

**ASX Release**

12 February 2016

**Aventus Retail Property Fund- Notice of meeting for change of responsible entity**

Aventus Retail Property Fund (ASX: AVN) (**Fund**) today announced that a unit holder's meeting has been called for 11 March 2016 for the purposes of considering an ordinary resolution to approve:

- the retirement of the current responsible entity, One Managed Investment Funds Limited (**OMIFL**); and
- the appointment of Aventus Capital Limited (**Aventus Capital**) to be appointed in its place.

The proposed change of responsible entity was foreshadowed in the Fund's initial product disclosure statement dated 30 September 2015 (**PDS**).

Aventus Capital is a related body corporate of the Fund's manager, Aventus Funds Management Pty Limited.

As set out in the attached Notice of Meeting, the proposed change of responsible entity will give effect to the intended structure for the management of the Fund as disclosed in the PDS.

The Fund will continue to benefit from access to the OMIFL team via its ongoing role as custodian (with no change to current custody fees).

The change in responsible entity will not result in any additional Fund fees.

For further information:

Investor queries

Darren Holland or Lawrence Wong  
Aventus Property  
02 9285 6710

Media Queries

Fleur Jouault  
GRACosway  
02 8353 0419

Aventus Retail Property Fund

## Notice of Meeting to appoint a new responsible entity

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Issued by One Managed Investment Funds Limited  
ABN 47 117 400 987 as the responsible entity of  
Aventus Retail Property Fund ARSN 608 000 764.

Dated: 12 February 2016

A meeting of unit holders to consider a resolution  
under which One Managed Investment Funds  
Limited will retire as responsible entity in favour of  
Aventus Capital Limited.

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# AVENTUS RETAIL PROPERTY FUND

## Notice of Meeting

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Notice is given that pursuant to section 252A of the *Corporations Act 2001* (Cth) (the **Act**) a meeting of members (**unit holders**) of Aventus Retail Property Fund (ARSN 608 000 764) (**Fund**) will be held at:

Time: 10.30am (Sydney time)

Date: Friday, 11 March, 2016

Place: Level 14, 71 Macquarie Street, Sydney NSW 2000

### **(Meeting)**

This notice is issued by One Managed Investment Funds Limited (ABN 47 117 400 987, AFSL 297042) of Level 11, 20 Hunter Street, Sydney NSW 2000 (**OMIFL**) in its capacity as responsible entity of the Fund.

In accordance with section 252S(2) of the Act, the unit holders present at the Meeting will elect a unit holder present to chair the meeting if a chair has not previously been appointed by OMIFL to chair the meeting or a previously appointed chair is not available, or declines to act, for the meeting or part of the meeting. OMIFL intends to appoint a chair prior to the meeting being held.

### **Business of the Meeting**

The business of the Meeting is to consider, and if thought fit, to pass the following as an ordinary resolution (**Resolution**).

### **Ordinary resolution - acceptance of retirement of OMIFL as the responsible entity of the Fund and the appointment of Aventus Capital Limited as the new responsible entity of the Fund**

*That, for the purposes of section 601FL(1) of the Corporations Act 2001 (Cth), One Managed Investment Funds Limited (ABN 47 117 400 987) be allowed and directed to retire as the responsible entity of Aventus Retail Property Fund (ARSN 608 000 764) (**the Fund**) and Aventus Capital Limited (ABN 34 606 555 480) (**Aventus Capital**), which has consented to its appointment in writing, be appointed as the responsible entity of the Fund to be effective upon (1) Aventus Capital being granted an Australian financial services licence authorising it to act as responsible entity for the Fund; and (2) the retirement and appointment being recorded by the Australian Securities and Investments Commission.*

Dated this 12th day of February, 2016.

Justin Epstein  
Executive Director  
One Managed Investment Funds Limited

## BACKGROUND

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As set out in the product disclosure statement dated 30 September 2015 (**PDS**), it is proposed that OMIFL will retire as responsible entity of the Fund once:

- successful completion of the initial public offering and issue of units under the PDS (**Completion**) has occurred; and
- Aventus Capital Limited (**Aventus Capital**) obtains an appropriate Australian financial services licence (**AFSL**).

Completion has now occurred and Aventus Capital has received an offer of an AFSL from the Australian Securities and Investments Commission (**ASIC**). The draft AFSL that accompanied the offer authorises Aventus Capital to act as responsible entity for the Fund.

