

Arena REIT

## **ACQUISITIONS & EQUITY RAISING**

NOT FOR RELEASE TO US WIRE SERVICES OR FOR DISTRIBUTION IN THE UNITED STATES

23 July 2024





This investor presentation ("Presentation") has been prepared by Arena ("Arena") comprising Arena REIT Limited (ACN 602 365 186, Arena REIT Management Limited (ACN 600 069 761 AFSL No. 465754) as responsible entity of Arena REIT No. 1 (ARSN 106 891 641) and Arena REIT No. 2 (ARSN 101 067 878) is dated 23 July 2024 and is authorised to be given to the Australian Securities Exchange ("ASX") by Gareth Winter, Company Secretary.

Arena has stapled securities on issue, each stapled security comprising one unit in Arena REIT No. 1 (ARSN 106 891 641), one unit in Arena REIT No. 2 (ARSN 101 067 878) and one share in Arena REIT Limited (ACN 602 365 186) ("Securities"). The Securities are quoted on the ASX (ASX:ARF). This Presentation has been prepared in relation to:

- a fully underwritten institutional placement ("Institutional Placement") of new Securities ("Placement Securities"); and
- an offer of Securities to eligible securityholders in Australia and New Zealand under a security purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ("Security Purchase Plan"),

together "the Offer".

The Institutional Placement will be exclusively underwritten and managed by Macquarie Capital (Australia) Limited (ABN 79 123 199 548) and Jefferies (Australia) Pty Ltd (ABN 76 623 059 898) (the "Joint Lead Managers").

For the avoidance of doubt, the Security Purchase Plan will not be underwritten or managed by the Joint Lead Managers of the Institutional Placement.

#### Restriction on distribution

The Institutional Placement is only available in Australia to certain persons who are (i) a sophisticated investor or professional investor under section 708(8) or (11) of the Corporations Act 2001 (Cth) ("Corporations Act"); and (ii) a wholesale client under section 761G of the Corporations Act to whom a disclosure document is not required to be given under Chapter 6D and Part 7.9 of the Corporations Act. Determination of eligibility of investors for the purposes of the offer is determined by reference to a number of matters, including legal requirements and the discretion of Arena and the Joint Lead Managers. Arena and the Joint Lead Manager disclaim any liability in respect of the exercise or otherwise of that discretion to the maximum extent permitted by law.

This Presentation is not a prospectus, product disclosure statement or other offering document under Australian law, including the Corporations Act or any other law. The Presentation has not been, nor will it be, lodged with the Australian Securities and Investments Commission.

Neither all or any part of this presentation or any reference to it may be included in any other document without the prior written consent or Arena, including as to the form and context in which it appears.

By accepting, assessing or reviewing this Presentation, or attending any associated presentation or briefing you represent and warrant that you are entitled to receive this Presentation in accordance with the above restrictions and you agree to be bound by the following conditions. You acknowledge and agree that you will rely on your own independent assessment of any information, statements or representations contained in this presentation and such reliance will be entirely at your own risk.

### Summary information

This Presentation contains summary information about the current activities of Arena and the entities within the Arena stapled group as at the date of this Presentation. The information in this Presentation is of a general nature and is not intended to be used as the basis for making an investment decision. This Presentation does not purport to be complete nor does it contain all the information which a prospective investor may require in evaluating a possible investment in Arena or that would be required in a prospectus or product disclosure statement prepared in accordance with the requirements under the Corporations Act.

The historical information in this Presentation is, or is based upon, information that has been released to the ASX. This Presentation should be read in conjunction with Arena's other periodic and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au.



In preparing this Presentation, Arena has relied upon information provided to it by third parties. No member of Arena or any of its related bodies corporate and their respective directors, employees, officers and advisers offer any warranties that the information relied upon to prepare the statements and information in this Presentation is complete or accurate, or that it has been audited.

