

# Continuous Disclosure Notice

31 March 2018



## Australian Unity Retail Property Fund

The Australian Securities & Investments Commission ('ASIC') requires responsible entities of unlisted property schemes in which retail investors invest to provide a statement addressing six benchmarks and eight disclosure principles. These benchmarks and disclosure principles are contained in ASIC Regulatory Guide 46: Unlisted property schemes – Improving disclosure for retail investors. The Property Council of Australia ('PCA') and the Property Funds Association ('PFA') have issued their supplement to Regulatory Guide 46 in the form of their RG46 Voluntary Practice Note.

This document has been prepared by Australian Unity Funds Management Limited ('AUFM') as the Responsible Entity of the Australian Unity Retail Property Fund ('Fund') to update investors on the information relevant to the benchmarks and disclosure principles. This document should be read in conjunction with the latest Annual Report for the Fund, available from our website [australianunity.com.au/wealth](http://australianunity.com.au/wealth). Alternatively, you can call us on 13 29 39 for a free copy.

The financial information in this document is extracted from the Fund's accounting and property management records as at 31 March 2018 and is based on unaudited financial records unless stated otherwise.

The Fund's composition and diversity will change over time as assets are acquired or disposed and tenancies are re-let.

### Gearing ratio and policy

#### Disclosure Principle 1 – Gearing ratio

The gearing ratio of the Fund, calculated as total interest-bearing liabilities divided by total assets, was 36.32% as at 31 March 2018 (35.48% as at 31 December 2017 based on the Fund's reviewed financial statements).

The gearing ratio shows the extent to which the Fund's total assets are funded by interest bearing liabilities and gives an indication of the potential risks investors face in terms of external liabilities that rank ahead of them. The only interest-bearing liability of the Fund is the borrowing facility. Refer to the borrowings note in the audited financial statements and the details set out in Disclosure Principle 3 – Scheme (Fund) Borrowings.

Gearing magnifies the effect of gains and losses on an investment. A higher gearing ratio means greater magnification of gains and losses and generally greater volatility compared to a lower gearing ratio.

The gearing ratio above is calculated in accordance with the ASIC disclosure principles formula and is at the Fund level. The loan to valuation ratio (which is a measure of the borrowing facility amount drawn as a proportion of the value of assets under the borrowing facility security arrangement) is shown under the heading 'Fund borrowing'.

#### Benchmark 1 – Gearing policy

*The Responsible Entity maintains and complies with a written policy that governs the level of gearing at an individual credit facility (borrowing facility) level.*

The Fund meets this benchmark. AUFM monitors and manages the Fund's borrowings at an individual borrowing facility level on an ongoing

basis in accordance with its Gearing and Interest Cover Policy. The Gearing and Interest Cover Policy outlines record keeping, monitoring and reporting requirements.

The Fund has a single borrowing facility and generally operates within a gearing ratio range between 40% and 50%. The maximum gearing ratio for the Fund under the Gearing and Interest Cover Policy is 60%. These parameters may change from time to time.

The Fund continues to comply with AUFM's Gearing and Interest Cover Policy. For further information or to obtain a copy of the Gearing and Interest Cover Policy please contact us.

### Interest cover ratio and policy

#### Disclosure Principle 2 – Interest cover

The Fund's interest cover ratio for the 12 months to 31 March 2018 was 3.14 times (2.60 times for the 12 months to 30 June 2017 based on the Fund's audited financial statements).

The interest cover ratio above indicates the ability of the Fund to meet interest payments from earnings. It is an indicator of the Fund's financial health and is a key indicator to assessing the sustainability of, and risks associated with, the Fund's level of borrowing.

For example, an interest cover ratio of two times, means that the level of earnings is twice that of interest costs on borrowings, meaning that there is surplus earnings after interest payments which can be used to pay distributions to investors. An interest cover ratio of one times means that Fund earnings are only sufficient to pay interest on borrowings and any distributions would either need to be funded from investor capital or alternatively suspended.

Generally, the closer the Fund's interest cover ratio is to one, the higher is the

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## Australian Unity Retail Property Fund

risk of the Fund not being able to meet interest payments from earnings. To mitigate some of this risk, property fund managers may hedge against rises in interest rates to protect the Fund from uncertain interest costs. In addition, asset management strategies that attract high quality tenants on longer lease terms and tenant diversity aims to ensure that the Fund's level of earnings remains stable and predictable.

