest rates. Adverse fluctuations in interest rates, to the extent that they are not hedged or forecast, will impact on the Group's earnings. Adverse movements in interest rates may also impact the Group's earnings before interest and asset values due to any impact on property markets in which the Group operates. Higher than expected inflation rates generally or specific to the property industry could be expected to increase operating costs and development costs. These cost increases may be able to be offset by increased selling prices or rents. Increases in interest rates could have the effect of reducing the availability or increasing the cost of finance for the purchase of properties by the Group's customers. Interest rates also impact on the Group's cost of funds. In addition, increases in interest rates and/or the persistence of tight lending criteria for the provision of mortgage financing could have the effect of reducing the affordability and availability of funding for buyers, therefore reducing demand and the number of lot sales made by the Group.
Development risk	The Group is involved in a number of large developments and is subject to risks associated with development and redevelopment activities including general decline in property values, income derived from redeveloped properties being lower than expected, fluctuations in land values, industrial disputes, cost overruns, increases in funding costs, construction not being completed within budget or on schedule, environmental issues, disruptions in the supply of construction materials or raw materials, and failure to obtain or delays in obtaining required plan registrations, approvals, permits or licences. Development activity involves an assumption of risk by the Group as to the ultimate value of the development asset. The Group's practice is to seek to mitigate that risk through selling down some or all of the exposure to third party investors, or position itself to fund the project through capital management initiatives. However, in differing circumstances, the Group may not be able to obtain its desired timing and value for sell-down and consequently may carry exposures to projects in excess of that which it intends to hold for the longer term or which may impact the value of those assets or the Group's credit rating.

Risk factors

Construction activity	The Group is subject to risks associated with construction activities, including: • the ability of third parties such as designers and sub-contractors to perform their work in accordance with their obligations; • defective work and latent defects arising from incorrect design and poor sub-contractor workmanship and related third party claims; • liquidated damages from delays in delivery on projects; • cost overruns as a consequence of inadequate design, change in pricing conditions, industrial disputes, unforeseen conditions including inclement weather or under-performance of third parties; • professional liability claims arising from allegations of negligence; and • the availability and cost of labour and materials. The nature of construction means that at any one time there are claims where the outcome remains uncertain for many years and is dependent on the ability to recover from third parties and insurance policies. The business is managed as a portfolio of projects and assets in which there is variation of performance, with some projects and assets over-performing whilst others under-perform, including loss-making projects, under-yielding assets and projects and assets subject to litigation.
Need for capital	Significant expenditures associated with each project or asset, such as site costs, mortgage or landholder payments, maintenance costs, employee costs and taxes, are generally not reduced when circumstances cause a reduction in return for those projects and assets. The value of a project or an asset owned by the Group may be adversely affected if the income from the asset declines and other related expenses remain unchanged. In addition, circumstances or events may occur in relation to one or more projects which are unforseen but which may result in the Group being required to undertake greater capital expenditure than was originally planned, giving rise to potentially lower margins. The Group may also require additional financing to fund working current and future capital requirements, to support the future growth of its business and/or to refinance existing debt obligations. There can be no assurance that additional financing, either on a short-term or a long-term basis, will be made available or, if available, that such financing will be obtained on terms favourable to the Group. The Group's ability to arrange adequate financing (if at all) on terms which are acceptable to the Group depends on a number of factors that are beyond its control, including general economic and political conditions, the cyclicality of the property market and market disruption risks which could adversely affect the liquidity, interest rates and the availability of funding sources, the terms on which financial institutions are willing to extend credit to the Group and the availability of other sources of debt or equity financing. Uncertainty in the capital and credit markets may adversely affect the Group's ability to obtain financing on terms which are acceptable to the Group. If the Group is unable to obtain financing on terms which are acceptable to the Group, it may have to curtail its capital expenditure and/or defer its property development projects and/or divest assets. Such an event may have a material and adverse impact on the Group's business, financial condition and results of operations.
Credit risks	The Group deals with many counterparties, including customers, suppliers, sub-contractors, builders and other service providers. Counterparty risks may arise in circumstances where parties with which the Group has dealings experience financial difficulties with consequential adverse effects for the relevant projects or assets, which may impact on the Group's financial performance. For example: • delay to projects and additional costs of securing replacement partners or products or amounts owed which may be unrecoverable; • purchasers who may default on their purchase obligations resulting in the resale of those properties at a lesser amount; and • insolvency or financial distress of its clients and tenants may reduce the income received by the Group.
Project development	The success and financial performance of the Group will depend on its ability to identify, develop, market and sell its developments in a timely and cost effective manner. The Group's development activities are subject to the risks of changes in regulations, delays in obtaining required approvals, availability of raw materials, increases in construction costs, natural disasters, any reliance on third party contractors as well as the risk of decreased market demand during the development of a project. As a result of these and other factors described herein, no assurance can be given as to whether or when existing and planned projects will be successfully completed. Although the Group plans to apply many of the development and marketing strategies that it has employed in the past, new projects may pose unforeseen challenges and demands on its managerial and financial resources. Non-completion of such developments, or any of the Group's other developments, may have a material and adverse effect on the Group's business, financial condition, prospects and results of operations.

