



Announcement Summary

Entity name

AUSTRALIAN UNITY OFFICE FUND

Announcement Type

New announcement

Date of this announcement

15/11/2021

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
AOF	ORDINARY UNITS FULLY PAID	130,900,000

Proposed +issue date

22/12/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

AUSTRALIAN UNITY OFFICE FUND

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARSN

Registration Number

113369627

1.3 ASX issuer code

AOF

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

15/11/2021

1.6 The Proposed issue is:☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?☒ Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	10/12/2021	<input checked="" type="checkbox"/> Actual	

Comments

The new Australian Unity Office Fund units (AOF Units) the subject of this Appendix 3B are to be issued pursuant to a trust scheme (Scheme) by Australian Unity Diversified Property Fund (DPF), under which all of the units in DPF will be transferred to AOF in consideration for the issue of new AOF Units. AOF unitholder approvals are required in connection with the proposed issue of the new AOF units. DPF unitholder approval is also required to approve amendments to the constitution of DPF to implement the Scheme.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	10/12/2021	<input checked="" type="checkbox"/> Actual	

Comments

A requisite majority of Unitholders of DPF must approve the merger proposal at a meeting of DPF unitholders to be held on 10 December 2021.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Court approval	15/12/2021	<input checked="" type="checkbox"/> Estimated	

Comments

Australian Unity Property Limited (AUPL) as responsible entity of DPF will seek judicial advice from the Supreme Court of New South Wales in order to proceed with implementation of the Scheme.

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
FIRB approval	10/12/2021	<input checked="" type="checkbox"/> Estimated	

Comments

It is a condition of the proposal that FIRB approval is received prior to the Second Judicial Advice court date of 15 December 2021.



Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

AOF : ORDINARY UNITS FULLY PAID

Number of +securities proposed to be issued

130,900,000

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

The consideration for the new AOF Units will be the acquisition by AOF of all the DPF Units under the Scheme, with a ratio of 0.4550 AOF units for every 1 DPF unit held

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

22/12/2021



Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

10/12/2021

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ Yes

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Fees and costs incurred by AOF in connection with the Scheme include financial and legal adviser fees and registry fees

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

AOF Units issued under the Scheme as consideration for the acquisition by AOF of all the DPF Units pursuant to the Scheme.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No



7F.2 Any other information the entity wishes to provide about the proposed issue

As part of the implementation of the Scheme Australian Unity Office Fund will be renamed Australian Unity Property Fund.

The number of units to be issued under the PDS are an estimate only and will depend on the number of DPF units on issue as at the Proposal Record Date

Please refer to the AOF Explanatory Memorandum issued by AOF dated 15 November 2021 and the DPF Unitholder Booklet issued by DPF dated 15 November 2021.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a +disclosure document or +PDS for the +securities proposed to be issued