

MinterEllison

14 September 2018

BY ELECTRONIC LODGEMENT

Company Announcements
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Notice of Variation – extension of date for giving notice of status of conditions for off-market takeover bid by A.C.N. 626 522 085 Pty Ltd, Hometown Australia Management Pty Ltd and Hometown Australia Nominees Pty Ltd as trustee for Hometown Australia Management Pty Ltd to acquire all stapled securities in Gateway Lifestyle Group (ASX: GTY)

We act for A.C.N. 626 522 085 Pty Ltd (ACN 626 522 085), Hometown Australia Management Pty Ltd (ACN 614 529 538) and Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Australia Management Pty Ltd (collectively, **Hometown**).

On behalf of Hometown, we enclose a copy of Hometown's notice to extend the date for giving notice of the status of conditions pursuant to section 630(2) of the Corporations Act 2001 (Cth) (**Act**) dated 14 September 2018 in accordance with section 630(5)(b) of the Act. Also enclosed is a copy of Hometown's Third Supplementary Bidder's Statement, which includes a notice of variation of Hometown's takeover offer and a letter from Hometown to Gateway Securityholders. These materials have been posted to all Gateway Securityholders to whom offers have been made under Hometown's takeover bid.

Yours faithfully
MinterEllison



Ron Forster
Partner

Michael Scarf
Senior Associate

Contact: Michael Scarf T: +61 2 9921 4045
michael.scarf@minterellison.com
Partner: Ron Forster T: +61 2 9921 4293
ron.forster@minterellison.com
OUR REF: 1202027

enclosure

Level 40 Governor Macquarie Tower 1 Farrer Place Sydney
GPO Box 521 Sydney NSW 2001 Australia DX 117 Sydney
minterellison.com

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13 September 2018

GTYTKO
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Dear Gateway Securityholder

Hometown refers to its off-market takeover offer (**Offer**) of \$2.25 per stapled security for all the stapled securities of Gateway Lifestyle Group (**Gateway**).

By way of update, Hometown has recently:

- extended the offer period under its Offer so that it is now scheduled to close at **7.00pm (Sydney time) on 8 October 2018** (unless extended or withdrawn in accordance with the Corporations Act);
- accelerated payment terms under the Offer and will pay accepting Gateway Securityholders within 7 business days after the later of the Offer becoming or being declared unconditional and receipt of the Gateway Securityholder's acceptance;
- made its Offer less conditional by waiving certain conditions; and
- indicated its intention to declare its Offer unconditional on the later of obtaining a relevant interest in more than 50% of all Gateway stapled securities and Hometown obtaining FIRB approval.

The Gateway Board has unanimously recommended that Gateway Securityholders ACCEPT the Offer as soon as reasonably practicable (in the absence of a superior proposal).

If the Offer becomes unconditional, accepting Gateway Securityholders will be paid \$2.25 cash for each Gateway Stapled Security, being Hometown's best and final Offer Price (in the absence of a competing proposal).

Enclosed is a copy of Hometown's third supplementary bidder's statement attaching a formal notice under the Corporations Act to extend the Offer period and accelerate the payment terms, amongst other things. Also enclosed is another copy of the Acceptance Form so that you can **ACCEPT** the Offer.

For further information regarding the Offer, including details on how to accept the Offer, please refer to Hometown's Bidder's Statement or call the Hometown Offer Information Line on:

For callers within Australia (toll free)	-	1300 153 327
For callers outside Australia (not toll free)	-	+61 3 9415 4127

Yours sincerely

Patrick Zillis
Director

THIRD SUPPLEMENTARY BIDDER'S STATEMENT

In relation to the Offer by

HOMETOWN

to acquire all fully paid stapled securities in

GATEWAY LIFESTYLE GROUP

ACCEPT

THE CASH OFFER TO ACQUIRE ALL YOUR
STAPLED SECURITIES IN
GATEWAY LIFESTYLE GROUP

(COMPRISING GATEWAY LIFESTYLE OPERATIONS LIMITED ABN 63 605 543 968
AND RESIDENTIAL PARKS NO. 2 TRUST ARSN 605 803 414 AND THEIR
CONTROLLED ENTITIES)

FOR \$2.25 CASH FOR EACH STAPLED SECURITY

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read this document in its entirety. If you are in any doubt as to how to deal with it, you should consult your legal, financial or other professional adviser as soon as possible. If you have any queries about the Offer, you may also call the Hometown Offer Information Line on 1300 153 327 (for calls made within Australia) or +61 3 9415 4127 (for calls made from outside Australia) between 8.30am and 5.00pm (Sydney time) Monday to Friday.