Risk factors

Ability to acquire new land sites for its development	The Group is required to constantly identify land sites for property development to maintain the growth of its property development business. The Group usually replenishes and sources for new plots of land by participating in expressions of interest and other competitive proceses to acquire land, acquiring plots of land from private owners as well as sourcing for suitable development sites through government land sales programmes or external property agents. As the Group competes with other property developers for new land sites and there is no assurance that suitable sites will always be available at acceptable costs, the Group may not be able to secure a sufficient number of desired new land sites to maintain a pipeline of potential property development projects as planned. In such case, the Group may be forced to undertake fewer property development projects or projects with lower margins. Such circumstances may adversely affect the Group's profitability and financial performance.
Compulsory acquisition	Land and real property comprise a significant part of the Group's property development business. Properties of the Group or the land on which the properties therein are located may be compulsorily acquired by the respective governments of the countries in which they are located for, among other things, public use or due to public interest. In the case of compulsory acquisition by government authorities in Australia, the compensation payout has historically been based on the market value of the land which is determined by an independent valuer. However, there is no assurance that such practice will not change or that the Group will be able to further acquire land of comparable location or value. Accordingly, if it would not be in the interests of the Group to have the land compulsorily acquired for any other reason, the Group's business, financial condition, prospects and results of operations may be adversely affected.
Supply chain	AVJennings has a range of suppliers who provide a diverse range of goods and services to its business. Supply of sub-standard product, business practices of our suppliers and reliability of service providers can impact AVJennings' operations and targets. The Group may also be unable to procure delivery of key supplies and services within timeframes and at prices required to meet current project feasibilities. The Group also faces the risk of a civil contractor or other major supplier or service provider encountering financial difficulty or experiencing other delays and being unable to complete or deliver contracted works or materials either in a timely fashion or at all. In such cases, the timing of settlement of lots may be delayed, resulting in a greater risk of sale contracts for contracted lots terminating, additional holding costs and/or a delay in the receipt of settlements proceeds or fees. In addition to the above, if the Group is required to appoint an alternative service provider or materials supplier to complete outstanding works or deliver outstanding materials, it may incur additional expenses than would otherwise have been the case. Insurance may not be available to cover such additional expenses (for example, in situations where insurance held by the Group, or the civil contractor, service provider or supplier may not cover those events).
Legal and other proceedings	The Group may be involved from time to time in disputes with various parties involved in the development and sale of the Group's properties (such as contractors, sub-contractors, suppliers, construction companies, purchasers and other partners) and the management and operations of the Group's properties. These disputes may lead to legal and other proceedings, and may cause the Group to suffer additional costs and delays to the relevant property development(s). In addition, the Group may have disagreements with regulatory bodies in the course of its operations, which may subject the Group to administrative proceedings and unfavourable decrees that result in financial losses and/or a delay in the construction or completion of the Group's projects.
A pandemic or the outbreak of an infectious disease or any other serious public health concerns in Australia and New Zealand	A pandemic or the outbreak of an infectious disease in Australia and New Zealand, together with any resulting restrictions on travel and/or imposition of quarantines, could have a negative impact on the economy and business activities in Australia and New Zealand where the Group primarily operates and could thereby adversely impact the revenues and results of the Group. There can be no assurance that any precautionary measures taken against infectious diseases would be effective. A future outbreak of an infectious disease or any other serious public health concern in Australia and New Zealand could adversely affect the Group's businesses.
Terrorist attacks, other acts of violence or war and adverse political developments	The terrorist attacks in the different parts of the world have resulted in substantial and continuing economic volatility and social unrest. Although there have been no such recent incidents in Australia and New Zealand, there has been an increasing number of bombings and similar politically or ideologically motivated attacks on large commercial properties in recent years. Any further developments or terrorist activities could materially and adversely affect international financial markets and the Australian economy and this may adversely affect the operations, revenues and profitability of the Group. The consequences of any of these terrorist attacks or armed conflicts are unpredictable, and the Group may not be able to foresee these events. These events could have an adverse effect on business, financial condition and results of operations of the Group.