The interest cover ratio is calculated in accordance with the ASIC disclosure principles formula below and is at a Fund level.

$$\text{Interest cover ratio} = \frac{\text{EBITDA} - \text{unrealised gains} + \text{unrealised losses}}{\text{Interest expense}}$$

In the audited financial statements EBITDA is equivalent to 'Profit before finance costs attributable to unitholders' adding back borrowing costs and amortisation. Unrealised gains/losses include property revaluations, straight-lining of rental income and unrealised gains/losses on derivatives and listed property trusts. Interest expense is equivalent to 'Borrowing costs' less amortisation of debt establishment costs.

The interest cover ratio relevant to the borrowing facility covenant is calculated differently from the ASIC formula and is shown under the heading 'Fund borrowing'.

### Benchmark 2 – Interest cover policy

*The Responsible Entity maintains and complies with a written policy that governs the level of interest cover at an individual credit facility (borrowing facility) level.*

The Fund meets this benchmark. AUFM monitors and manages the Fund's interest cover at an individual borrowing facility level on an ongoing basis in accordance with its Gearing and Interest Cover Policy. The Gearing and Interest Cover Policy outlines record keeping, monitoring and reporting requirements.

The minimum interest cover ratio for the Fund under the Gearing and Interest Cover Policy is 1.25 times (calculated as the EBITDA of the fund from ordinary operations divided by the net interest expense<sup>1</sup>) which is different to the minimum interest rate cover ratio covenant under the borrowing facility agreement, (which is 150 times). The calculation method for the interest cover ratio under the borrowing facility is different from the calculation method adopted by ASIC in Disclosure Principle 2.

The Fund continues to comply with AUFM's Gearing and Interest Cover Policy. For further information or to obtain a copy of the Gearing and Interest Cover Policy please contact us.

<sup>1</sup> Net interest means interest expense less interest income.

## Fund borrowing

### Disclosure Principle 3 – Scheme (Fund) borrowings

The Fund borrows to finance new and existing assets, to develop, refurbish and maintain those assets, and to provide liquidity for operating purposes and managing working capital. Generally, interest costs relating to the borrowings will be met from the earnings of the Fund prior to the payment of distributions to investors.

The Fund has one borrowing facility that is secured by the property assets of the Fund. The borrowing facility has two tranches, one expiring in June 2020 and the

other in April 2020. The details of the borrowing facility is summarised in the following table:

Borrowing details as at 30 June 2018	
Borrowing facility drawn amount	\$105.50 million
Borrowing facility limit	\$145.00 million
Borrowing facility maturity	Tranche A: June 2020 Tranche B: April 2020
Borrowing facility Loan to Valuation Ratio covenant limit	50.00%
Fund Loan to Valuation Ratio calculated in accordance with borrowing facility definition	37.25 %
Amount by which value of assets must decrease before a borrowing facility covenant is breached	25.49%
Borrowing facility Interest Cover Ratio covenant limit	2.00 times
Fund Interest Cover Ratio calculated in accordance with borrowing facility definition	3.53 times
Amount by which the operating cash flow must decrease before a borrowing facility covenant is breached	43.36%
Borrowing facility interest rate (Inclusive of borrowing margin, line fees and interest rate hedges)	3.82% p.a.
% of borrowings hedged	66.35%
Weighted hedge expiry	1.86 years

The Fund is within the current lender's covenant and facility limit requirements. We are not currently aware of any reason why the borrowing facility will not be able to be refinanced prior to maturity. With most refinancing activity there is a risk that the lender may choose not to refinance the facility.

If this occurred, the Fund would need to find alternate lenders which may be more costly than the existing lender. In extreme situations if the Fund cannot find alternate lenders, the Fund may lose value from selling assets in poor market conditions in order to repay the borrowed amount.

Our approach is to actively manage the Fund's borrowings in conjunction with the lender(s) to manage this risk. Our approach is to actively manage the Fund's borrowings in conjunction with the lender(s) to manage this risk. Upon reviewing the Fund's borrowing arrangements for refinancing, we became aware that some of our administrative processes were inconsistent with the loan agreements. These matters were disclosed to and waived by the Fund's lenders. We have subsequently completed the refinancing of the relevant loan facility. As a part of this, the Fund's lenders agreed to vary some of the terms of the loan agreement so they are now more consistent with our standard loan agreements, and better aligned to the administrative processes of the Fund.