### *Proposed change of responsible entity*

Aventus Capital now seeks to be appointed as the new responsible entity of the Fund. Aventus Capital has asked OMIFL to convene the Meeting in order to seek unit holder approval to the Resolution.

Information about the proposed change of responsible entity, Aventus Capital and its directors and the fee entitlements of Aventus Capital is set out in the PDS at sections 1.4, 2.4, 5.1-5.4, 11.1.15, 13.7.6 and 14.9. If you do not have a copy of the PDS, please go to [www.ventusproperty.com.au](http://www.ventusproperty.com.au) or telephone 02 9285 6700.

The Resolution, if passed, will approve the retirement of OMIFL and the appointment of Aventus Capital as responsible entity. As set out in the Resolution, the change will only become effective once the AFSL is granted and ASIC amends its register to record Aventus Capital as the new responsible entity of the Fund. Assuming the Resolution is passed, OMIFL intends to procure lodgement of ASIC Form 5107 (change of responsible entity) immediately following the Meeting. It is anticipated that ASIC will update the responsible entity register and formally grant the AFSL within one or two business days of receipt of the Form 5107.

The consent of Aventus Capital to act as responsible entity of the Fund has been received by OMIFL.

### *Transitional arrangements and costs*

If Aventus Capital replaces OMIFL as responsible entity, the Corporations Act will operate to effectively transfer all existing Fund documents from OMIFL to Aventus Capital, without the need for any transfer, novation or replacement documents to be entered into.

OMIFL and Aventus Capital intend to work closely together to ensure a seamless transfer of records and other Fund arrangements.

Aventus Property Group, and not the Fund, will bear all costs and expenses associated with the Meeting and the change of responsible entity.

### *Ongoing role of OMIFL*

As part of its responsible entity duties, OMIFL currently performs all custody functions in respect of Fund assets. If the change of responsible entity occurs, Aventus Capital will appoint OMIFL under a Custody Agreement so that OMIFL continues to perform the custody function for the Fund. OMIFL's appointment as custodian will be for an initial term of 4 years.

### *Impact on fees and expenses*

There will be no impact on fees and expenses as a result of the change in responsible entity.

Currently, OMIFL receives a fee for performing the custody function for the Fund. Instead of receiving this fee under the Fund constitution, it will continue to receive this fee under the Custody Agreement.

Although Aventus Capital will be entitled to receive a fee under the Fund constitution for acting as responsible entity, Aventus Capital will waive this fee for so long as the Manager (Aventus Funds Management Pty Limited) receives the base fee under the Management Services Agreement. Information about the responsible entity and Manager base fee entitlements are set out in the PDS at section 12.

#### *Summary*

The proposed change of responsible entity will give effect to the intended structure for the management of the Fund as disclosed in the PDS. This will allow access to a dedicated responsible entity with an experienced board comprising a majority of independent directors. Further information about Aventus Capital, its directors, senior management of the Aventus Property Group and governance and conflict management processes is set out in the PDS.

The Fund will continue to benefit from access to the OMIFL team via its ongoing role as custodian (with no change to current custody fees).

The change in responsible entity will not result in any additional Fund fees.

## 1 Voting

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### 1.1 Entitlement to Vote

For the purposes of the Meeting, persons who are registered as unit holders at 5pm on Thursday, 10 March, 2016 will be entitled to attend and vote at the Meeting.

### 1.2 Voting Procedure

The Resolution is an ordinary resolution and must be passed by at least 50% of the votes cast by unit holders entitled to vote on the Resolution.

#### **On a show of hands, each unit holder has one vote.**

The vote on the Resolution must be decided by way of show of hands or on a poll. A poll may be demanded by:

- the chair of the Meeting;
- at least 5 unit holders present and entitled to vote; or
- unit holders present with at least 5% of the votes that may cast on the Resolution on a poll.

On a poll, unit holders have one vote for each whole \$1.00 of value of units held in the Fund. The value of an interest in the Fund will be calculated in accordance with the provisions of the Corporations Act.

### 1.3 Quorum

The quorum for the Meeting is 2 unit holders.



## 1.4 Registration

If you plan to attend the Meeting, you are requested to arrive at the Meeting venue at least 10 minutes prior to the time designated for the Meeting so that the value of your units in the Fund may be checked and your attendance noted.