Third Supplementary Bidder's Statement

Introduction

This document is a supplementary Bidder's Statement under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

It is the third supplementary Bidder's Statement (**Third Supplementary Bidder's Statement**) issued by A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085) (**Bidder**) as trustee for Hometown Australia Management Pty Ltd (ACN 614 529 538) (**Hometown Management**), and Bidder as trustee for Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Australia Property Trust ABN 30 320 986 289 (**Hometown Nominees**), (Bidder, Hometown Management and Hometown Nominees collectively, **Hometown**) to the replacement Bidder's Statement lodged with ASX, Gateway Lifestyle Group and ASIC on and dated 7 August 2018 (**Bidder's Statement**) issued by Hometown in relation to its off-market takeover bid for all the stapled securities in Gateway Lifestyle Group (comprising Gateway Lifestyle Operations Limited ABN 63 605 543 968 and Residential Parks No. 2 Trust ARSN 605 803 414 and their controlled entities) (**Gateway**), as varied by a notice of variation – extension of offer period dated 31 August 2018, and as supplemented by the First Supplementary Bidder's Statement dated 16 August 2018 (**First Supplementary Bidder's Statement**), and the Second Supplementary Bidder's Statement dated 12 September 2018 (**Second Supplementary Bidder's Statement**).

This Third Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement, as varied by a notice of variation – extension of offer period dated 31 August 2018, and as supplemented by the First Supplementary Bidder's Statement and the Second Supplementary Bidder's Statement. This document will prevail in the event of any inconsistency with the Bidder's Statement, as varied by a notice of variation – extension of offer period dated 31 August 2018, and as supplemented by the First Supplementary Bidder's Statement and the Second Supplementary Bidder's Statement.

A copy of this Third Supplementary Bidder's Statement was lodged with ASIC on and is dated 12 September 2018. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning where used in this Third Supplementary Bidder's Statement.

1. Reasons Why You Should Accept Hometown's Offer

On 20 August 2018, Gateway issued its Target Statement in connection with Hometown's off-market cash takeover offer with the Gateway Directors' recommendation that Gateway Securityholders accept Hometown's Offer, in the absence of a superior proposal.

On 12 September 2018, Hometown issued its Second Supplementary Bidder's Statement updating key aspects of its Offer, including stating its intention to declare the Offer unconditional if it obtains a Relevant Interest in more than 50% of all Gateway Stapled Securities and FIRB approval, and reducing the conditionality of its Offer. See further details below.

In Gateway's announcement on 12 September 2018, the Gateway Board has unanimously recommended that Gateway Securityholders accept the Offer as soon as reasonably practicable, in the absence of a superior proposal.

Hometown encourages remaining Gateway Securityholders to accept the Offer promptly and without delay for these reasons:

1.1 Intention to Declare Offer Unconditional if 50% reached and FIRB Condition satisfied

Hometown intends¹ to declare its Offer unconditional on the later of:

- (a) Hometown obtaining a Relevant Interest² in more than 50% of all Gateway Stapled Securities³; and
- (b) Hometown obtaining FIRB approval⁴,

provided that there have been no breaches of any of the remaining conditions to the Offer prior to that time.

Gateway Securityholders will be paid \$2.25 cash for each Gateway stapled security they hold if they accept the Offer and the Offer becomes unconditional.

1.2 Reduction in conditionality of Offer

Hometown has declared its Offer free of the following Conditions in Appendix 2 of the Bidder's Statement:

- Condition 3 – Other Regulatory Approvals
- Condition 12 – No change in accounting policies
- Condition 13 – No change in management arrangements – Paragraph (b) only
- Condition 14 – No untrue statements
- Condition 16 - Non-existence or exercise of certain rights - only in so far as the Condition relates to Gateway's head office lease
- Condition 17 – No break fees - to the extent that it relates to break fees that are agreed as part of a binding implementation agreement that is not subject to due diligence – any payment made to facilitate due diligence or negotiations will still be covered by Condition 17.

1.3 Gateway Board Recommendation

The directors of Gateway Lifestyle Operations Limited have unanimously recommended that Gateway Securityholders accept the Hometown Offer as soon as reasonably practicable, in the absence of a superior proposal.⁵

1.4 Independent expert appointed by Gateway, Grant Samuel & Associates Pty. Limited, has assessed the value of Gateway on a 100% controlling interest basis in the range of \$2.13 to \$2.30 per Gateway Stapled Security

Hometown's Offer Price is near the top end of the independent expert's valuation range.

1.5 Hometown's Offer represents an attractive premium to historic trading prices and net tangible assets

Hometown's Offer Consideration of \$2.25 per Gateway Stapled Security represents an attractive premium to the trading prices at which Gateway Stapled Securities were traded prior to Hometown's announcement of its initial proposal.