Risk factors

Occupational health and safety incidents	Accidents or mishaps may occur at the work sites of the Group’s projects. Such accidents or mishaps may severely disrupt the operations of the Group and lead to delays in the completion of projects. In the event of such delay, the Group may be liable to pay liquidated damages to its clients and its business, financial condition and results of operations may be materially and adversely affected. Furthermore, such accidents or mishaps may subject the Group to claims from workers or other persons involved in such accidents or mishaps for damages, and any claims which are not covered by the Group’s insurance policies may materially and adversely affect the Group’s business, financial condition and results of operations. In addition, in the event that the Group’s work sites contravene the requisite safety standards imposed by the regulatory authorities, the Group may be subject to penalties which include being fined or issued with partial or full stop-work orders. The issuance of such stop-work orders may disrupt operations and lead to a delay in the completion of a project. These circumstances may have a material and adverse impact on the Group’s business, financial condition and results of operations.
Changes in commodity prices	The Group faces risks in relation to changes in commodity prices due to the consumption of large quantities of building materials, including raw iron, steel, sand, granite and concrete in its property development operations. As a property developer, the Group generally enters into fixed or guaranteed maximum price construction contracts with independent construction companies, each of which affects the development of a significant part of its overall development project. These contracts typically cover both the supply of the building materials and the construction of the facility during the construction period. Therefore, should the price of building materials increase significantly prior to the Group entering into fixed or guaranteed maximum price construction contracts with prospective contractors, or should its existing contractors fail to perform under their contracts, the Group may be required to pay more to such prospective or existing contractors, which could materially and adversely affect the Group’s business, financial condition and results of operations.
Changes and developments in legislation, regulation and policy	The Group’s operations span across various regions in Australia including New South Wales, Victoria, Queensland and South Australia, as well as New Zealand. Hence, the Group is subject to changes and developments in the legislation, regulation and policy in these jurisdictions in which it operates. AVJennings is also a “foreign person” within the meaning of the Australian Foreign Acquisitions and Takeovers Act 1975 (Cth) and its activities are therefore subject to the oversight of the Foreign Investment Review Board and discretionary approvals by the Australian government. There may from time to time be changes and developments in legislation, regulation and policy in the jurisdictions in which the Group operates, including, for example, changes in the state and federal incentives for the residential property sector. These changes may impact the operations of the Group and its future earnings, the asset values of the land and property held by the Group, the timing of receipt of revenues by the Group and the market value of securities of the Group quoted on any relevant securities exchange. The Group has little or no control over such changes and developments in legislation, regulation and policy, which could materially and adversely affect the Group’s business, financial condition and results of operations.
Technology and cyber security incidents	The Group's information technology systems (including those provided by third party technology vendors) are vulnerable to service interruptions, degradation, damage or interruption from a number of sources, including natural disasters, power losses, computer systems failures, hardware and software defects or malfunctions, hardware and software updates, distributed denial-of-service, internet and telecommunications or data network failures, operator negligence, improper operation by or supervision of employees, physical and electronic losses of data and similar events, computer viruses, other malware or other cyber-attacks, penetration by hackers seeking to disrupt operations or misappropriate information, break-ins, sabotage, intentional acts of vandalism and other breaches of security. Any damage or interruption to, or reduction in speed or functionality of, the Group's information systems or those provided by third party technology vendors could significantly curtail, directly and indirectly, the Group's ability to conduct its business and generate revenue and could result in significant costs being incurred, for example to rebuild systems, respond to regulatory inquiries or actions, pay damages, or take other remedial steps with respect to third parties.
Loss or misuse of personal and confidential information	The Group's operations rely on the secure processing, transmission and storage of confidential, proprietary and other information in its computer systems and networks. The Group's facilities and systems, as well as the facilities and systems utilised by the Group's network partners, may be vulnerable to privacy and security incidents, security attacks and breaches, acts of vandalism or theft, computer viruses or other malware, hardware and software defects or malfunctions, hardware and software updates, distributed denial-of-service or other cybersecurity risks, misplaced or lost data, programming and/or human errors or other similar events. Any security breach involving the misappropriation, loss or other unauthorised disclosure or use of confidential information, including financial data, commercially sensitive information, or other proprietary data, whether by the Group or a third party, could have a material adverse effect on the Group’s business, reputation, financial condition, cash flows, or results of operations. The occurrence of any of these events could result in interruptions, delays, the loss or corruption of data, cessations in the availability of systems, potential liability and regulatory action or liability under privacy and security laws (including as a result of a notifiable data breach under the Notifiable Data Breach Scheme), all of which could have a material adverse effect on the Group’s financial position and results of operations and harm the Group’s business reputation.

