

## ASX RELEASE

23 February 2022

### PROPOSED SCHEMES EFFECTIVE

Aventus Capital Limited (ACN 606 555 480) (in its capacity as responsible entity of the Aventus Retail Property Fund (ARSN 608 000 764) (**Aventus Trust**)) and Aventus Holdings Limited (ACN 627 640 180) (collectively, **Aventus**) today confirm that following receipt on 22 February 2022 of Court approval of the proposed members' scheme of arrangement (**Members' Scheme**) and provision of the Second Judicial Advice in relation to the proposed Trust Scheme (**Trust Scheme**, and together with the Members' Scheme, the **Schemes**) pursuant to which:

- HMC Funds Management Limited (ACN 105 078 635) as the responsible entity of the HomeCo Daily Needs REIT (ARSN 645 086 620) will acquire 100% of the Aventus Units from holders of Aventus Units under the Trust Scheme; and
- Home Consortium Limited (ACN 138 990 593) will acquire 100% of the Aventus Shares by way of a scheme of arrangement under Part 5.1 of the *Corporations Act 2001* (Cth).

Aventus has lodged an office copy of the Court order approving the Members' Scheme with the Australian Securities and Investments Commission (**ASIC**).

An office copy of the Court orders lodged with ASIC is set out in Annexure A to this announcement.

Aventus has also lodged a copy of the amendments to the Aventus Trust Constitution approved by Aventus Securityholders at the Meetings held on 25 January 2022 with ASIC.

Other than as defined in this release, a word or phrase used in this release has the same meaning given in the Scheme Booklet.

### Scheme Consideration

If the Schemes are implemented on 4 March 2022, Aventus Securityholders who hold Aventus Securities as at the Scheme Record Date (expected to be 7.00pm (Sydney time) on 25 February 2022) and who are not Ineligible Foreign Securityholders, will be entitled to receive Scheme Consideration of:

- 2.20 HDN Units per Aventus Unit issued pursuant to the Trust Scheme; and
- Cash Consideration of \$0.285 or 0.038 HomeCo Securities per Aventus Share pursuant to the Members' Scheme.

As described in the Scheme Booklet, Ineligible Foreign Securityholders will receive the net sale proceeds following the sale by the Sale Agent of the HDN Units that they would otherwise have received pursuant to the Trust Scheme. Ineligible Foreign Securityholders will not be able to elect to receive HomeCo Securities

and will receive the Cash Consideration pursuant to the Members' Scheme.

The HDN Units and HomeCo Securities to be issued as consideration under the Trust Scheme and Members' Scheme respectively are expected to commence trading on a deferred settlement basis on 24 February 2022.

The Scheme Consideration will be paid on the Implementation Date (expected to be 4 March 2022).

This announcement was approved for release by the Board.

Mary Weaver  
**Company Secretary**  
(02) 9285 6711

**Annexure A**  
**Office copy of Court order lodged with ASIC**



Issued: 22 February 2022 10:52 AM

## JUDGMENT/ORDER

### COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2021/00325664

### TITLE OF PROCEEDINGS

First Plaintiff	AVENTUS HOLDINGS LIMITED ACN 627640180
Second Plaintiff	AVENTUS CAPITAL LIMITED

First

### DATE OF JUDGMENT/ORDER

Date made or given	22 February 2022
Date entered	22 February 2022

### TERMS OF JUDGMENT/ORDER

#### VERDICT, ORDER OR DIRECTION:

Hearing of Originating Process filed 16 November 2021. Second Court hearing.

- Black J grants leave to Home Consortium Group to appear under r 2.13 of the Supreme Court (Corporations) Rules.
- Black J grants leave to HMC Funds Management Limited to appear under r 2.13 of the Supreme Court (Corporations) Rules.

Black J makes orders in accordance with the Minute of Orders initialled by him and placed in the file.

#### THE COURT ORDERS THAT:

##### Members' Scheme

1 Subject to Order 2 of these orders, pursuant to subsection 411(4)(b) of the Corporations Act 2001 (Cth) (Corporations Act), the scheme of arrangement between the First Plaintiff and its securityholders (Aventus Securityholders) (as holders of the First Plaintiff's shares) other than Excluded Securityholders (as defined in the Members' Scheme, which is at Exhibit 1) (Scheme Securityholders) (Members' Scheme), is approved.

2 Pursuant to subsection 411(6) of the Corporations Act, the definition of "Excluded Securityholder" in the Members' Scheme be amended to "Excluded Securityholder means Home Consortium Limited ACN 138 990 593".

3 Pursuant to subsection 411(12) of the Corporations Act, the First Plaintiff be exempt from compliance with subsection 411(11) of the Corporations Act in relation to the Members' Scheme.

## Trust Scheme

4 Pursuant to section 63 of the Trustee Act 1925 (NSW) (Trustee Act), the Second Plaintiff, in its capacity as responsible entity of the Aventus Retail Property Fund, is justified in giving effect to and implementing the transactions contemplated by the resolutions passed by Aventus Securityholders (as holders of units in the Aventus Retail Property Fund) at the general meeting of unitholders of the Aventus Retail Property Fund held on 25 January 2022, in giving effect to the amendments to the Aventus Retail Property Fund constitution approved at the meeting, and in doing all things necessary to implement the transactions contemplated by those resolutions.

5 Pursuant to section 93 of the Trustee Act, the costs of the Second Plaintiff arising out of and incidental to this proceeding be paid out of the assets of the Aventus Retail Property Fund.

6 These orders be entered forthwith.

## SEAL AND SIGNATURE



Signature Chris D'Aeth  
Capacity Principal Registrar  
Date 22 February 2022

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

## FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff  
Name AVENTUS HOLDINGS LIMITED  
ACN 627640180  
Address Level 33  
1 Farrer Place  
SYDNEY NSW 2000  
Telephone  
Fax  
E-mail  
Client reference

Second Plaintiff  
Name AVENTUS CAPITAL LIMITED  
ACN 606555480  
Address Level 33  
1 Farrer Place  
SYDNEY NSW 2000  
Telephone  
Fax  
E-mail  
Client reference

## Legal representative

Name	LUKE BRADSHAW HASTINGS
Practicing certificate number	20210
Address	ANZ Tower 161 Castlereagh Street GPO Box 4227 SYDNEY NSW 2001
DX address	DX 361 Sydney NSW
Telephone	02 9225 5000
Fax	02 9322 4000
Email	luke.hastings@hsf.com

**FURTHER DETAILS ABOUT (s)**