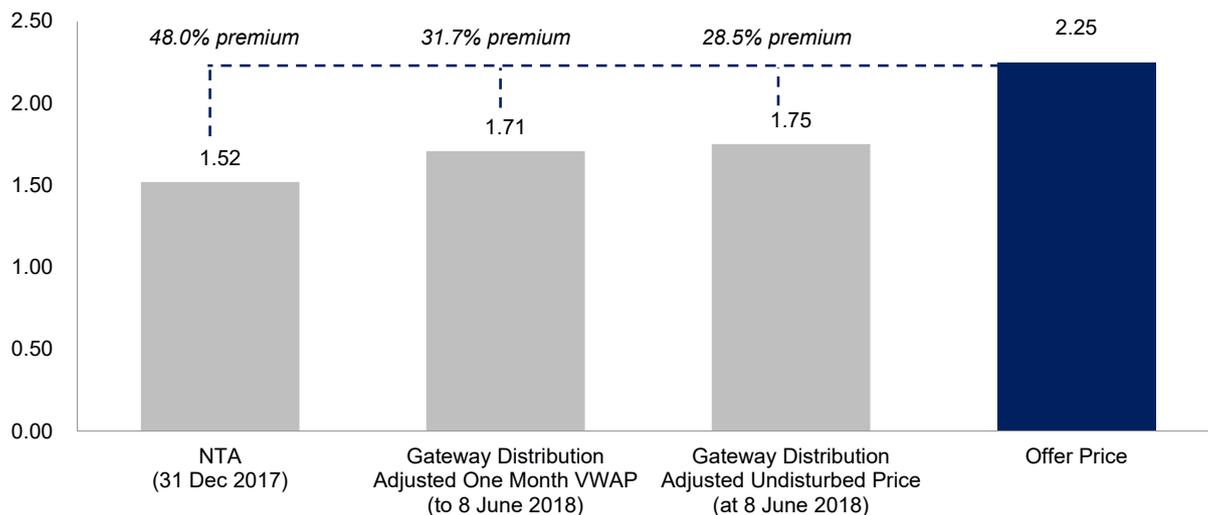
¹ Hometown reserves all its rights to free the Offer from all or any of the Conditions at any time, in accordance with the terms of Hometown's Offer.

² Relevant Interest includes the Relevant Interest of Hometown and its Related Entities in Gateway Stapled Securities, including those Gateway Stapled Securities the subject of valid acceptances of the Offer and acceptance instructions received under the Institutional Acceptance Facility established by Hometown on the terms set out in its Second Supplementary Bidder's Statement dated 12 September 2018.

³ On a Fully Diluted Basis (as defined in Section 9.1 of the Bidder's Statement).

⁴ The FIRB Condition is currently expected to be satisfied by 14 September 2018, however this date may be extended by FIRB.

⁵ Refer to Gateway's announcement to the ASX on 12 September 2018.



1.6 Hometown's Offer provides certainty of value for your Gateway Stapled Securities

Once unconditional, Hometown's Offer is for \$2.25 cash per Gateway Stapled Security.

1.7 No Competing Proposal has emerged at the date of this Third Supplementary Bidder's Statement

Hometown's Offer is the only offer available to Gateway Securityholders and remains superior to the Brookfield Non-Binding Proposal announced by Gateway on 21 June 2018. No further announcement has been made by Brookfield in connection with the proposal and no other transaction proposal has been announced.

Gateway has stated in its Target's Statement that discussions with Brookfield have ceased.

1.8 The trading price of Gateway Stapled Securities may fall if Hometown's Offer is not successful

Following the close of the Offer, the price at which Gateway Securities are traded on the ASX may fall and trade at a material discount to the consideration offered under the Offer.

2. How To Accept The Offer

To facilitate acceptance of the Offer without delay, Gateway Securityholders may use the Acceptance Form enclosed with this Third Supplementary Bidder's Statement.

To accept the Offer for Gateway Securities held on the issuer sponsored subregister, Gateway Securityholders must complete and sign the Acceptance Form (marked with 'Issuer') in accordance with the terms of the Offer and the instructions on the Acceptance Form, and ensure it is received at the address shown on the Acceptance Form before the end of the Offer Period.

To accept the Offer for Gateway Securities held in a CHESS Holding, Gateway Securityholders must either instruct their Controlling Participant to initiate acceptance on behalf of the Gateway Securityholder so as to be effective before the end of the Offer Period or complete and sign the Acceptance Form (marked with 'CHESS') in accordance with the terms of the Offer and the instructions on the Acceptance Form, and ensure it is received at the address shown on the Acceptance Form in sufficient time for your Controlling Participant to act on your instruction before the end of the Offer Period.

Further details on how to accept the Offer are set out in paragraph 3 of Appendix 1 of the Bidder's Statement and the Acceptance Forms attached to this Third Supplementary Bidder's Statement.

3. Update On Offer Process

3.1 Offer extended

Hometown has extended the Offer period so the Offer is now scheduled to close at **7.00pm (Sydney time) on 8 October 2018** (unless extended or withdrawn in accordance with the Corporations Act).