Information and statements in this Presentation is current as at 23 July 2024 (unless otherwise indicated). The information in this Presentation remains subject to change without notice and Arena reserves the right to withdraw or vary the timetable without notice. Arena is not responsible for updating, nor undertakes to update, this Presentation. Arena may however, in its absolute discretion, but without being under any obligation to do so, update or supplement this Presentation or the announcement to which it is attached. Any further information will be provided subject to the terms and conditions contained in this disclaimer.

The distribution of this Presentation outside Australia and New Zealand may be restricted by law. Persons who come into possession of information in this Presentation who are not in Australia or New Zealand should seek independent advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

A booklet outlining the terms and conditions of the Security Purchase Plan will be lodged with the ASX. Any eligible security holder who wishes to participate in the Security Purchase Plan should consider that booklet (as well as the information in this Presentation, including the Key Risks section from page 23) in deciding whether to participate in the Security Purchase Plan.

#### Not an offer

This Presentation is for information purposes only and should not be considered as a solicitation, offer or invitation for subscription, purchase or sale of Placement Securities in any jurisdiction, or to any person to whom it would not be lawful to make such an offer or invitation. Neither is this presentation financial product advice, investment advice or any recommendation. No action has been taken to register the Placement Securities or otherwise permit a public offering of the Placement Securities.

In particular, this Presentation has been prepared for publication in Australia and may not be distributed or released in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this Presentation have not been, and will not be, registered under the US Securities Act of 1933 (the "US Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Placement Securities to be offered and sold in the Offer and may not be offered or sold, directly or indirectly, in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

This Presentation may not be distributed to any person, and the Placement Securities may not be offered or sold, in any other country outside Australia except to the extent permitted under the section captioned "International Offer restrictions".

#### Not advice

Nothing in this Presentation constitutes financial product, investment, legal, tax or other advice. This Presentation has been prepared without taking account of any person's individual investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and seek legal, accounting, taxation and any other advice appropriate to their jurisdiction. Cooling off rights do not apply to the acquisition of Placement Securities.

#### Risk

An investment in Arena is subject to investment and other known and unknown risks, some of which are beyond the control of Arena. Arena does not guarantee any particular rate of return or the performance of Arena or the Securities (including the Placement Securities), nor does it guarantee the repayment of capital from Arena or any particular tax treatment. Some of these risks are set out in the section captioned "Key Risks".

#### Financial data

All references to dollars and cents are in reference to Australian dollars unless otherwise stated and all financial data is presented as at the date of this Presentation unless otherwise stated.



Recipients of this Presentation should also be aware that certain financial information included in this presentation are (i) "non-IFRS financial information" under ASIC Regulatory Guide 230: "Disclosing non-IFRS financial information" and (ii) "non-GAAP financial measures" under Regulation G of the U.S. Securities Exchange Act of 1934, as amended. These measures include gearing, pro-forma financial information and NAV. The disclosure of such non-GAAP financial measures in the manner included in this presentation may not be permissible in a registration statement under the US Securities Act.

Arena believes the non-IFRS financial information and non-GAAP financial measures provide useful information to users in measuring the financial performance and conditions of Arena. The non-IFRS financial information and non-GAAP financial measures do not have a standardized meaning prescribed by Australian Accounting Standards ("AAS") or International Financial Reporting Standards ("IFRS"), and therefore, may not be comparable to similarly titled measures presented by other entities and should not be construed as an alternative or replacement to other financial measures determined in accordance with AAS or IFRS. Recipients of this Presentation are cautioned to not place undue reliance on any non-IFRS financial information or non-GAAP financial measures included in this Presentation.

The pro-forma financial information included in this Presentation is for illustrative purposes and does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission.

### Effect of rounding

Several figures, amounts, percentages, estimates and calculations of value in this presentation are subject to the effect of rounding.