## 1.5 Corporations

In order to vote at the Meeting (other than by proxy), a corporation that is a unit holder may appoint a person to act as its representative. The appointment must comply with section 253B of the *Corporations Act 2001* (Cth). The representative must bring to the Meeting evidence of his or her appointment including any authority under which it has been signed.

## 1.6 Voting by Proxy

If you are not attending the Meeting and are entitled to vote on the Resolution, you may appoint one or more proxies to attend and vote for you. A proxy must be a natural person, but otherwise can be any person and does not need to be a unit holder of the Fund. Your proxy can be appointed in respect of some or all of your votes.

If you appoint more than one proxy you may specify the proportion or number of votes each proxy may exercise. If you appoint more than one proxy and fail to specify the proportion or number of votes that each proxy may exercise, each proxy may exercise an equal portion of the votes. A separate form should be used for each proxy appointment.

To ensure that all unit holders can exercise their right to vote on the Resolution, a Proxy Form is enclosed.

The Proxy Form allows you to appoint a person (including the Chairperson of the Meeting) of your choice as your proxy. If you return the Proxy Form without naming a proxy, the Chairperson will be appointed as your proxy.

You can direct your proxy how to vote and the proxy must vote that way. If you do not give a direction, your proxy may vote as he or she sees fit. You should be aware that if you do not name your proxy, your proxy will be directed to the Chairperson.

If the Chairperson is appointed by OMIFL prior to the Meeting, it is expected that the Chairperson will vote in favour of the Resolution.

To ensure that your vote is cast as you wish, it is recommended that, whoever you appoint as your proxy, you direct your proxy as to how to vote on the Resolution.

The Proxy Form and the original power of attorney or authority (if any), or a copy of that power or authority which has been notarially certified as a true copy, under which the Proxy Form is signed must be received at least 48 hours before the time for holding the Meeting. Proxies should be lodged in accordance with the instructions set out in the enclosed Proxy Form.

If the Proxy Form and authority (if any) under which it is signed is sent by facsimile then the original proxy and authority must be provided to One Managed Investment Funds Limited before the time for holding the Meeting or must be produced at the start of the Meeting.

## 2 Enquiries

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If you have any queries about voting, proxies or any other aspect of the Meeting, please contact Aventus Capital on 02 9285 6700.



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**One Managed Investment Funds Limited**  
 (ABN 47 117 400 987 AFSL 297042) (OMIFL)  
 as responsible entity of  
 Aventus Retail Property Fund (ARSN 608 000 764)

## **LODGE YOUR VOTE**



### **ONLINE**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### **BY MAIL**

Aventus Retail Property Fund  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia



### **BY FAX**

+61 2 9287 0309



### **BY HAND**

Link Market Services Limited  
 1A Homebush Bay Drive, Rhodes NSW 2138; or  
 Level 12, 680 George Street, Sydney NSW 2000



### **ALL ENQUIRIES TO**

Telephone: +61 1300 554 474

## **PROXY FORM**

I/We being a member(s) of Aventus Retail Property Fund (Fund) and entitled to attend and vote hereby appoint:

### **APPOINT A PROXY**

☐ the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Unitholder Meeting of the Fund to be held at **10:30am on Friday, 11 March 2016 at Level 14, 71 Macquarie Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

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

### **VOTING DIRECTIONS**

Proxies will only be valid and accepted if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### **Resolution**

- 1** That, for the purposes of section 601FL(1) of the Corporations Act 2001 (Cth), One Managed Investment Funds Limited (ABN 47 117 400 987) be allowed and directed to retire as the responsible entity of Aventus Retail Property Fund (ARSN 608 000 764) (the Fund) and Aventus Capital Limited (ABN 34 606 555 480) (Aventus Capital), which has consented to its appointment in writing, be appointed as the responsible entity of the Fund to be effective upon (1) Aventus Capital being granted an Australian financial services licence authorising it to act as responsible entity for the Fund; and (2) the retirement and appointment being recorded by the Australian Securities and Investments Commission.

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### **SIGNATURE OF UNITHOLDERS – THIS MUST BE COMPLETED**

Unitholder 1 (Individual)

Joint Unitholder 2 (Individual)

Joint Unitholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

## HOW TO COMPLETE THIS UNITHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Fund's unit registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Wednesday, 9 March 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your unitholding.

#### QR Code



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



#### BY MAIL

Aventus Retail Property Fund  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
  
or  
  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

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