The date for giving notice of the status of the Conditions required by section 630(1) of the Corporations Act is extended as a result from 14 September 2018 to **28 September 2018**. This is subject to further variation in accordance with section 630(2)(b) of the Corporations Act in the event that the Offer Period is further extended.

The formal notice of variation of the Offer as required under Section 650D of the Corporations Act is attached in Annexure A to this Third Supplementary Bidder's Statement.

Hometown encourages all Gateway Securityholders to accept the Offer without delay.

3.2 Hometown to accelerate payment terms under the Offer

If the Offer becomes or is declared unconditional, Hometown will pay the cash consideration due to Gateway Securityholders who validly accept the Offer within 7 Business Days after the later of the date that the Offer becomes or is declared unconditional and the Gateway Securityholder's valid acceptance of the Offer being received.

Hometown has sought and obtained a declaration from ASIC to allow it to vary the terms of the Offer to reduce the time for payment of the consideration to Gateway Securityholders who accept the Offer.

Hometown's Offer will now close by **7.00pm (Sydney time) on 8 October 2018** (unless extended or withdrawn in accordance with the Corporations Act).

Effectively, if the Offer becomes or is declared unconditional by 22 October 2018 (if the Offer is extended up to or beyond this date), accepting Gateway Securityholders will not have any withdrawal rights by reason of the delay in payment of the Offer consideration under section 650E of the Corporations Act as Hometown will be able to provide the Offer consideration to those accepting Gateway Securityholders no later than within one month of when it would have, in the absence of any extension of the Offer period.

If Hometown's Offer remains subject to a defeating condition and Hometown varies the Offers under the bid in a way that it postpones for more than 1 month the time when Hometown has to meet its obligations under the bid, accepting Gateway Securityholders will be entitled to withdraw their acceptances of the Offer. Gateway Securityholders will be notified of any such withdrawal rights at the time of the variation.

The notice of variation under Section 650D of the Corporations Act setting out the changes to the Offer is attached in Annexure A to this Third Supplementary Bidder's Statement.

3.3 Best and final Offer Price

On 16 August 2018, Hometown announced that its off-market cash takeover offer of \$2.25 per stapled security, reduced by any future distributions or dividends by Gateway⁶, is Hometown's best and final Offer Price and will not be increased in the absence of a Competing Proposal.

Hometown's Offer is the only offer available to Gateway Securityholders and remains superior to the Brookfield Non-Binding Proposal. Since Gateway's announcement of the Brookfield Non-Binding Proposal on 21 June 2018, no further announcement has been made by Brookfield in connection with the proposal and no other transaction proposal has been announced.

In its Target Statement, Gateway has stated that discussions with Brookfield have ceased.

Gateway acknowledges that professional investors may not be willing or able to accept the Offer until the Offer becomes or is declared unconditional. This may be due to, for example, restrictions in their investment mandates.

Hometown has established an institutional acceptance facility to provide a means by which eligible Gateway Securityholders may indicate their support for the Offer while the Offer remains conditional.

Hometown encourages Gateway Securityholders to accept the Offer or submit their instructions into the Institutional Acceptance Facility described in Hometown's Second Supplementary Bidder's

⁶ Refer to paragraph 1 of the terms of the Offer in Appendix 1 of the Bidder's Statement for details.

Statement dated 12 September 2018 as soon as possible and before the Offer closes at **7.00pm (Sydney time) on 8 October 2018** (unless extended or withdrawn in accordance with the Corporations Act).

4. Bidder Offer Structure

4.1 Beneficial holding

The structure of Hometown's Offer enables its acquisition of Gateway Stapled Securities through a stapled structure. The Bidder makes the Offer on behalf of Hometown Management and Hometown Nominees as trustee for the Hometown Property Trust, and comprises an offer to acquire:

- (a) all the GLOL Shares on behalf of Hometown Management; and
- (b) all the RPT2 Units on behalf of Hometown Nominees as trustee for the Hometown Property Trust.

4.2 Change to beneficial holding

Hometown has amended the trust deed dated 20 July 2018 so that the beneficial ownership of RPT2 Units, and any RPT2 Unit Rights, will be held on bare trust for Hometown Nominees as trustee for Hometown Management. As a result, Hometown Nominees will not hold the beneficial interest in the RPT2 Units, and any RPT2 Unit Rights, on trust for Hometown Property Trust.

This means the beneficial ownership of the Gateway Stapled Securities (comprising both the GLOL Shares and RPT2 Units) will be held by the one Hometown entity, namely Hometown Management.

Hometown has determined that acquiring the beneficial ownership of the Gateway Stapled Securities in a single entity is the most suitable acquisition structure. If 100% of the Gateway Stapled Securities are acquired, this will result in Hometown Australia, together with Gateway, being taxed on the basis of a single consolidated corporate group.