### Future performance

This Presentation contains certain "forward looking statements" and comments about future events, including about the plans, strategies and objectives of Arena's management, the industry and the markets in which Arena operates, Arena's expectations in relation to the financial and operating performance of its business, the timetable and outcome of the Offer and the proceeds thereof. Forward looking statements can generally be identified by the use of forward looking words such as "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "guidance", "project", "opinion" and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Offer and the use of proceeds. Indications of, and guidance on, future earnings and financial position and performance are also forward looking statements, and include statements in this Presentation regarding the conduct and outcome of the Offer, the use of proceeds, and Arena's outstanding debt. The forward looking statements, opinions and estimates contained in this Presentation are not guarantees or predictions of future performance and involve known and unknown risks (including the risks set out in the "Key Risks" section of this Presentation) and uncertainties and other factors, many of which are beyond the control of Arena, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. You are cautioned not to place undue reliance on forward looking statements, opinions and estimates provided in this Presentation as there can be no assurance that actual outcomes will not differ materially from these express and implied forward-looking statements and the assumptions on which those statements are based.

Forward looking statements, opinions and estimates provided in this Presentation necessarily involve uncertainties, assumptions, contingencies and other factors, and unknown risks may arise.

Similarly, statements about market and industry trends, which are based on interpretations of current market conditions, should be treated with caution. Such statements may cause the actual results or performance of Arena to be materially different from any future results or performance expressed or implied by such forward looking statements. Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Such forward looking statements are based on information available to Arena as at the date of this Presentation.

No representations or warranties, express or implied, are given by Arena, nor any other related body corporate or entity and its directors, officers or employees that these future matters will occur or that any expected future performance will be met. Except as required by law or regulation (including the ASX Listing Rules), Arena undertakes no obligation to provide any additional, updated or supplementary information whether as a result of new information, future events or results, or otherwise.



### Past performance

Investors should note that past performance, including past security price performance, of Arena cannot be relied upon as an indicator of (and provides no guidance as to) future Arena performance including future security price performance and is given for illustrative purposes only.

#### Securities

Investors should note that ASX reserves the right (without limiting its absolute discretion) to remove Arena REIT Limited, Arena REIT No. 1 and/or Arena REIT No. 2 from the official list of ASX if any of the securities comprising the Securities cease to be stapled together, or any equity securities are issued by Arena REIT Limited, Arena REIT No. 1 and/or Arena REIT No. 2 which are not stapled to corresponding securities in the other entity.

#### Disclaimer

No person other than Arena has authorised, permitted or caused the issue, submission, dispatch or provision of this Presentation. To the maximum extent permitted by law, Arena on its own behalf and on behalf of its advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents:

- excludes and disclaims all liability, for any and all direct, indirect and consequential losses, expenses, damages, costs and liabilities ("Losses") incurred by you as a result of your participation in the Offer and the information provided in, or omitted from, this Presentation or any other written or oral information, statement, estimate or opinion in connection with the Offer, whether or not the Losses arise in connection with any negligence, default or otherwise; and
- makes no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of information in this Presentation.

The Joint Lead Managers, together with their related bodies corporate, shareholders and affiliates and each of their respective officers, directors, employees, affiliates, partners, associates, agents and advisers (together, the "Limited Parties") have not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Presentation and do not make or purport to make any representation or warranty, expressed or implied, as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this Presentation and there is no statement in this Presentation which is based on any statement by a Limited Party. None of the Limited Parties makes any recommendation as to whether any potential investor should participate in the Offer. None of the Limited Parties accepts any fiduciary obligations to or relationship with any investor or potential investor in connection with the Offer or otherwise. By accepting this Presentation each recipient expressly disclaims any fiduciary relationship and agrees that it is responsible for making its own independent judgements with respect to the Offer, and any other transaction or other matter arising in connection with this Presentation.