Risk factors

Foreign exchange	AVJennings consolidates results of overseas businesses into AVJennings Group results and the performance of overseas businesses in Australian dollars when reported in AVJennings Group financial statements may vary due to the movement of foreign exchange rates, subject to any currency hedging arrangements AVJennings has in place. This could have an adverse effect on AVJennings' financial performance.
Tax changes	Any changes to the taxation of shares (including the taxation of dividends) and the taxation of companies (including the existing rate of company income tax) may adversely impact on shareholder returns, as may a change to the tax payable by shareholders in general. Any other changes to Australian tax law and practice that impact the Group, or the residential development industry generally, could also have an adverse effect on shareholder returns.
Equity raising risks	
Offer completion risk	AVJennings has entered into an underwriting agreement with the Underwriter pursuant to which the Underwriter has agreed to underwrite the Offer ("Underwriting Agreement"), subject to those terms and conditions of the Underwriting Agreement. If certain conditions are not satisfied or if certain termination events occur, the Underwriter may terminate the Underwriting Agreement. Those termination events are summarised in Appendix B of this Presentation. Termination of the Underwriting Agreement would have an adverse impact on the amount of proceeds raised under the Offer. In these circumstances, AVJennings will need to source alternative forms of funding which may be difficult to obtain or may be on less favourable terms. AVJennings may also need to scale back its investment in built-form on select projects. Termination of the Underwriting Agreement could materially adversely affect AVJennings' business, cash flow, financial condition and results of operations.
Trading and liquidity risks	There can be no guarantee that an active market for AVJennings shares will exist following the Entitlement Offer. There may be relatively few potential buyers or sellers of AVJennings shares on the ASX at any given time. In addition, given that SC Global and its affiliates are expected to maintain their relevant interest in AVJennings, it is likely that there will be no impact on free float following completion of the Entitlement Offer.
Market generally	The price of AVJennings shares on the ASX may rise or fall due to numerous factors including: • Australian and international general economic conditions, including inflation rates, the level of economic activity, interest rates, commodity prices and currency exchange rates; • tensions and acts of terrorism in Australia and around the world (including in connection with Ukraine); • investor perceptions in the local and global markets for listed stocks; and • changes in the supply and demand of securities. AVJennings shares may trade below the offer price and no assurances can be given that AVJennings' market performance will not be materially adversely affected by any such market fluctuations or factors. No member of the AVJennings Group, nor any of their directors nor any other person guarantees AVJennings' market performance.
Dividends	Any future determination as to the payment of dividends by AVJennings will be at the discretion of the Directors and will depend on the financial condition of AVJennings, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the continued or future payment of dividends or franking credits attaching to dividends can be given by AVJennings.
Dilution	If existing shareholders do not participate in the Offer, then their percentage shareholding will be diluted and they will not be exposed to future increases or decreases in AVJennings' share price in respect of those New Shares that would have been issued to them had they participated in the Offer.
Renouncement risk	Eligible shareholders who renounce their entitlement under the Entitlement Offer are not guaranteed to receive any value for their renounced entitlement through the bookbuild process. The ability to sell New Shares under the bookbuilds and the ability to obtain any premium will be dependent upon various factors, including market conditions. To the maximum extent permitted by law, AVJennings, the Underwriter and their respective related bodies corporate, affiliates or the directors, officers, employees or advisors of any of them, will not be liable, including for negligence, for any failure to procure applications under the bookbuilds at a price in excess of the offer price. Eligible shareholders who do not take up all of their entitlement will have their percentage shareholding in AVJennings diluted by not participating to the full extent in the Entitlement Offer.

