

180
YEARS



18 June 2021

**Australian Unity
Funds Management Limited**

ABN 60 071 497 115
AFS Licence No. 234454

Australian Unity Property Limited

ABN 58 079 538 499
AFS Licence No. 234455

271 Spring Street
MELBOURNE VIC 3000

T 13 29 39
F 1300 856 685
E investments@australianunity.com.au
W australianunity.com.au

Dear Investor

THE AUSTRALIAN UNITY FUNDS MANAGEMENT LIMITED (AUFM) BOARD HAS REJECTED THE MOST RECENT NORTHWEST PROPOSAL OF \$2.70 per WHOLESALE UNIT AND RECOMMENDS THAT UNITHOLDERS TAKE IMMEDIATE ACTION AND VOTE AGAINST NORTHWEST'S PROPOSAL AND APPOINT ROHAN MEAD AS YOUR PROXY.

To do this, please follow the instructions provided below to cast your vote AGAINST NorthWest's proposal as soon as possible.

The NorthWest convened unitholder meeting that was to occur at 10:00am on 1 July 2021 has been adjourned by Court order to occur at 10:00am on Monday 19 July 2021.

The latest time that Proxy Forms can be received for the adjourned meeting is 5:00pm on Friday 16 July 2021.

Please complete the enclosed **AUFM Proxy Form**. To vote **AGAINST** the NorthWest proposal please complete the form as instructed below and in the accompanying 'How to Vote' flyer and then scan it and email it to vote@linkmarketservices.com.au, or otherwise send it in accordance with instructions on the Proxy Form by mail, fax or by hand.

If you have already voted with NorthWest's posted Proxy Form we ask that you re-vote using the enclosed AUFM Proxy Form.

To complete your Proxy Form:

STEP ONE: Appoint a proxy on your behalf

DO appoint Rohan Mead – Chair and Director of Australian Unity Funds Management as a proxy to vote on your behalf. Please write Rohan Mead in the rectangular box.

STEP TWO: Item of Business

Under Resolution 1 - Transfer Resolution put a cross (X) in the **AGAINST** Square

STEP THREE: Signature of Security Holder

Properly sign and date the form.

STEP FOUR: Return your form

Scan and email your completed form to vote@linkmarketservices.com.au. If this isn't possible you can return it in accordance with instructions on the Proxy Form by mail, fax or by hand.

AUFM Board's Recommendation

The AUFM Board has considered NorthWest's most recent proposal of \$2.70 per Wholesale Unit and believes that it is not in the best interests of AUHPT unitholders.

The Board believes that NorthWest's proposal materially undervalues AUHPT, having regard to the current and expected future value of the portfolio and the benefits it could deliver to a potential acquirer. Other factors considered by the Board include the nature of AUHPT investors and their desire for long-term returns, the tax implications, and their ability to re-invest proceeds in comparable assets with a similar risk and return profile. AUHPT's near-term acquisition and development pipeline of over \$1bn, also offers the potential for future upside for unitholders. Further information on AUFM's position is available on our website australianunity.com.au/wealth/northwest-proposal.

Questions?

If you have any further questions about voting, please call the dedicated hotline on [1300 502 987](tel:1300502987) (Domestic) or [+61 2 8022 7953](tel:+61280227953) (International).

In accordance with existing regulations, AUFM meets its continuous disclosure requirements by way of website disclosure. All disclosures required under the continuous disclosure obligations are available on our website australianunity.com.au/wealth/hpt.

Yours faithfully,



Mark Pratt
Executive General Manager, Property

Important information

Units in the Australian Unity Healthcare Property Trust (AUHPT) are issued by Australian Unity Funds Management Limited (AUFM) ABN 60 071 497 115 AFS Licence number 234454. AUFM is a wholly owned subsidiary of Australian Unity Limited ABN 23 087 648 888.

In deciding whether or not to acquire, hold or dispose of the product, investors should obtain a copy of the Product Disclosure Statement (PDS) and consider whether the product is appropriate to their particular circumstances and objectives. A copy of the relevant PDS is available at australianunity.com.au/wealth or by calling our Investor Services team on 1300 899 760. Prior to investing in any financial product, an investor should consult with a financial and/or tax adviser. Past performance is not a reliable indicator of future performance.

Australian Unity respects your privacy - you can view our privacy policy on our website at www.australianunity.com.au/privacy-policy.