To the maximum extent permitted by law, the Limited Parties disclaim all liability, and make no representations or warranties, express or implied, relating to any loss arising from the use of this Presentation or its contents or otherwise arising in connection with it, including, without limitation, any liability from fault or negligence, or liability for any direct, indirect, consequential or contingent loss or damage arising from the use of information contained in this Presentation or in relation to the accuracy or completeness of the information, statements, opinions or matters, express or implied, contained in, arising out of or derived from, or for omissions from, this Presentation including, without limitation, any financial information, any estimates or projections and any other financial information derived therefrom.

The Joint Lead Managers and other Limited Parties may have interests in the securities of Arena, including being directors of, or providing investment banking services to, Arena. Further, they may act as market maker or buy or sell those securities or associated derivatives as principal or agent. Such persons may receive fees or other benefits for engaging in these activities.

Arena and its advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents do not make any recommendations as to whether you or your related parties should participate in the Offer nor do they make any representations or warranties to you concerning the Offer, and by receiving this Presentation you represent, warrant and agree that you have not relied on any statements made by any person in relation to the Offer





07	Overview & Strategic Rationale
09	ELC Operating and Development acquisitions
11	Portfolio Overview
12	ELC Operating Environment & Portfolio Update
15	Equity Raising Overview
17	FY2024 Results & Capital Management
19	Indicative Timetable
20	Conclusion & Outlook
21	Our Investor Facing Team
22	Appendices



### Overview

### Equity raising to fund recent acquisitions and increased capacity for future growth

### Acquisitions

- Arena has exchanged contracts, entered heads of agreement or is in exclusive due diligence<sup>1</sup> to acquire and develop additional social infrastructure properties with a total investment of \$92 million (the "Acquisitions"), including:
  - Six Early Learning Centre ("ELC") properties for a total investment of \$58 million
  - Four ELC developments with total anticipated project investment of \$34 million
- The Acquisitions have a 6.0% weighted average forecast yield and 14.4 year WALE

### **Equity raising**

- Equity raising to fund the Acquisitions, increase balance sheet capacity to accommodate pipeline growth and execute future opportunities:
  - A fully underwritten \$120 million institutional placement ("Institutional Placement") at an issue price of \$3.78 per Placement Security
  - A non-underwritten Security Purchase Plan ("SPP") to eligible investors to raise up to \$20 million<sup>2</sup>

### Summary of unaudited FY2024 financial results

- Net operating profit of \$62.4 million (+4.7% on FY2023)
- Distributable income (Earnings) per security (EPS) of 17.65 cents (+3.2% on FY2023)
- Distribution per security (DPS) of 17.4 cents (+3.6% on FY2023)
- Statutory net profit \$57.5 million (-22.5% on FY2023)

### Financial impact and FY2025 guidance

- FY2024 preliminary result<sup>3</sup> reflects continued delivery of stated investment objectives
- Accretive to EPS<sup>4</sup> and Net Asset Value per Security ("NAV")
- Issuing FY2025 distribution guidance of 18.25 cents per security<sup>5</sup> +4.9% on FY2024
- Pro forma gearing as at 30 June 2024 of 19.9% increasing capacity to accommodate current development pipeline and future opportunities
- 1. Some or all of these opportunities may not proceed.
- 2. Eligible securityholders as at 7:00pm (AEST) on 22 July 2024 with a registered address in Australia or New Zealand. The Arena Board may (in its absolute discretion), where the total applications under the SPP exceed \$20 million, determine to increase the amount raised to reduce or eliminate the need to scale-back.
- 3. FY2024 results remains subject to audit and final board processes.
- 4. Earnings per security (EPS) calculated as net operating profit over weighted average number of securities on issue.
- 5. FY2025 distribution guidance is estimated on a status quo basis assuming no new acquisitions or disposals and no material change in current market or operating conditions, it includes the impact of the Institutional Placement and SPP.

6. Gearing calculated as ratio of net borrowings over total assets less cash; includes the impact of the Institutional Placement but does not include any impact attributable to SPP.