Appendix B: Summary of Underwriting Agreement

AVJennings

Summary of Underwriting Agreement

AVJennings has entered into an underwriting agreement with the Underwriter in respect of the Equity Raising dated 11 October 2023 (***Underwriting Agreement***), pursuant to which the Underwriter has agreed to fully underwrite the Equity Raising on the terms and conditions of the Underwriting Agreement. The Underwriting Agreement contains customary conditions precedent, representations, warranties, undertakings and indemnities in favour of the Underwriter.

The Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of certain events before 10.00am on the settlement date of the Retail Entitlement Offer. Those events include (but are not limited to) where:

• ASX announces that AVJennings will be removed from the official list or that any shares will be delisted or suspended (not at the request of AVJennings) from quotation by ASX or the shares are suspended from trading for more than 2 business days on ASX (which for the avoidance of doubt, excludes any trading halt requested by AVJennings for the purposes of conducting the offer);

• ASIC applies for an order under sections 1324B or 1325 in relation to the offer or the offer documents or gives notice of an intention to prosecute AVJennings or any of its directors and any such intention, application or notice becomes public or is not withdrawn within 2 business days after it is made, or where it is made less than 2 business days before the institutional settlement date or retail settlement date, it is not withdrawn before 10.00am on the institutional settlement date or retail settlement date (as applicable);

• an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or the offer documents, and any such application whether or not withdrawn becomes publicly known or is not withdrawn within 2 business days after it is made, or where it is made less than 2 business days before the institutional settlement date or retail settlement date, it is not withdrawn before 10.00am on the institutional settlement date or retail settlement date (as applicable); or

• ASIC commences any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth) in relation to the Offer or the offer documents and any such investigation or hearing becomes public or is not withdrawn within 2 business days after it is commenced, or where it is commenced less than 2 business days before the institutional settlement date or retail settlement date, it is not withdrawn before 10.00am on the institutional settlement date or retail settlement date (as applicable);

• there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy, or a government agency commences any investigation or hearing or announces its intention to do so, in each case in connection with the offer (or any part of it) or any agreement entered into in respect of the offer (or any part of it) and any such application, inquiry or hearing is not withdrawn within 2 business days of when it is made, or if it is made within 2 business days of the institutional settlement date or the retail settlement date, it has not been withdrawn by 10.00am on the institutional settlement date or retail settlement date (as applicable);

• a certificate which is required to be furnished by AVJennings under the Underwriting Agreement is not furnished when required;

• the offer documents or any aspect of the offer does not comply in any material respect with the Corporations Act or the ASX Listing Rules or any other applicable law including due to a statement in the offer documents that is or becomes misleading or deceptive or likely to mislead or deceive in a material respect, or omit any information that is required; or any forecasts, expressions of opinion, intention or expectation expressed in the offer documents, are not, in all material respects, based on reasonable grounds;

• AVJennings' finance facility is terminated, rescinded, repudiated, or is amended in a materially adverse respect or is or becomes void or voidable, any Group member breaches or defaults under any provision, undertaking, covenant or ratio of the finance facility; or an event of default, potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing or other similar event occurs under or in respect of the finance facility;

• other than in connection with the Offer, AVJennings alters its capital structure or constitution without the prior written consent of the Underwriter;

• any Group member is insolvent or there is an act or omission which is reasonably likely to result in any such Group member becoming insolvent;

• AVJennings is prevented from issuing the offer shares within the time required by the ASX Listing Rules, applicable laws, an order of a court of competent jurisdiction or a governmental agency;

• AVJennings withdraws all or any part of the Offer or it is evident to the Underwriter (acting reasonably) that AVJennings no longer wishes to pursue all or any part of the Offer but has not taken any action to withdraw the Offer;

• AVJennings becomes required to give or gives a correcting notice under subsection 708AA(10) of the Corporations Act other than as a result of a new circumstance arising;

• unconditional approval (or conditional approval, provided such condition would not have a material adverse effect on the success or settlement of the offer) by ASX for official quotation of the institutional shares and retail shares, is refused, or is not granted, by or on the institutional trading date and retail trading date, respectively, or withdrawn on or before the earlier of the institutional trading date or the retail trading date or ASX makes an official statement to any person or indicates to AVJennings or the Underwriter that official quotation on ASX of the institutional shares or retail shares will not be granted;

Summary of Underwriting Agreement

- the S&P/ASX 200 index falls by 10% or more below the level of the S&P ASX 200 index on the business day before the date of this Presentation:
    - at the close of trading: for 2 consecutive business days in the period between (and including) the business day immediately following the date of this Presentation and the business day immediately prior to the institutional settlement date; or on the business day immediately prior to the institutional settlement date; or
    - at the close of trading: for 2 consecutive business days in the period between (and including) the institutional settlement date and the business day immediately prior to, the retail settlement date; or on the business day immediately prior to the retail settlement date.
- any event set out in the Offer timetable is delayed for more than 2 business days without the prior written consent of the Underwriter (such consent not to be unreasonably withheld or delayed).

