

On 4 March 2022

AVN merger worth \$3.82 per AVN Share.

For every 1 AVN Stapled securities:

- 2.2 HDN (worth \$3.53 per AVN share) [Approx 92.4% of the proceeds]
 - Either:
 - 0.038 HMC
 - \$0.285 in cash per AVN share
- [Approx 7.46% of the proceeds]

Scrip for scrip rollover available if a capital gain. See CR 24/2022 & 25/2022.

Spin Off or Demerger

Source Holding Account

Aventus Retail Property Fund - Ordinary Units Ful

Update Parcelling

Date of Spin Off or Demerger

4/03/2022

Description

Spin Off or Demerger

Click the Apply buttons to update the Quantity or Book Cost of the relevant Target Holding Account.

Click the Update Results button to calculate (or re-calculate) the resulting parcel information for all Holding Accounts.

Target Holding Accounts

Homeco Daily Needs REIT - Ordinary Units Fully f

Target Quantity

5,060.00000

Apply

Percentage of Source

93.000088

Apply

+ Add

Update Results

Quantity Held at Date of Spin Off or Demerger

2,300.00000

Resultant Holding Summary

Code	Resultant Quantity	Resultant Book Cost
AVN	2,300.00000	\$349.15
HDN	5,060.00000	\$4,638.77

Parcel Summary

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2,300 units * 2.2 = 5,060 units for HDN &

2,300 * \$0.285 = \$655.50 Consideration

PTO

Then, Sold AVN shares for \$NIL proceeds on 14/03/2022 - As AVN got delisted - Refer Pg. 12

ASX RELEASE

4 March 2022

MERGER SUCCESSFULLY IMPLEMENTED

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**) announces that the Merger has been successfully implemented today.

Accordingly:

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

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

Scheme Consideration of:

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

has today been sent or issued to Aventus Securityholders who held Aventus Securities as at the Scheme Record Date (being 7.00pm (Sydney time) on 25 February 2022) and who were not Ineligible Foreign Securityholders.

Ineligible Foreign Securityholders who held Aventus Securities as at the Scheme Record Date will receive:

- for each Aventus Unit, net proceeds from the sale of the Sale HDN Units that they are entitled to receive under the Sale Facility and the terms of the Merger; and
- for each Aventus Share, Cash Consideration of \$0.285.

Change in Officeholders

With effect from today, Darren Holland, Bruce Carter, Robyn Stubbs, Kieran Pryke and Ray Itaoui have resigned as directors of Aventus Group and Bruce Carter, Robyn Stubbs and Darren Holland have been appointed as directors of HMC Funds Management Limited.

Delisting from ASX

As previously announced, trading in Aventus Securities on the ASX was suspended at the close of trading on 23 February 2022. Aventus intends to apply for its removal from the official list of the ASX in due course.

This announcement was approved for release by the Board.

Mary Weaver
Company Secretary
(02) 9285 6711

18 October 2021

Aventus Announces Proposed Merger with HomeCo Daily Needs REIT and Home Consortium

- Aventus Group (AVN) (**Aventus**) enters into a Scheme Implementation Deed (**SID**) to implement a merger with HomeCo Daily Needs REIT (**HDN**) and Home Consortium (**HMC**) (the **Merger**)
- The Aventus Group Board unanimously considers the Merger to be in the best interests of Aventus securityholders (other than excluded securityholders)¹ and recommends that Aventus securityholders (other than excluded securityholders) vote in favour of the Merger, in the absence of a superior proposal and subject to an independent expert concluding in the independent expert's report (and continuing to conclude) that the Merger is in the best interests of Aventus securityholders (other than excluded securityholders)
- Aventus securityholders to receive 2.20 HDN units and either \$0.285 in cash or 0.038 HMC securities per Aventus security
- Under the Merger terms, the implied offer price is \$3.82, based on HDN and HMC closing prices on 15 October 2021. This represents a:
 - 15.3% premium to Aventus' last close of \$3.31 per security on 15 October 2021; and
 - 41.9% premium to Aventus' 30 June 2021 NTA of \$2.69 per security
- Aventus securityholders will continue to receive quarterly distributions from Aventus until completion of the Merger

Aventus today announces that it has entered into a Scheme Implementation Deed (**SID**) with HomeCo Daily Needs REIT and Home Consortium (together, the **Acquirers**). Pursuant to the SID, Aventus securities, the current stapled structure comprising a unit in the Aventus Retail Property Fund (**ARPF**) and a share in Aventus Holdings Limited (**AHL**), will be unstapled and ARPF will merge with HDN (**Merged Group**) and AHL will merge with HMC (the **Merger**).