## Strategic Rationale

### Acquisitions consistent with disciplined strategy and accretive to earnings & NAV



## Well located assets

- Strategic importance to the operations of the tenant
- Strong social and macroeconomic drivers continue to support the early learning sector
- Enhanced portfolio geographic diversification



### High quality tenants

- High quality tenants with a strong track record in the operation of early childcare education and care
- All Acquisitions are or will be operated by existing Arena tenant partners
- Strong operational track record in respective sectors
- Enhanced tenant partner diversification



## Positive financial impact

- Accretive to FY2025 EPS<sup>1</sup> and NAV per security
- Low gearing<sup>2</sup> maintained to fund additional growth and assist speed of execution on new opportunities
- Maintain new investment capacity through disciplined capital management throughout the cycle



### Predictable income

- Predictability of income through long term leases
- Attractive net lease structures with annual rent reviews at the higher of CPI or an agreed fixed amount
- Weighted average forecast yield on Acquisitions of 6.0%
- Weighted average lease expiry on Acquisitions of 14.4 years
- 1. Earnings per security is calculated as net operating profit over weighted average number of securities on issue.
- 2. Gearing calculated as ratio of net borrowings over total assets less cash; includes the impact of the Institutional Placement but does not include any impact attributable to SPP.

## **ELC Operating acquisitions**

### Acquired six operating ELC properties

- All of the acquired operating ELC properties:
  - o Acquired as a portfolio;
  - Operated under one brand owned by existing tenant partner Affinity Education Group; and
  - o Located in NSW.

Metric	30 June 2024 portfolio excluding Acquisitions	Operating acquisitions	30 June 2024 Pro Forma portfolio including operating acquisitions
Number of properties	276	6	282
Unaudited portfolio value	\$1,579 million	\$58 million	\$1,637 million
Weighted average yield	5.4%	6.0%1	5.4%
Weighted Average Lease Expiry	18.5 years	10.9 years	18.2 years

1. Weighted average forecast net initial yield on purchase price, weighted average forecast yield on total cost is 5.7%.



### **ELC Development acquisitions**

### Portfolio of four new ELC development projects<sup>1</sup>

- Working with our tenants as property partners.
- High-quality, purpose-built portfolio of properties all to be operated by existing tenant partner Aspire Early Learning.
- Including the development project acquisitions, during FY2024 Arena has:
  - o Completed eight ELC development projects; and
  - o Acquired 14 new ELC development projects.

Development pipeline <sup>2</sup>	As at 30 June 2024	30 June 2024 Pro Forma including development acquisitions <sup>3</sup>
Number of projects	16	20
Forecast total cost	\$101 million	\$135 million
Average initial yield on total cost	6.0%	6.0%
Capex amount outstanding	\$62 million	\$96 million

- 1. Arena is in exclusive due diligence to acquire these projects, some or all of these opportunities may not proceed.
- 2. Includes four development projects which were conditionally contracted as at 30 June 2024.
- 3. Includes four ELC development projects which are in exclusive due diligence as at 23 July 2024.