In addition, the Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of any of the following events during the same period as above, provided that it has reasonable and bona fide grounds to believe, and does believe, that the event: (i) has or is likely to have, individually or in the aggregate, a materially adverse effect on: (A) the success, settlement or marketing of the Offer; (B) the value of the Shares; (C) the willingness of investors to subscribe for New Shares; (D) the performance of the secondary trading market of the New Shares at any time during the 30 day period following any settlement date; or (E) the ability of the Underwriter to market or promote the Offer; or (ii) leads or is likely to lead to: (A) a contravention by the Underwriter of, or the Underwriter being involved in the contravention of, the Corporations Act or any other applicable law; or (B) a liability of the Underwriter under the Corporations Act or any other applicable law.

- the public information includes:
    - a statement which is or becomes misleading or deceptive or likely to mislead or deceive; or
    - any forecasts, expressions of opinion, intention or expectation which are not based on reasonable grounds;
- any information supplied by or on behalf of AVJennings to the Underwriter is or becomes misleading or deceptive, including by way of omission;
- a statement in a certificate or new circumstances sign-off is untrue, incorrect, incomplete or misleading or deceptive in any material respect (including by omission);
- an obligation arises on AVJennings to give ASX a notice in accordance with section 708AA(12) of the Corporations Act);
- a change in the chairman, chief executive officer or chief financial officer of AVJennings or board of directors of AVJennings is announced or occurs;
- any of the following occurs:
    - a director of AVJennings is charged with an indictable offence;
    - any regulatory body commences any public action against a director of AVJennings in his or her capacity as such or announces that it intends to take any such action; or
    - any director of AVJennings is disqualified from managing a corporation under the Corporations Act or other applicable laws and regulations;
- there is an adverse change, or an event occurs which is in the reasonable opinion of the Underwriter likely to give rise to an adverse change, in the business, assets, liabilities, financial position or performance, profits, losses, results, operations or prospects of the Group;
- a representation or warranty made or given by AVJennings under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive;
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement), any of which does or is, in the reasonable opinion of the Underwriter, likely to prohibit or restrict the offer, capital issues or the operation of stock markets or materially adversely affects the Group;

Summary of Underwriting Agreement

- a default by AVJennings in the performance of any of its obligations under the Underwriting Agreement occurs;
- the occurrence of:
  - a suspension in trading in securities generally on ASX, the New York Stock Exchange, the Hong Kong Stock Exchange, the Singapore Stock Exchange or the London Stock Exchange; or
  - a general moratorium on commercial banking activities in Australia, Singapore, Hong Kong, the People's Republic of China, South Korea, Japan, the United States, the United Kingdom or a member state of the European Union is declared by the relevant authorities, or there is a material disruption in commercial banking or in securities settlement or clearance services in those places;
- the occurrence of any adverse change in financial, political or economic conditions or currency exchange rates or controls in Australia, New Zealand, Singapore, Hong Kong, People's Republic of China, Japan, the United States or the United Kingdom;
- hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States, the United Kingdom, the People's Republic of China, Taiwan, North Korea, South Korea, Singapore, Russia or any member state of the European Union or a major terrorist act is perpetrated on any of those countries or on any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world;
- the due diligence committee report or any other information supplied in writing by or on behalf of AVJennings to the Underwriter in relation to the Group or the Offer is misleading or deceptive (including by omission); or
- AVJennings fails to comply with a provision of its constitution, the ASX Listing Rules, the Corporations Act, applicable laws, or a requirement or order, made by or on behalf of ASIC, ASX or any Governmental Agency, which is not withdrawn within 2 business days after it is made, or where it is made less than 2 business days before the institutional settlement date or retail settlement date, it is not withdrawn before the institutional settlement date or retail settlement date (as applicable).