The Merger is to be implemented by way of an unstapling of ARPF units and AHL shares and a company scheme of arrangement and a trust scheme (**Schemes**), each of which require Aventus securityholder approval. Separately, HDN unitholder approval is required in accordance with ASX Listing Rules.

Bruce Carter, Chairman of Aventus, stated: *"The Merger is attractive for Aventus securityholders, both because of the potential offered by being part of the larger merged groups and because the offer reflects a material premium to Aventus' trading price and its NTA. After careful consideration, the Aventus Board has concluded that the Merger is in the best interests of Aventus securityholders (other than excluded securityholders) and unanimously recommends that Aventus securityholders (other than excluded securityholders) vote in favour of the Merger, subject to no superior proposal emerging and the Independent Expert concluding in the Independent Expert's Report (and continuing to conclude) that the Merger is in the best interests of Aventus securityholders (other than excluded securityholders)."*

¹ An excluded securityholder is an Aventus securityholder who is a member of the HDN or HMC group or who holds Aventus securities on behalf of, or for the benefit of, any member of the HDN or HMC group and does not hold Aventus securities on behalf of, or for the benefit of, any other person.

Payment Advice



AVENTUS GROUP

ABN: 79 772 632 132

MZURI INVESTMENTS PTY LTD <MZURI SUPER FUND A/C>

69 MOOROONDU ROAD
THORNESIDE QLD
4158

All Registry communications to:

C/- Link Market Services Limited
Locked Bag A14, Sydney South, NSW, 1235
Telephone: 1300 554 474
ASX Code: **AVNWSOA**
Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

CAPITAL REPAYMENT STATEMENT

Reference No.: X*****6539
Payment Date: 04 March 2022
Record Date: 03 March 2022

Security Description	Rate per Security	Participating Holding	Capital Amount
AVNWSOA - AVN CASH SOA	\$0.285	2,300	\$655.50
		Less Withholding Tax	\$0.00
		Net Amount	AUD 655.50
		Represented By:	
		Direct Credit amount	AUD 655.50

BANKING INSTRUCTIONS

The amount of AUD 655.50 was deposited to the bank account detailed below:

WESTPAC BANK

MZURI INVESTMENTS PTY LTD
BSB: 034-061 **ACC:** **1955

DIRECT CREDIT REFERENCE NO.: 1273046433



Status: **legally binding**

Class Ruling

Aventus Group – exchange of units in Aventus Retail Property Fund for units in Homeco Daily Needs Real Estate Investment Trust – scrip for scrip roll-over

❶ Relying on this Ruling

This publication (excluding appendix) is a public ruling for the purposes of the *Taxation Administration Act 1953*.

If this Ruling applies to you, and you correctly rely on it, we will apply the law to you in the way set out in this Ruling. That is, you will not pay any more tax or penalties or interest in respect of the matters covered by this Ruling.

[**Note:** This is a consolidated version of this document. Refer to the Legal Database (www.ato.gov.au/law) to check its currency and to view the details of all changes.]

Table of Contents	Paragraph
What this Ruling is about	1
Who this Ruling applies to	4
When this Ruling applies	6
Ruling	7
Scheme	21
Appendix – Explanation	41

What this Ruling is about

1. This Ruling sets out the income tax consequences for the holders of units in the Aventus Retail Property Fund (ARPF) who exchange their ARPF units for units in HomeCo Daily Needs Real Estate Investment Trust (HDN Trust).
2. Full details of this scheme are set out in paragraphs 21 to 40 of this Ruling.
3. All legislative references in this Ruling are to the *Income Tax Assessment Act 1997*, unless otherwise indicated.

Who this Ruling applies to

4. This Ruling applies to you if you:
 - were a holder of units in ARPF
 - participated in the scheme that is the subject of this Ruling

Status: **legally binding**

- are a resident of Australia (as defined in subsection 6(1) of the *Income Tax Assessment Act 1936*) or a non-resident (that is not an 'Ineligible Foreign Securityholder') whose units in ARPF (and replacement units in HDN Trust) qualify as 'indirect Australian real property interests' (as defined in section 855-25)
- did not hold your ARPF units as revenue assets (as defined in section 977-50) or as trading stock (as defined in subsection 995-1(1)); that is, the ARPF units were held on capital account for tax purposes.

5. This Ruling does not apply to anyone who is subject to the taxation of financial arrangements rules in Division 230 in relation to the scheme outlined in paragraphs 21 to 40 of this Ruling.