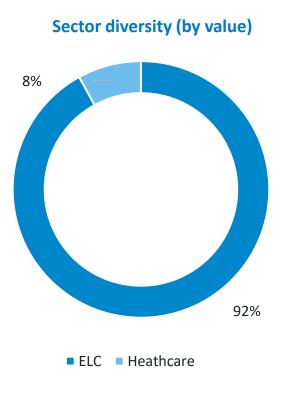


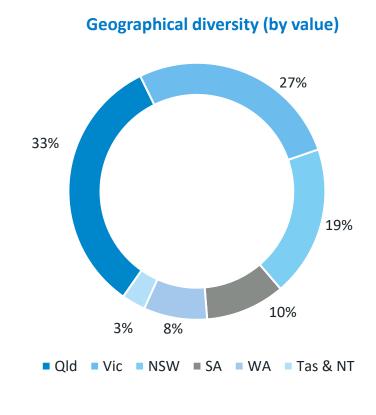


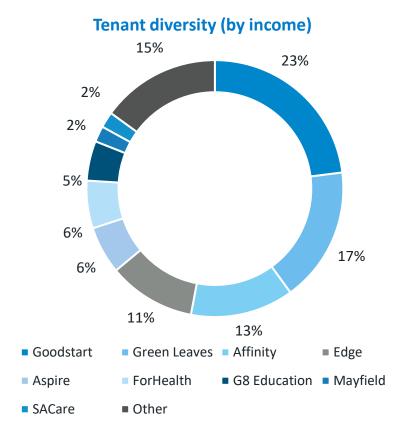


### Portfolio Overview

Pro forma as at 30 June 2024 including acquisition of operating properties









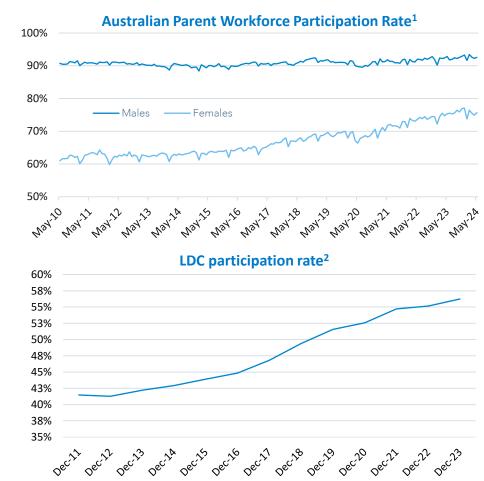
## **ELC Operating Environment**

### Strong social and macroeconomic drivers continue to support early learning sector

- Rising female workforce participation continues to drive demand for early childcare education and care and long day care participation rates over the medium to long term<sup>1,2</sup>.
- From July 2023 Australian families have benefitted from the following improved affordability measures<sup>3</sup>:
  - o Increasing the maximum Childcare Subsidy ("CCS") rate to 90% for the first child in care;
  - o Retaining the increased CCS rate at a maximum of 95% for subsequent children in care; and
  - o Increasing the CCS for every family earning less than \$530,000 in annual household income, with one child in care.
- These measures have been designed to improve lifelong learning prospects of Australian children, increase workforce participation, improve gender equality, including women's financial security and stimulate economic activity over the medium to long term<sup>4</sup>.
- Net new ELC supply to 31 March 2024 was +3.5%<sup>5</sup>.
- Increasing demand for ELC places is renewing pressure on the supply of skilled ELC labour.
- The Productivity Commission delivered the final report on its inquiry into the early childhood education and care sector to the government in June 2024<sup>6</sup>.



<sup>2.</sup> Australian Government Department of Education Child Care quarterly reports 2011-2024.



<sup>3. &</sup>lt;u>Labor's Plan for Cheaper Child Care | Policies | Australian Labor Party (alp.org.au)</u>

Cheaper childcare: A practical plan to boost female workforce participation (grattan.edu.au).

NQF Snapshots | ACECQA

<sup>6. &</sup>lt;u>Early Childhood Education and Care - Public inquiry - Productivity Commission (pc.gov.au)</u>

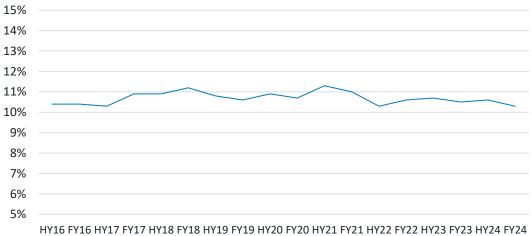


### **ELC Portfolio**

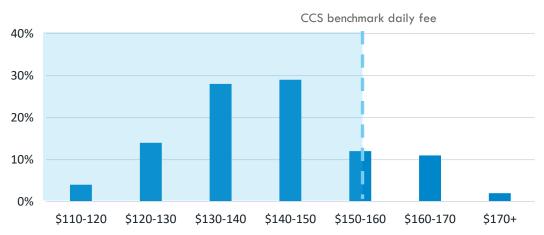
### Asset quality supporting portfolio strength

- 99.7% portfolio occupancy as at 30 June 2024.
- Arena's ELC portfolio operating data<sup>1</sup> to 31 March 2024:
  - Average daily fee of \$141.38:
    - +0.62% from 30 September 2023; and
    - +9.11% from 31 March 2023.
  - Like-for-like operator occupancy (as reported by Arena's tenant partners) is in line with the same period last year which was higher than any prior corresponding period over the past seven years.
  - Net rent to revenue ratio of 10.3%.