Termination of the Underwriting Agreement by the Underwriter will discharge AVJennings' obligation to pay the Underwriter any fees, costs, charges or expenses which have not accrued as at termination, but the termination of its obligations will not limit or prevent the exercise of any other rights or remedies which any of the parties may otherwise have.

For details of the fees payable to the Underwriter, refer to the Appendix 3B released to the ASX on the date of this Presentation.

AVJennings also gives certain representations, warranties and undertakings to the Underwriter and an indemnity in favour of the Underwriter and its affiliates subject to certain carve-outs.

Appendix C: Foreign Selling Restrictions

AVJennings

Foreign selling restrictions

This document does not constitute an offer of entitlements ("Entitlements") or new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Entitlements and New Shares may not be offered or sold in the institutional entitlement offer, in any country outside Australia except to the extent permitted below.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The Entitlements and the New Shares in the entitlement offer are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the entitlement offer, the Entitlements and the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the Entitlements and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Entitlements and New Shares, may not be issued, circulated or distributed, nor may the Entitlements and New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

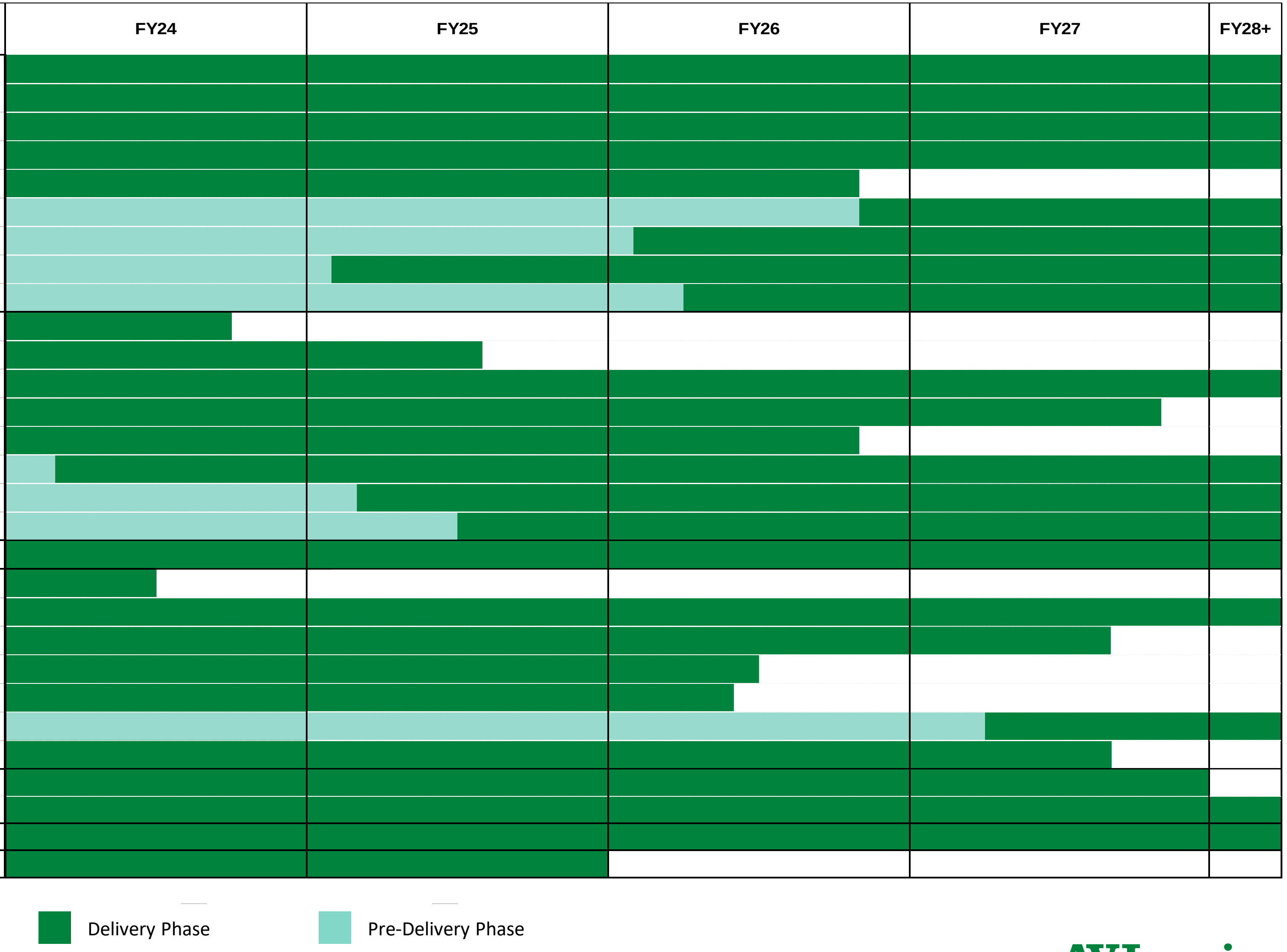
Any offer is not made to you with a view to the Entitlements or the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire such securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Appendix D: Pipeline and Portfolio