4.3 No substantive or practical impact

Other than the change to the beneficial ownership of the RPT2 Units for whom Hometown Nominees will hold the beneficial interests in the RPT2 Units, there are no changes to the Hometown bidder entities or the Offer terms. The change has no substantive or practical impact to accepting Gateway Securityholders or to the availability of the funding for the Offer Consideration as:

- (a) there is no change to Hometown's ownership structure as set out in Section 3 of the Bidder's Statement, including U.S. based Hometown Australia Limited Partnership (a Delaware limited partnership) continuing to own Hometown Australia, which comprises Hometown Australia Holdings and each of its Related Entities (which include Bidder, Hometown Management and Hometown Nominees); and
- (b) the Hometown Loan Agreement, as defined in Section 6.2 of the Bidder's Statement, has been amended to give effect to the change in the beneficial owner for which Hometown Nominees will hold the beneficial interests in the RPT2 Units, but otherwise remains in place to enable Hometown to require the Maximum Cash Consideration to be made available to it by way of drawdowns on the loan after the Offer becomes unconditional and within 2 Business Days of a drawdown request.

4.4 ASIC relief

Hometown has sought and obtained a declaration from ASIC to effect the change in beneficial owner of the RPT2 Units described above.

4.5 Update to Bidder's Statement, First Supplementary Bidder's Statement, Second Supplementary Bidder's Statement and Acceptance Form

Accordingly, each reference in the Bidder's Statement, First Supplementary Bidder's Statement, Second Supplementary Bidder's Statement and in each Acceptance Form to:

- (a) Hometown should be read as if the definition of 'Hometown' in Section 9.1 of the Bidder's Statement is amended by replacing paragraph c. of the definition with:

'c. Hometown Nominees in its capacity as trustee for Hometown Management.'

- (b) Hometown Nominees 'in its capacity as trustee for the Hometown Property Trust' or 'as trustee for Hometown Australia Property Trust' is replaced with references to Hometown Nominees 'in its capacity as trustee for Hometown Management' or 'as trustee for Hometown Australia Management Pty Ltd (ACN 614 529 538)' respectively.

4.6 Section 650D Notice of Variation

A copy of the notice of variation under Section 650D of the Corporations Act attached in Annexure A to this Third Supplementary Bidder's Statement sets out the changes to the Offer to reflect the change in beneficial owner of the RPT2 Units.

5. Further Information

If you require any further information or assistance in relation to the Offer, you may call the Hometown Offer Information Line on the following numbers:

For callers within Australia (toll free) - 1300 153 327

For callers outside Australia (not toll free) - +61 3 9415 4127

6. Other

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning where used in this Third Supplementary Bidder's Statement.

7. Approval Of Third Supplementary Bidder's Statement

This Third Supplementary Bidder's Statement has been approved by a resolution of the directors of Bidder, the directors of Hometown Management and the directors of Hometown Nominees (as trustee for Hometown Australia Property Trust).

DATED 12 September 2018

SIGNED for and on behalf of the Bidder, Hometown Management and Hometown Nominees (as trustee for Hometown Australia Property Trust) by:



Patrick Zillis
Director

ANNEXURE A

NOTICE UNDER SECTION 650D(1) OF THE CORPORATIONS ACT

Corporations Act 2001 (Cth)

Section 650D(1)

NOTICE OF VARIATION – EXTENSION OF OFFER PERIOD, TIME FOR PAYMENT OF CONSIDERATION AND VARIATION TO TERMS RELATING TO BIDDER

TO: Australian Securities & Investments Commission (**ASIC**)
Gateway Lifestyle Group (comprising Gateway Lifestyle Operations Limited ABN 63 605 543 968 and Residential Parks No. 2 Trust ARSN 605 803 414 and their controlled entities) (**Gateway**)
ASX Limited (ABN 98 008 624 691) (**ASX**)
Each person to whom Offers were made by the Bidder

A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085) (**Bidder**) as trustee for Hometown Australia Management Pty Ltd (ACN 614 529 538) (**Hometown Management**), and Bidder as trustee for Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Australia Property Trust ABN 30 320 986 289 (**Hometown Nominees**), (Bidder, Hometown Management and Hometown Nominees collectively, **Hometown**) gives notice under section 650D of the *Corporations Act 2001 (Cth)* (as varied by ASIC instrument of modification dated 12 September 2018) that its takeover offers under its off-market takeover bid for all the stapled securities of Gateway (**Offer**) contained in its replacement Bidder's Statement dated 7 August 2018, as varied by a notice of variation – extension of offer period dated 31 August 2018, and as supplemented by the first supplementary bidder's statement dated 16 August 2018, the second supplementary bidder's statement dated 12 September 2018 and the third supplementary bidder's statement dated 12 September 2018 (**Bidder's Statement**) are varied by:

Extension of offer period

1. extending the period during which the Offer will remain open so that the Offer will now close at 7.00pm (Sydney time) on 8 October 2018; and
2. varying the Offer by substituting the date '8 October 2018' for the date '24 September 2018' in all places in the Bidder's Statement where the date '24 September 2018' appears as the closing date of the Offer;

Time for payment of consideration

3. amending Section 13.a. of Appendix 1 of the Bidder's Statement by:
 - (a) replacing each reference to 'one month' with '7 Business Days'; and
 - (b) replacing '21 days' with '7 Business Days'
4. amending Section 13.b.ii. of Appendix 1 of the Bidder's Statement by replacing:

'on or before the earlier of:

 - A. one month after the Offer becomes unconditional; and
 - B. 21 days after the end of the Offer Period;

with

'within 7 Business Days after the Offer becomes unconditional;'

5. amending Section 13.b.iii. of Appendix 1 of the Bidder's Statement by replacing:

'on or before the earlier of:

- A. one month after the document is given; and
- B. 21 days after the end of the Offer Period; and'

with

'within 7 Business Days after that document is given; and'

6. amending Section 13.b.iv. of Appendix 1 of the Bidder's Statement by replacing '21 days' with '7 Business Days'.

Variation to terms relating to bidder

7. amending the definition of 'Hometown' in Section 9.1 of the Bidder's Statement by replacing paragraph c. of the definition with:

'c. Hometown Nominees in its capacity as trustee for Hometown Management.'

8. replacing the definition of 'Hometown Nominees' in Section 9.1 of the Bidder's Statement with the following definition:

'Hometown Nominees Hometown Australia Nominees Pty Ltd ACN 616 047 084
in its capacity as trustee for Hometown Management.'

9. deleting the definition of 'Hometown Property Trust' in Section 9.1 of the Bidder's Statement;

10. amending the definition of 'Hometown Group' by deleting paragraph d. of the definition and replacing paragraph c. of the definition with:

'c. Hometown Nominees in its capacity as trustee for Hometown Management; and'

11. amending the definition of 'Offer' or 'Hometown Offer' by replacing paragraph b. of the definition with:

'b. the offer by the Bidder on behalf of Hometown Nominees as trustee for Hometown Management to acquire your RPT2 Units.'

12. amending Sections 1.a, 1.b and 1.e of Appendix 1 of the Bidder's Statement by replacing each reference to 'Hometown Nominees (as trustee for the Hometown Property Trust)' with 'Hometown Nominees (as trustee for Hometown Management)';

13. amending the definition of 'Acceptance Form' in Section 9.1 of the Bidder's Statement by replacing it with:

'Acceptance Form the acceptance and transfer form enclosed with this Bidder's
Statement or accompanying any supplementary bidder's
statement to this Bidder's Statement.'

14. amending each Acceptance Form enclosed with the Bidder's Statement by replacing each reference to 'Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Australia Property Trust' with 'Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Management':

Hometown has sought and obtained a declaration from ASIC to:

- (a) effect the change in beneficial owner of the RPT2 Units (as defined in Section 9.1 of the Bidder's Statement); and

- (b) allow it to vary the terms of the Offer to reduce the time for payment of the consideration to Gateway Securityholders who accept the Offer.

A copy of this notice was lodged with ASIC on 12 September 2018. ASIC takes no responsibility for the contents of this notice.

This notice has been approved by a resolution of the directors of Bidder, the directors of Hometown Management and the directors of Hometown Nominees (as trustee for Hometown Australia Property Trust).

DATED 12 September 2018

SIGNED for and on behalf of the Bidder, Hometown Management and Hometown Nominees (as trustee for Hometown Australia Property Trust) by:

A handwritten signature in black ink, appearing to read 'Patrick Zillis', written in a cursive style.

Patrick Zillis
Director

Hometown

A.C.N. 626 522 085 Pty Ltd (ACN 626 522 085)
Hometown Australia Management Pty Ltd (ACN 614 529 538)
Hometown Australia Nominees Pty Ltd (ACN 616 047 084)

GTYTKO

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Form:



To Your Controlling Participant:

Return this form directly to your stockbroker



By Mail:

Hometown Takeover Offer
c/- Computershare Investor Services Pty Limited
GPO Box 52 Melbourne
Victoria 3001 Australia

For all enquiries:

Phone:



(within Australia) 1300 153 327

(outside Australia) +61 3 9415 4127

Acceptance and Transfer Form

CHES

Your acceptance must be received with sufficient time to allow processing prior to the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085) as trustee for Hometown Australia Management Pty Ltd (ACN 614 529 538) ("Hometown Management") and as trustee for Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Management, (collectively "Hometown") to acquire all of your Stapled Securities in Gateway Lifestyle Group ("Gateway") comprising Gateway Lifestyle Operations Limited ABN 63 605 543 968 and Residential Parks No. 2 Trust ARSN 605 803 414 on the terms and conditions set out in the replacement Bidder's Statement from Hometown dated 7 August 2018 as replaced or supplemented (the "Bidders Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you have any questions about the terms of the Offer or how to accept, please call the Hometown Offer Information Line on 1300 153 327 (within Australia) or +61 3 9415 4127 (outside Australia).