### Arena ELC portfolio – net rent to gross operator revenue<sup>1</sup>



### Arena ELC portfolio - average daily fee per place<sup>1,2</sup>



<sup>1.</sup> Arena analysis based on operating data provided by Arena's tenant partners as at 31 March 2024.

<sup>2.</sup> Assumes CCS fully covers a daily fee of approximately \$157.19 based on CCS capped hourly fee of \$14.29 per hour over an 11 hour day.

## Sustainability

# Investment proposition and approach drives sustainable and commercial outcomes

- Sustainability has been embedded across Arena's business strategies which best positions us to achieve positive long term commercial and community outcomes.
- Sustainability outcomes delivered during FY2024 include:
  - o Zero organisational scope 1 and 2 emissions.
  - o 6-star rating for organisational NABERS energy co-assessment.
  - o Certified Carbon Neutral by Climate Active for business operations in 2022-2023.
  - o Certified Carbon Neutral by Climate Active for business services in 2022-2023.
  - o Registered to develop Arena's 'Reflect' Reconciliation Action Plan.
  - o Solar renewable energy systems installed on 90% of Arena's property portfolio.
  - o Adopted an Emission Reduction Plan targeting net zero Financed Emissions by 2050, with an interim 2030 target of a 60-70% reduction in the intensity of Arena's Financed Emissions<sup>1</sup>.
  - A 36% absolute reduction and 42% reduction in the intensity of Arena's Financed Emissions to end FY2023<sup>2</sup>.
- More detailed information will be provided in Arena's FY2023 Sustainability Report scheduled to be released in September 2024.



<sup>1.</sup> Financed Emissions are Scope 3 Category 15 emissions by indoor floor area measured in kgCO2e/m2 in line with supplemental guidance for the financial sector by the TCFD as compared with equivalent restated FY2021 baseline.

<sup>2.</sup> As compared with equivalent restated FY2021 baseline.



## **Equity Raising Overview**

# \$120 million fully underwritten Institutional Placement and non-underwritten SPP to raise up to \$20 million<sup>1</sup>

### Institutional Placement offer structure and price

- Fully underwritten Institutional Placement to raise \$120 million
- It is intended that eligible institutional securityholders who bid for up to their 'pro-rata' share of new securities under the Institutional Placement will be allocated their full bid, on a best endeavors basis<sup>2,3</sup>
- Institutional Placement issue price of \$3.78 per Placement Security:
  - 4.5% discount to the last closing price of \$3.96 on 22 July 2024
  - > 5.1% discount to the 5-day Volume Weighted Average Price (VWAP) of \$3.9844 to 22 July 2024

### Use of proceeds

• Equity raising to fund Acquisitions, accommodate pipeline growth and increase capacity to pursue further social infrastructure property investments consistent with Arena's investment objective to provide predictable distributions with earnings growth prospects over the medium to long term

### Security Purchase Plan (SPP)

- Eligible securityholders<sup>4</sup> will be invited to subscribe for up to \$30,000 of SPP Securities per securityholder, free of transaction and brokerage costs
- The SPP offer price will be the issue price of the Institutional Placement
- The Issue date of the SPP Securities will be 27 August 2024
- Further information in relation to the SPP will be dispatched to eligible securityholders on or around 1 August 2024

### Underwriting

• The Institutional Placement is fully underwritten by Macquarie Capital (Australia) Limited and Jefferies (Australia) Pty Limited