AVJennings

AVJennings pipeline[1]

Region	Project	Remaining # of Lots	Product Type
New South Wales	Argyle, Elderslie	92	L,IH
	Evergreen,Spring Farm (East Village)	351	L,IH
	Arcadian Hills,Cobbitty	40	IH
	Rosella Rise, Warnervale	483	L,IH
	Prosper, Kogarah	56	APT
	Huntley	194	L,IH
	Calderwood	390	L
	Mundamia	308	L
	Macarthur	725	APT
Queensland	Glenrowan, Mackay	177	L
	Arbor, Rochedale	17	IH
	Riverton, Jimboomba	910	L,IH
	Deebing Springs, Deebing Heights	205	L
	Cadence, Ripley	126	L,IH
	Cadence 2, Ripley	333	L
	Rocksberg, Caboolture	3,500	L
	Kerry Rd, Beaudesert	1,146	L
New Zealand	Ara Hills, Orewa	528	L
Victoria	Lyndarum, Wollert	82	L,IH
	Lyndarum North, Wollert JV	1,409	L,IH
	Aspect, Mernda	184	L,IH
	Harvest Square, Brunswick West	87	IH, APT
	Waterline Place, Williamstown	184	IH, APT
	Clyde	942	L
	Somerford, Clyde North	221	L,IH
South Australia	St Clair	124	L
	Eyre, Penfield	1,212	L,IH
Western Australia	Various	52	IH,APT
Other	Various	16	L
	TOTAL	**14,094**	



Product Type: L = Land, IH = Integrated Housing, APT = Apartments
Notes: 1. As at 30 June 2023. Does not include pipeline lots dependent on planning outcomes.

AVJennings

New South Wales Portfolio (2,651 lots[1])

Rosella Rise, Warnervale
The first land and development housing settlements of the project occurred during the year.

Cobbitty
Arcadian Grove completed during FY23.

Argyle, Elderslie
Civil works commenced for the final project stages.

Two-storey terrace product to be brought to market shortly.

Prosper, Kogarah
Groundbreaking ceremony held March 23 with excavation works underway.

Evergreen, Spring Farm
Two Stellar Collection homes delivered to customers.

Notes: 1. As at 30 June 2023

Queensland Portfolio (6,414 lots[1])

Riverton, Jimboomba
Delivered the first two Stellar Collection (Pro9) homes.

Cadence, Ripley
Opened the project's entry park, Symphony, to the local community.

Arbor, Rochedale
Settled the first stage of townhomes, welcoming 21 families to the community.

Deebing Springs, Deebing Heights
Commenced works on the project's first stages.

Notes: 1. As at 30 June 2023

AVJennings

Victoria Portfolio (3,109 lots[1])

Waterline Place, Williamstown
Construction of the last apartment stage progressing well.

Somerford, Clyde North
Project launched to market.

Civil works underway for the first stage.

Harvest Square, Brunswick West
All three apartment buildings achieved topping out stage.

Aspect, Mernda
First stages completed with residents moving in.

Construction of five Stellar Collection homes underway.

Notes: 1. As at 30 June 2023

South Australia Portfolio (1,340 lots[1])

Eyre, Penfield
Minimal completed unsold stock available.

Progressing planning approvals for subsequent stages.

St Clair, St Clair
Civil construction complete.

Balance of site to be sold as medium-density sites.

Murray Bridge / Goolwa North
Project on track for FY24 completion.

Notes: 1. As at 30 June 2023

AVJennings

New Zealand Portfolio (528 lots[1])

Ara Hills, Orewa

Civil construction complete for Stage 3a (89 lots) with civil works commenced on the next stage of 136 lots.

Held our first community event with over 80 residents.

Notes: 1. As at 30 June 2023

Thank you