



Level 14, 151 Clarence Street  
Sydney NSW 2000  
+61 2 9210 7000  
[urbinvest.com.au](http://urbinvest.com.au)  
ACN 615 320 262

6 December 2019

ASX Market Announcements  
20 Bridge Street  
Sydney NSW 2000

## URB shareholders approve scheme of arrangement for merger with TOT

URB Investments Limited (ASX: URB) (**URB** or **Company**) is pleased to announce that URB shareholders today approved the proposal by 360 Capital FM Limited as responsible entity for 360 Capital Total Return Active Fund and 360 Capital Total Return Passive Fund (ASX: TOT) (**TOT**) to acquire all of the ordinary shares in URB by way of a scheme of arrangement (**Scheme**).

### Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2, URB advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting attached to the Scheme Booklet dated 4 November 2019, was passed by the requisite majorities of URB shareholders at the meeting held earlier today pursuant to orders made by the Federal Court of Australia (**Court**) on 4 November 2019 (**Scheme Meeting**). Details of the valid proxies received and votes cast, as required by section 251AA of the *Corporations Act 2001* (Cth) are set out in the attached voting summary.

### Second Court Hearing

URB will now seek orders from the Court for approval of the Scheme at a hearing scheduled for Tuesday 10 December 2019. If the Scheme is approved by the Court, URB intends to lodge the orders of the Court with the Australian Securities and Investment Commission on Wednesday 11 December 2019 and the Scheme will become effective on that date. URB shares will then be suspended from trading on ASX from the close of trading on Wednesday 11 December 2019.

### Further information

If URB shareholders have any questions or require further information in relation to the Scheme or the Scheme Booklet, they should call URB's Share Registry on 1300 554 474 (callers within Australia) or +61 1300 554 474 (callers outside Australia) on Business Days between 8.30am and 5.00pm (Sydney time).

Yours sincerely

A handwritten signature in black ink, appearing to be 'Jaime Pinto', written over a horizontal line.

Jaime Pinto  
Company Secretary

---

For further enquiries:

Warwick Negus  
Chairperson  
02-9210-7000

Jaime Pinto  
Company Secretary  
02-9210-7000  
[jpinto@pcap.com.au](mailto:jpinto@pcap.com.au)



URB INVESTMENTS LIMITED  
SCHEME MEETING  
FRIDAY, 6 DECEMBER 2019

RESULT OF MEETING  
(ASX REPORT)

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)			
	Votes FOR	Votes AGAINST	Votes OPEN	Votes ABSTAIN	Votes FOR	Votes AGAINST	Votes ABSTAIN **	Resolution Result
That pursuant to, and in accordance with, section 411 of the Corporations Act 2001(Cth), the scheme of arrangement proposed to be entered into between URB Investments Limited and the holders of its fully paid ordinary shares (other than 360 Capital FM Limited) as contained in and more precisely described in the Scheme Booklet of which the notice convening this meeting forms part, is approved (with or without modification as approved by the Federal Court of Australia).	17,640,731	948,892	2,107,451	20,335	20,404,665 95.56%	948,892 4.44%	20,335	Carried
	Holders FOR	Holders AGAINST	Holders OPEN	Holders ABSTAIN	Holders FOR	Holders AGAINST	Holders ABSTAIN **	Resolution Result
	286	43	65	2	363 89.41%	43 10.59%	2	Carried

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item