Note: Division 230 will not apply to individuals, unless they have made an election for it to apply.

When this Ruling applies

6. This Ruling applies from 1 July 2021 to 30 June 2022.

Ruling

CGT event A1 happened on the disposal of your Aventus Retail Property Fund units

7. CGT event A1 happened when you disposed of your ARPF units to the trustee of the HDN Trust. (section 104-10).

8. The capital proceeds from the CGT event A1 happening is the market value of HDN Trust units you received in respect of the disposal of your ARPF units (paragraph 116-20(1)(a)).

9. The market value of the HDN Trust units is worked out at the time of CGT event A1 happening. The time of the CGT event A1 happening is the Implementation Date of 4 March 2022.

10. You will make a capital gain from the CGT event A1 happening if the capital proceeds from the disposal of your ARPF units exceed the cost base of the units (subsection 104-10(4)). You will make a capital loss if the capital proceeds were less than the reduced cost base of the ARPF units (subsection 104-10(4)).

Availability of scrip for scrip roll-over for your Aventus Retail Property Fund units

11. If you make a capital gain from the disposal of your ARPF units, you may choose to obtain scrip for scrip roll-over for that gain (section 124-781).

12. Scrip for scrip roll-over cannot be chosen if any capital gain you might make from the replacement interest (HDN Trust units) would be disregarded, except because of a roll-over (such as if you hold your replacement HDN Trust units as trading stock) (paragraph 124-795(2)(a)).

Status: **legally binding**

Management Limited as the responsible entity) that (pursuant to a Product Disclosure Statement dated 2 August 2021) was listed on the ASX on 2 September 2021 (with HCL retaining a unit-holding of approximately 20%). The Healthco Trust invests in healthcare and wellness property assets.

32. HCL (via its wholly-owned subsidiaries HMC Funds Management Limited, HCW Funds Management Limited, Homeco Investment Management Pty Ltd and Homeco Property Management Pty Ltd) provides trustee, responsible entity, investment management and property management services to the HDN Trust and the Healthco Trust.

The Merger

33. As noted in paragraph 24 of this Ruling, on 18 October 2021 the Aventus Group announced it had entered into a SID to implement a merger with HomeCo and HDN Trust whereby the AVN securities were to be destapled and pursuant to a 'Trust Scheme' and a 'Members Scheme' (respectively):

- all the units in ARPF (not already held by the HDN Trust) to be acquired by the HDN Trust, with the ARPF unitholders (holding units at the Scheme Record Date) to receive 2.2 HDN Trust units for each ARPF unit held (the Trust Scheme), and
- all the shares in AHL (not already held by HCL) to be acquired by HCL with the AHL shareholders (holding shares at the Scheme Record Date) to receive either
 - Scrip Consideration of 0.038 HCL share for each AHL share held, or
 - Cash Consideration of 28.5 cents for each AHL share held,
 with each AHL shareholder to elect either Scrip Consideration for all of their AHL shares or Cash Consideration for all of their AHL shares (by lodging a valid election form by 20 January 2022). If no election is made (or if the AHL shareholder is an Ineligible Foreign Securityholder) then they will receive Cash Consideration for all of their AHL shares (the Members Scheme).

34. This Ruling deals with the Trust Scheme. A separate Ruling deals with the Members Scheme and those AHL shareholders who received Scrip Consideration (0.038 HCL share for each AHL share) for all their AHL shares held at the Scheme Record Date (refer to *Class Ruling CR 2022/24 Aventus Group – exchange of shares in Aventus Holdings Limited for shares in Home Consortium Limited – scrip for scrip roll-over*).

35. The Aventus security holders approved the destapling of the AVN securities and both the Trust Scheme and Members Scheme at the ARPF unitholder and AHL shareholder meetings held on 25 January 2022.

36. The Scheme Record Date is 7 February 2022 and the Implementation Date for both schemes is 4 March 2022.

Other matters

37. An ARPF unitholder who was an Ineligible Foreign Securityholder had the HDN Trust unit to which they were entitled sold on their behalf by a Sale Agent on the ASX and the net sale proceeds remitted to them by the Sale Agent.



Status: **legally binding**

Class Ruling

Aventus Group – exchange of shares in Aventus Holdings Limited for shares in Home Consortium Limited – scrip for scrip roll-over

❶ Relying on this Ruling

This publication (excluding appendix) is a public ruling for the purposes of the *Taxation Administration Act 1953*.

If this Ruling applies to you, and you correctly rely on it, we will apply the law to you in the way set out in this Ruling. That is, you will not pay any more tax or penalties or interest in respect of the matters covered by this Ruling.