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All amounts owed to lenders and to other creditors will rank before each investor's interest in the Fund. The Fund's ability to pay interest, repay or refinance the amount owed upon maturity; and its ability to meet all loan covenants under its borrowing facility is material to its performance and ongoing viability. Under the terms within the borrowing facility, provided the Fund obtains the prior written consent of the lender, there are no terms that may be invoked as a result of investors exercising their rights under the Fund's Constitution. If such consent is not obtained, however, there may be terms which are triggered or consequences that follow under the borrowing facility, including possible cancellation of the borrowing facility and early repayment of amounts owing under the borrowing facility.

AUFM maintains a hedging policy that governs the level of hedging for the Fund and controls the risks associated with the use of derivatives. All hedging strategies implemented are also subject to formal approval by the Chief Investment Officer.

AUFM monitors and manages the Fund's hedging position on a mark-to-market basis. Hedging is a very complex area and is generally done to fix some or all of the interest rate relating to the borrowing facility. Whilst hedging is put in place to reduce the volatility of earnings and therefore distributions, hedging generally has the effect of increasing the volatility of the Fund's security price given that the pricing of the underlying interest rate derivatives change daily.

At 30 June 2018 the mark-to-market value of interest rate derivatives were (\$065) million, compared to (\$0.80) million as at 31 December 2017 based on the Fund's reviewed 31 December 2017 financial statements. If held to maturity, the value of the interest rate derivatives in the Fund's balance sheet will reduce to zero.

### Interest capitalisation

#### Benchmark 3 – Interest capitalisation

*The interest expense of the Scheme is not capitalised.*

The Fund meets this benchmark. The interest expense of the Fund is not capitalised.

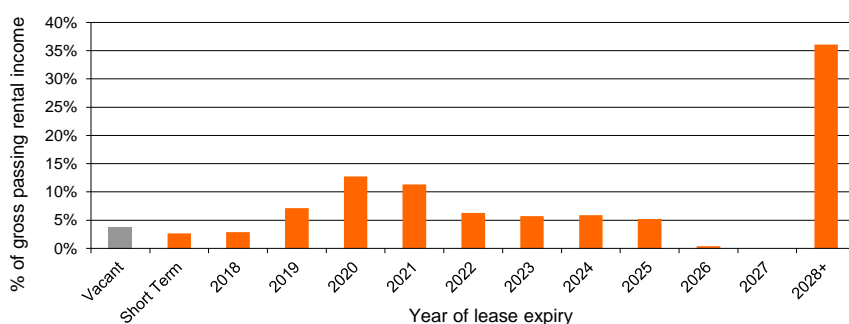
### Portfolio diversification

#### Disclosure Principle 4 – Portfolio diversification

The Fund predominantly comprises Australian direct retail property assets. Unlisted retail property trusts may be used where appropriate to achieve the target level of exposure to suitable properties. Retail sector listed Australian Real Estate Investment Trusts (Australian-REITs), in conjunction with cash, may be used to support ongoing liquidity and cash flow management.

The Fund typically holds 70-100% of its assets in direct property and may hold up to 20% in listed Australian-REITs or unlisted property investments. The balance of the Fund's assets is held in cash and similar investments.

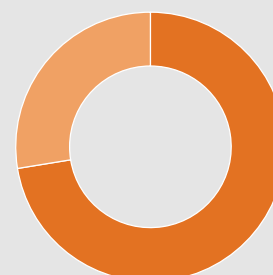
#### Property lease expiry profile by income as at 31 March 2018



### Key portfolio statistics

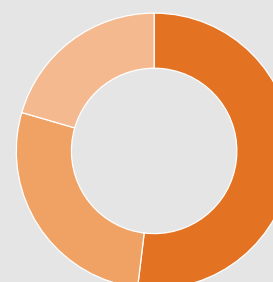
(as at 31 March 2018)

#### Geographic allocation (by value)



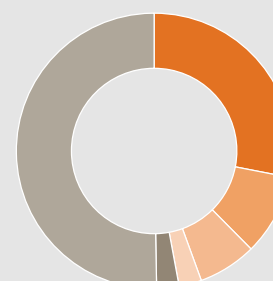
VIC	2 assets	72.43%
NSW	1 asset	27.57%

#### Property sector (by value)



Sub Regional	1 asset	51.92%
Specialised Retail	1 asset	27.57%
Neighbourhood	1 asset	20.51%

#### Top tenants (by income)



Caltex	28.07%
Woolworths	9.52%
Coles	6.85%
Target	2.65%
Kmart	2.62%
Others (excluding vacancy)	50.29%

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## Australian Unity Retail Property Fund

### Fund portfolio details as at 31 March 2018

The information below provides details on the current diversification of the Fund.