This is a personalised form for the sole use of the holder in relation to the securityholding recorded above and overleaf.

Step 1: Registration Name

If you sign and return this form, you will be deemed to have accepted the Offer in respect of ALL your Gateway Securities. Your form must be received by the end of the Offer Period.

Your consideration will be issued to the name(s) as they appear on the latest copy of the Gateway register, as provided to Hometown.

Please check above and overleaf to ensure your name and address are correct. If details are incorrect, please write your correct details and initial the amendments. Amendments to your name can only be processed by your Gateway security registry.

The current address recorded by Hometown is printed above and overleaf. If you have recently bought or sold Stapled Securities your holding may differ from that shown. If you have already sold all your Stapled Securities in Gateway, do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your Stapled Securities.

As your Gateway Stapled Securities are in a CHES holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf. If you want Hometown to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise Hometown and Computershare Investor Services Pty Limited ("CIS") to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

By signing this form, you represent and warrant to Hometown that your Gateway Stapled Securities are free from all mortgages, charges, liens, encumbrances and adverse interests and free from restrictions on transfer, and that you have full power and capacity to accept the Offer and sell and transfer the legal and beneficial ownership in your Gateway Stapled Securities to Hometown. Please refer to the Bidder's Statement which accompanies this Acceptance Form. You should allow sufficient time for your Controlling Participant or Hometown to initiate the acceptance of Hometown's Offer on your behalf. Neither Hometown or CIS will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

Step 3: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Company Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Lodgement instructions

Mail this completed Acceptance Form(s) and any other documents required by the above instructions to:

Mailing Address

Hometown Takeover Offer
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne VIC 3001 Australia

Turn over to complete the form →



X 2222222222

I ND

Acceptance and Transfer Form

For your security keep your SRN/HIN confidential.

STEP 1 Registration Name

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Controlling Participant Identifier:

Offer Details: Securityholding as at Register Date:

2000

By accepting the Offer for ALL of your Staped Securities, you are accepting the Offer for ALL the Gateway Staped Securities as recorded by Hometown as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

If you sign and return this form, you will be deemed to have accepted the Offer for ALL your Gateway Staped Securities. The consideration applicable is set out in the terms of Hometown's Offer.

To accept the Offer, you may either:

- directly instruct your Controlling Participant to accept the Offer for ALL your Gateway Staped Securities on your behalf in sufficient time before the end of the Offer Period to act on your instructions; or
- sign and return this Acceptance Form to the address show overleaf so CIS can contact your Controlling Participant on your behalf and relay your instructions.

STEP 3 Signature of Securityholder(s) *You must sign this form for your instructions in this Acceptance Form to be executed.*

I/We accept the Offer made by Hometown for Staped Securities in Gateway and I/we agree to be bound by the terms and conditions of the Offer as set out in the Bidder's Statement and transfer ALL of my/our Staped Securities as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact Name _____

Contact Daytime Telephone _____

Date / /

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085). You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085) or to third parties upon direction by A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085) where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Hometown

A.C.N. 626 522 085 Pty Ltd (ACN 626 522 085)
Hometown Australia Management Pty Ltd (ACN 614 529 538)
Hometown Australia Nominees Pty Ltd (ACN 616 047 084)

Return your Form:

 **By Mail:**
Hometown Takeover Offer
c/- Computershare Investor Services Pty Limited
GPO Box 52 Melbourne
Victoria 3001 Australia

For all enquiries:

 **Phone:**
(within Australia) 1300 153 327
(outside Australia) +61 3 9415 4127

GTYTKO

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Acceptance and Transfer Form

ISSUER

Your acceptance must be received by no later than the end of the Offer Period.

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085) as trustee for Hometown Australia Management Pty Ltd (ACN 614 529 538) ("Hometown Management") and as trustee for Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Management, (collectively "Hometown") to acquire all of your Stapled Securities in Gateway Lifestyle Group ("Gateway") comprising Gateway Lifestyle Operations Limited ABN 63 605 543 968 and Residential Parks No. 2 Trust ARSN 605 803 414 on the terms and conditions set out in the replacement Bidder's Statement from Hometown dated 7 August 2018 as replaced or supplemented (the "Bidders Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you have any questions about the terms of the Offer or how to accept, please call the Hometown Offer Information Line on 1300 153 327 (within Australia) or +61 3 9415 4127 (outside Australia).

This is a personalised form for the sole use of the holder in relation to the securityholding recorded above and overleaf.

Step 1: Registration Name

If you sign and return this form, you will be deemed to have accepted the Offer in respect of ALL your Gateway Securities. Your form must be received by the end of the Offer Period.