Australian Unity Healthcare Property Trust

ARSN 092 755 318

NAME AND ADDRESS

STEP 1

PROXY FORM

I/We being a member(s) of Australian Unity Healthcare Property Trust (AUHPT) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

Please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Australian Unity Funds Management Limited (AUFM) Board, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the meeting of members of AUHPT to be held at **10:00am (Melbourne time) on Thursday, 1 July 2021 at the Grand Hyatt, 123 Collins St, Melbourne VIC 3000 (the Meeting)**, which has been adjourned to **10:00am on Monday, 19 July 2021** and at any postponement or further adjournment of the Meeting.

The Chairman of the AUFM Board intends to vote undirected proxies against Resolution 1.

Further, in relation to a resolution to appoint the Chairman of the Meeting, if the Chairman of the AUFM Board is or becomes my/our proxy, I direct my/our proxy to vote on any poll to appoint the Chairman of the Meeting and to vote in favour of the person nominated by AUFM to act as Chairman of the Meeting.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by AUHPT if they are signed and received by 5.00pm (Melbourne time) on Friday 16 July 2021

Please read the voting instructions overleaf before marking any boxes with an


The AUFM Board recommends that members vote against Resolution 1.

Resolutions

For Against Abstain*

1 Transfer Resolution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF MEMBERS – THIS MUST BE COMPLETED

Individual or Member 1

Sole Director & Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Date

This form should be signed by the Member. If a joint holding, all Members must sign. If signed by the Member's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

LODGE YOUR VOTE

 **BY MAIL**
Australian Unity Healthcare Property Trust
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY EMAIL**
vote@linkmarketservices.com.au

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 502 987 Overseas: +61 2 8022 7953

Account Number



HOW TO COMPLETE THIS MEMBER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on AUHPT's register. If this information is incorrect, please make the correction on the form.

APPOINTMENT OF PROXY

Please write the name of the individual or body corporate that you wish to appoint as your proxy in Step 1. If you don't write a name, the Chairman of the AUFM Board will be your proxy. A proxy need not be a Member of AUHPT.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. Your vote will be voted in accordance with such a direction. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning AUHPT's registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of units applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all Members must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from AUHPT's registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **5:00pm (Melbourne time) on Friday, 16 July 2021**. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



BY MAIL

Australian Unity Healthcare Property Trust
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY EMAIL

vote@linkmarketservices.com.au



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

How to Vote



Australian Unity Healthcare Property Trust

ARSN 092 755 318

NAME: Insert registered unitholder name


ADDRESS: Insert registered unitholder address


LODGE YOUR VOTE

 **BY MAIL**
Australian Unity Healthcare Property Trust
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

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 **ALL ENQUIRIES TO**
Telephone: 1300 502 987 Overseas: +61 2 8022 7953

Account Number: **Insert account number**

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PROXY FORM

I/We being a member(s) of Australian Unity Healthcare Property Trust (AUHPT) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

Please write the name of the person or body corporate you are appointing as your proxy

Rohan Mead

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Australian Unity Funds Management Limited (AUFM) Board, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the meeting of members of AUHPT to be held at **10:00am (Melbourne time) on Thursday, 1 July 2021 at the Grand Hyatt, 123 Collins St, Melbourne VIC 3000** (the Meeting), which has been adjourned to **10:00am on Monday, 19 July 2021** and at any postponement or further adjournment of the Meeting.

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Further, in relation to a resolution to appoint the Chairman of the Meeting, if the Chairman of the AUFM Board is or becomes my/our proxy, I direct my/our proxy to vote on any poll to appoint the Chairman of the Meeting and to vote in favour of the person nominated by AUFM to act as Chairman of the Meeting.

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Proxies will only be valid and accepted by AUHPT if they are signed and received by 5.00pm (Melbourne time) on Friday 16 July 2021


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The AUFM Board recommends that members vote against Resolution 1.

Resolutions For Against Abstain*

1 Transfer Resolution

STEP 2

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF MEMBERS – THIS MUST BE COMPLETED

Individual or Member 1

Sign Here

Member 2

Sign Here (if applicable)

Member 3

Sign Here (if applicable)

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

This form should be signed by the Member. If a joint holding, all Members must sign. If signed by the Member's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Date

Date

STEP 3

AUHP PRX2101A



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