Address	Property details		Tenancy details			Valuation details <sup>1</sup>			
	Lettable area (square metres)	Major tenant(s)	Number of tenants	Occupancy rate (% by income)	WALE (years by income) <sup>2</sup>	Current valuation (\$m)	Valuation date	Capitalisation rate (% <sup>4</sup> )	Book value (\$m)
<b>Direct property</b>									
Waurm Ponds Shopping Centre, Geelong, VIC <sup>3</sup>	48,934	Coles	151	96.30	6.03	140.00	May 17	5.75	140.75
Caltex Twin Service Centres Sydney to Newcastle (F3) Freeway, NSW	4,286	Caltex	1	100.00	10.26	74.50	Jun 17	7.50	74.72
North Blackburn Shopping Centre, North Blackburn, VIC	11,905	Woolworths	51	92.10	2.55	55.20	Oct 17	6.50	55.60
<b>Listed Australian REITs</b>									
Charter Hall Retail									3.62
Vicinity Centres									3.40
Shopping Centres Australasia Property Group									2.17
<b>Cash and other assets</b>									
			203	96.26	6.34	269.70		6.39	284.95
<b>Total (T)/</b>			<b>(T)</b>	<b>(A)</b>	<b>(A)</b>	<b>(T)</b>		<b>(A)</b>	<b>(T)</b>
<b>Weighted Average (A)</b>									

#### Notes

- Valuation Policy - Regular valuation of underlying property assets is an important aspect of managing the Fund. Valuations are conducted by qualified independent valuers in accordance with industry standards. We have a policy of generally obtaining independent valuations on Fund direct properties each year. Additionally, as part of our active management approach, we may test asset values on market. At times we may enter arrangements at arm's length with third parties which may impact the value of assets within the portfolio including, but not limited to, put and call options in respect of all or part of an asset within the portfolio. If the value of an asset is impacted in this way, the value may replace the last independent valuation obtained. The direct property information in this table is current as at 31 March 2018. Please refer to the Fund's Announcements page available from our website [australianunity.com.au/wealth](http://australianunity.com.au/wealth) for full details on any changes to the Fund's direct property portfolio post this date.
- Weighted Average Lease Expiry (WALE) by base rental income including net market rent for vacancies.
- The Fund has 50% ownership interest in the property. The Waurm Ponds Shopping Centre (including the extension) was independently valued as a single property as at May 2017 for a combined value of \$280 million.
- A market capitalisation rate is the rate, expressed as a percentage, that reflects the likely yield a property will generate over the medium term. It has regard to a property's unique characteristics and is a measure of the property's risk/return profile with higher rates reflecting higher risk and its function is to convert a property's income into value. The market capitalisation rate is assessed by the independent valuer by dividing the average net property income of the property or a portfolio of properties by the assessed valuation of the property or portfolio, excluding costs of acquisitions and fees.

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## Australian Unity Retail Property Fund

### Property development

We believe the Fund can enhance its existing properties and add further value to investors through selective exposure to property development. Property development means the construction of a new building, significant increases to the lettable area of a building or significant changes to the nature or use of the property. In managing the Fund's property portfolio, we may refurbish or redevelop properties from time to time as required. Material property developments will only be undertaken where in our view, substantial appropriate pre-commitments to lease are in place and development risk is appropriately mitigated.

Property developments includes various construction risks. For example, the costs of the project might be higher than budgeted, the projects may take longer than expected to complete or the project may not be finished.

We endeavour to mitigate construction risks by negotiating a capped arrangement with builders and/or tenants whereby any costs incurred above this amount will be the responsibility of the builder/tenant as the case may be.

### Re-development of the North Blackburn Shopping Centre

The re-development plans for the North Blackburn Square Shopping Centre are progressing well. Specialist consultants have been engaged to progress the planning application, design services and the tenant mix.