Your consideration will be issued to the name(s) as they appear on the latest copy of the Gateway register, as provided to Hometown. Please check above and overleaf to ensure your name and address are correct. If details are incorrect, please write your correct details and initial the amendments. Amendments to your name can only be processed by your Gateway security registry.

The current address recorded by Hometown is printed above and overleaf. If you have recently bought or sold Stapled Securities your holding may differ from that shown. If you have already sold all your Stapled Securities in Gateway, do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your Stapled Securities.

By signing this form, you represent and warrant to Hometown that your Gateway Stapled Securities are free from all mortgages, charges, liens, encumbrances and adverse interests and free from restrictions on transfer, and that you have full power and capacity to accept the Offer and sell and transfer the legal and beneficial ownership in your Gateway Stapled Securities to Hometown. Please refer to the Bidder's Statement which accompanies this Acceptance Form.

Step 3: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Company Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

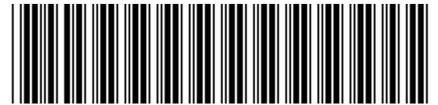
Lodgement instructions

Mail this completed Acceptance Form(s) and any other documents required by the above instructions to:

Mailing Address

Hometown Takeover Offer
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne VIC 3001 Australia

Turn over to complete the form →



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Acceptance and Transfer Form

For your security keep your SRN/HIN confidential.

STEP 1 Registration Name

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Offer Details: Securityholding as at Register Date:

2000

By accepting the Offer for ALL of your Staped Securities, you are accepting the Offer for ALL the Gateway Staped Securities as recorded by Hometown as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

If you sign and return this form, you will be deemed to have accepted the Offer for ALL your Gateway Staped Securities. The consideration applicable is set out in the terms of Hometown's Offer.

STEP 3 Signature of Securityholder(s) *You must sign this form for your instructions in this Acceptance Form to be executed.*

I/We accept the Offer made by Hometown for Staped Securities in Gateway and I/we agree to be bound by the terms and conditions of the Offer as set out in the Bidder's Statement and transfer ALL of my/our Staped Securities as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary
(cross out titles as applicable)

Contact Name _____

Contact Daytime Telephone _____

Date / /

Privacy Notice

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Corporations Act 2001 (Cth)

Section 630(2)(b)

NOTICE OF NEW DATE FOR GIVING NOTICE OF STATUS OF CONDITIONS UNDER SECTION 630(2)(b) OF THE CORPORATIONS ACT

TO: Gateway Lifestyle Group (comprising Gateway Lifestyle Operations Limited ABN 63 605 543 968 and Residential Parks No. 2 Trust ARSN 605 803 414 and their controlled entities) (**Gateway**)

ASX Limited (ABN 98 008 624 691) (**ASX**)

A.C.N. 626 522 085 Pty. Ltd. (ACN 626 522 085) (**Bidder**) as trustee for Hometown Australia Management Pty Ltd (ACN 614 529 538) (**Hometown Management**), and Bidder as trustee for Hometown Australia Nominees Pty Ltd (ACN 616 047 084) as trustee for Hometown Management (**Hometown Nominees**), (Bidder, Hometown Management and Hometown Nominees collectively, **Hometown**) gives notice that for the purposes of section 630(2)(b) of the *Corporations Act 2001 (Cth)* its takeover offers for all the stapled securities of Gateway (**Offer**) contained in its replacement Bidder's Statement dated 7 August 2018, as varied by a notice of variation – extension of offer period dated 31 August 2018 and notice of variation – extension of offer period, time for payment of consideration and variation to terms relating to bidder dated 12 September 2018, and as supplemented by the first supplementary bidder's statement dated 16 August 2018, the second supplementary bidder's statement dated 12 September 2018 and the third supplementary bidder's statement dated 12 September 2018, are varied such that the new date for the purposes of giving notice of the status of defeating conditions will be 28 September 2018.

As at the date of this notice, Hometown has declared the offers free of the following defeating conditions:

- Condition 3 – Other Regulatory Approvals;
- Condition 12 – No change in accounting policies;
- Condition 13 – No change in management arrangements - Paragraph (b) only;
- Condition 14 – No untrue statements;
- Condition 16 - Non-existence or exercise of certain rights (only in so far as that Condition relates to Gateway's head office lease); and
- Condition 17 – No break fees - to the extent that the Condition relates to break fees that are agreed as part of a binding implementation agreement that is not subject to due diligence (any payment made to facilitate due diligence or negotiations will still be covered by Condition 17).

So far as Hometown knows, none of the remaining defeating conditions have been fulfilled. Accordingly, the Offers remain subject to those remaining defeating conditions.

DATED 14 September 2018

SIGNED for and on behalf of the Bidder, Hometown Management and Hometown Nominees (as trustee for Hometown Management) by:



Patrick Zillis
Director