[Note: This is a consolidated version of this document. Refer to the Legal Database (www.ato.gov.au/law) to check its currency and to view the details of all changes.]

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What this Ruling is about	1
Who this Ruling applies to	4
When this Ruling applies	6
Ruling	7
Scheme	21
Appendix – Explanation	39

What this Ruling is about

1. This Ruling sets out the income tax consequences for the Australian-resident holders of Aventus Holdings Limited (AHL) who exchange all their shares in AHL for shares in Home Consortium Limited (HCL).
2. Full details of this scheme are set out in paragraphs 21 to 36 of this Ruling.
3. All legislative references in this Ruling are to the *Income Tax Assessment Act 1997*, unless otherwise indicated.

Who this Ruling applies to

4. This Ruling applies to you if you:
 - were a holder of AHL shares
 - participated in the scheme that is the subject of this Ruling
 - elected to receive 'Scrip Consideration' for the disposal of all your shares in AHL (to HCL)

Status: **legally binding**

- were a resident of Australia (as defined in subsection 6(1) of the *Income Tax Assessment Act 1936*) or a non-resident (that is, not an 'Ineligible Foreign Securityholder') whose shares in AHL (and replacement shares in HCL) qualify as indirect Australian real property interests (as defined in section 855-25)
- did not hold your AHL shares as revenue assets (as defined in section 977-50) or as trading stock (as defined in subsection 995-1(1)); that is, the AHL shares were held on capital account for tax purposes.

5. This Ruling does not apply to anyone who is subject to the taxation of financial arrangements rules in Division 230 in relation to the scheme outlined in paragraphs 21 to 36 of this Ruling.

Note: Division 230 will not apply to individuals, unless they have made an election for it to apply.

When this Ruling applies

6. This Ruling applies from 1 July 2021 to 30 June 2022.

Ruling

CGT event A1 happened on the disposal of your Aventus Holdings Limited shares

7. CGT event A1 happened when you disposed of your AHL shares to HCL (section 104-10).
8. The capital proceeds from CGT event A1 happening is the market value of the HCL shares you received in respect of the disposal of your AHL shares (paragraph 116-20(1)(b)).
9. The market value of the HCL shares is worked out at the time of CGT event A1 happening. The time of the CGT event A1 happening is the Implementation Date of 4 March 2022.
10. You will make a capital gain from CGT event A1 happening if the capital proceeds from the disposal of your AHL shares exceed the cost base of the shares (subsection 104-10(4)). You will make a capital loss if the capital proceeds were less than the reduced cost base of the AHL shares (subsection 104-10(4)).

Availability of scrip for scrip roll-over for your Aventus Holdings Limited shares

11. If you make a capital gain from the disposal of your AHL shares (in return for HCL shares) you may choose to obtain scrip for scrip roll-over for that gain (section 124-780).
12. Scrip for scrip roll-over cannot be chosen if any capital gain you might make from the replacement interest (the HCL shares) would be disregarded, except because of a roll-over (paragraph 124-795(2)(a) such as if you hold your replacement HCL shares as trading stock).

AVENTUS RETAIL PROPERTY FUND

delisted at entity's request under Listing Rule 17.11

14/03/2022

we understand Aventus shares and units were unstapled from each other with HMC Funds Management Limited as responsible entity of the HomeCo Daily Needs (HDN) REIT acquiring the units (2.20 HDN units for each AVN unit) and Home Consortium Limited (HCL) acquiring the shares (\$0.285 cash or 0.038 HCL securities for each AVN share)

14/03/2022

The merger has been successfully implemented today. Aventus Shares and Aventus Units have been unstapled from each other. HMC Funds Management Limited as responsible entity of the HomeCo Daily Needs REIT has acquired 100% of the Aventus Units from holders of Aventus Units under the Trust Scheme. Home Consortium Limited has acquired 100% of the Aventus Shares by way of a scheme of arrangement.

04/03/2022

The securities of Aventus Group will be suspended from quotation at the close of trading on Wednesday, 23 February 2022 under Listing Rule 17.2, following lodgement of the Supreme Court of New South Wales orders with ASIC approving the scheme of arrangement by which HDN Funds Management Limited as responsible entity of the HomeCo Daily Needs REIT will acquire all of the issued units in AVN by way of trust scheme and Home Consortium Limited will acquire all of the issued shares in AVN by way of a scheme of arrangement.

23/02/2022

listed entity carried for record purposes only

16/10/2015

Your browser may reflect a date of printing in American format.