## Valuation policy

### Benchmark 4 – Valuation policy

*The Responsible Entity maintains and complies with a written valuation policy that requires:*

- a valuer to:
  - be registered or licensed in the relevant state, territory or overseas jurisdiction in which the property is located (where a registration or licensing regime exists), or otherwise be a member of an appropriate professional body in that jurisdiction; and
  - be independent.
- procedures to be followed for dealing with any conflicts of interest;
- rotation and diversity of valuers;
- valuations to be obtained in accordance with a set timetable; and
- for each property, an independent valuation to be obtained:
  - before the property is purchased:
    - for a development property, on an 'as is' and 'as if complete' basis; and
    - for all other property, on an 'as is' basis; and

- *within two months after the directors form a view that there is a likelihood that there has been a material change in the value of the property.*

The Fund meets this benchmark and complies with AUFM's Valuation Policy. For further information or to obtain a copy of the Valuation Policy please contact us.

Regular valuation of underlying property assets is an important aspect of managing the Fund in the best interests of investors.

In addition to the above requirements, the Valuation Policy also requires that:

- independent external valuations for new properties must be completed no more than three months prior to exchange of contracts;
- independent external valuations for existing properties must generally be conducted at least once in a financial year;
- where there are multiple properties in a portfolio, the valuations are to be staggered through the year; and
- where a property has been contracted for sale, the contracted sale price may be adopted instead of the independent external valuation.

Additionally, as part of our active management approach, we may at times, enter arrangements at arm's length with third parties which may impact the value of assets within the portfolio including, but not limited to, put and call options in respect of all or part of an asset within the portfolio.

## Related party transactions

### Benchmark 5 and Disclosure Principle 5 –

#### Related party transactions

*The Responsible Entity maintains and complies with a written policy on related party transactions, including the assessment and approval processes for such transactions and arrangements to manage conflicts of interest.*

The Fund meets this benchmark and complies with AUFM's Related Party Policy.

Related party transactions carry a risk that they could be assessed and reviewed less rigorously than transactions with other parties.

Australian Unity has policies and guidelines in place to manage the risk of any actual or perceived conflict of interest as a result of a related party transaction. Related party transactions with Australian Unity Group entities are reviewed, approved and monitored by senior management with a clearly identified governance policy. Decisions in relation to conflicts of interest and related party transactions are documented.

As appropriate, we provide ongoing updates of material service engagements and financial benefits that are paid to related parties through the Fund Update and Continuous Disclosure Notice. The value of related party payments are reported yearly as part of the Fund's Annual Report.

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For further information about the Related Party Policy please contact us. The latest Fund Update and Annual Report can be found on our website [australianunity.com.au/wealth](http://australianunity.com.au/wealth). Alternatively we can send you a free copy if you call us on 13 29 39.

### Related party activity

AUFM has appointed Australian Unity Property Management Pty Ltd ('AUPM') ABN 76 073 590 600 (a related party) to provide some property management services to the Fund.

Investor approval is not required for this arrangement as the appointment is made on commercial terms and conditions and on an arm's length basis.

AUFM and AUPM are wholly owned subsidiaries of Australian Unity Limited ('AUL') ABN 23 087 648 888 and are members of the Australian Unity Group. This transaction complies with the Related Party Policy.

### Australian Unity Property Management

AUPM is a property management business that may, under a written arrangement, provide some of the following services to the Fund as nominated from time to time:

- strategic advice on property acquisitions and sales or arranging the sale or acquisition of property assets;
- management of premises;
- debt arranging, debt structure advice, debt facility negotiation and debt management;
- valuation services;
- leasing services; and
- property management and project supervision.

The appointment of AUPM for these services is not exclusive and AUFM may engage external service providers to undertake these functions.

From 1 July 2017 to 31 March 2018 services to the value of \$488,504 have been provided by and paid to AUPM.

### Other related party service providers

AUFM charges the Fund to provide registry and accounting services including audit fees to the Fund. From 1 July 2017 to 31 March 2018 the amount charged to the Fund was \$269,716 (excluding GST). This is made up of related party and non-related party expenses.

### Investments

AUL and its subsidiaries (related parties) may invest in the Fund and the Fund may invest in related parties from time to time. Investor approval is not required for these arrangements as the transactions are made on commercial terms and conditions and on an arm's length basis.

As at 31 March 2018 related parties held interests in the Fund of \$34.23 million (19.04%) based on net assets.

Name of related entity	\$ Value	% of the Trust's net assets
Australian Unity Property Limited	3,048	0.00%
Australian Unity Balanced Growth Portfolio	287,287	0.16%
Australian Unity Property Securities Fund	3,628,815	2.02%
Australian Unity Health Limited	6,207,550	3.45%
Lifeplan Australia Friendly Society Limited	12,044,155	6.70%
Australian Unity Property Income Fund	10,479,303	5.83%

## Distribution practices

### Benchmark 6 and Disclosure Principle 6 –

#### Distribution practices

*The Scheme will only pay distributions from its cash from operations (excluding borrowings) available for distribution.*

The Fund does not meet this benchmark. The Fund aims to source, and currently sources, all distributions from funds from operations ('FFO'). However, it is permitted to fund distribution payments from other sources, such as capital, if we consider it to be in the interests of investors (for example if rental income is suddenly reduced unexpectedly) and where payment from that source is expected to be sustainable given the circumstances.

FFO is a key determinant for the Fund when calculating and deciding the level of distribution to pay. To reconcile net profit to FFO and distributions the Fund may make adjustments to net profit for changes in investment properties, non-cash impairment of goodwill, non-cash fair value adjustments to financial instruments, amortisation on incentives, rental straight-line adjustments and other unrealised one-off items.

A reconciliation of the net profit to FFO and distributions is set out in the table below, in accordance with the PCA and PFA RG46 Voluntary Practice Note, for the nine-months to 31 March 2018.

	Actual (\$)
Net profit	8,640,902
Valuation changes	(424,785)
Interest rate derivative changes	(144,351)
Other	273,390
Fund from operations	8,345,156
Distributions declared	7,531,581

\* Valuation changes include direct property revaluations, listed property trusts unrealised/realised valuation changes and rental straight-line adjustments.



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## Australian Unity Retail Property Fund

The distributions declared at 31 March 2018 did not exceed the available FFO.

The Distribution Policy is aligned to the ongoing earning capacity of the Fund. We expect the current source of distributions to be sustainable over the next 12 months.

Where the Fund makes distributions from capital, this will have the effect of reducing investor equity. Where this occurs and the Fund has borrowings, the reduction in investors' equity will have the effect of increasing the gearing ratio and gearing related risks.

Where a fund is close to its gearing related covenants, the risk of breaching these covenants is increased.

### Withdrawal rights

#### Disclosure Principle 7 – Withdrawal rights

In normal operating conditions withdrawals from the Fund are paid quarterly. The maximum total amount available for withdrawals from the Fund each quarter is 1.25% of the net asset value of the relevant class of Securities (although we have the discretion to alter this amount). If this amount is exceeded, withdrawals may be met on a pro-rata basis.

Where a pro-rata payment occurs, investors will need to reapply in a subsequent withdrawal period if they wish to withdraw any further amount.

Investors written request must be received by 3:00 pm at our Melbourne office on or before the quarter end date (being 28 January, 28 April, 28 July and 28 October or the next business day if the 28<sup>th</sup> is a non-business day) to receive the withdrawal price as at that cut-off date. Otherwise, the withdrawal request will be processed in the following quarter.

#### All Security classes

Where we are required to sell property assets, it may take longer for investors to receive your withdrawal proceeds. In extreme cases it could take 12 months or longer for investors to receive their money. While the Fund is liquid, the Fund's Constitution allows up to 365 days to meet withdrawal requests.

#### Suspension of withdrawals

If we are of the view that we cannot sell property assets within 365 days to meet withdrawal requests, the Fund will become illiquid and withdrawals will be suspended. If this occurs, investors can only withdraw when we make a withdrawal offer available in accordance with the Fund's Constitution and law.

### Net tangible assets



#### Disclosure Principle 8 – Net tangible assets

The Fund is an open-ended property scheme and as such this disclosure principle is not applicable. However, the current Security price for the Fund is available on our website.




#### Important information

Units in the Australian Unity Retail Property Fund is issued by Australian Unity Funds Management Limited ABN 60 071 497 115, AFS Licence No. 234454. The information in this document is general information only and does not take into account the objectives, financial situation or needs of any particular investor. In deciding whether to acquire, hold or dispose of the product you should obtain a copy of the Product Disclosure Statement (PDS) and consider whether the product is appropriate for you. A copy of the PDS is available at [australianunity.com.au/wealth](http://australianunity.com.au/wealth) or by calling our Investor Services team on 13 29 39. Investment decisions should not be made upon the basis of past performance or distribution rate since each of these can vary. The information provided in this document is current at the time of publication.




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