### Ranking

- Placement Securities will rank pari passu with existing securities on the date of issue
- SPP Securities will be issued on 27 August 2024 and will rank pari passu with existing securities on the date of issue
- 1. The Arena Board may (in its absolute discretion), where the total applications under the SPP exceed \$20 million, determine to increase the amount raised to reduce or eliminate the need to scale-back.
- 2. For this purpose, an eligible institutional securityholder's 'pro-rata' share will be estimated by reference to Arena's beneficial register on 12 July 2024, but without undertaking any reconciliation and ignoring securities that may be issued under the SPP. Accordingly, unlike in a rights issue, this may not truly reflect the participating securityholder's actual pro-rata share. Nothing in this Presentation gives a securityholder a right or entitlement to participate in the Institutional Placement and Arena has no obligation to reconcile assumed holdings (e.g. for recent trading or swap positions) when determining a securityholder's 'pro-rata' share. Institutional securityholders who do not reside in Australia or other eligible jurisdictions will not be able to participate in the Placement. See the Appendix for the eligible jurisdictions and selling restrictions relevant to these jurisdictions. Arena and the Joint Lead Managers disclaim any duty or liability (including for negligence) in respect of the determination of a securityholder's 'pro-rata' share.
- 3. Eligible institutional securityholders who bid in excess of their 'pro-rata' share as determined by Arena and the Joint Lead Managers are expected to be allocated a minimum of their 'pro-rata' share on a best endeavours basis as set out in footnote 2 above, and any excess may be subject to scale back.

4. Eligible securityholders are holders of existing Arena securities as at 7:00pm (AEST) on 22 July 2024 with a registered address in Australia or New Zealand.



## **Equity Raising Overview (continued)**

### Sources & uses of funds

Sources of funds <sup>1</sup>	\$ million
Institutional placement	120.0
Total Sources	120.0

Uses of funds	\$ million
Acquisitions	92.0
Debt repayment	25.0
Transaction costs	3.0
Total Uses	120.0

### Strong balance sheet with substantial capacity

As at	30 June 2024	Institutional Placement <sup>1</sup>	30 June 2024 Pro Forma
	(\$ million)	(\$ million)	(\$ million)
Cash and other assets	44.7		44.7
Investment properties	1,579.1	92.0	1,671.1
Total assets	1,623.8		1,715.8
Trade and other liabilities	17.3		17.3
Distributions payable	15.5		15.5
Borrowings	377.0	(25.0)	352.0
Total liabilities	409.8		384.8
Net assets	1,214.0		1,331.0
Number of securities on issue (m)	356.3	31.7	388.0
Net asset value per security (\$)	3.41		3.43
Gearing <sup>2</sup>	22.6%		19.9%

<sup>1.</sup> Excludes any impact attributable to the SPP.

<sup>2.</sup> Gearing calculated as ratio of net borrowings over total assets less cash; includes the impact of the Institutional Placement but does not include any impact attributable to SPP.



## FY2024 Results Snapshot

### Delivering on stated investment objectives

### **Summary of unaudited FY2024 financial results**

For the year ended 30 June 2024:

- Net operating profit of \$62.4 million (+4.7% on FY2023)
- Distributable income (Earnings) per security (EPS) of 17.65 cents (+3.2% on FY2023)
- Distribution per security (DPS) of 17.4 cents (+3.6% on FY2023)
- Statutory net profit \$57.5 million (-22.5% on FY2023)

### As at 30 June 2024:

- Total assets of \$1.62 billion (+3.5% on 30 June 2023)
- Net Asset Value (NAV) of \$3.41 per security (-0.3% on 30 June 2023)

### Audited FY2024 Financial Report:

• Arena is scheduled to release its audited FY2024 annual financial report to the ASX on Thursday 15 August 2024

### FY2024 portfolio outcomes<sup>1</sup>

- Portfolio occupancy 99.7%
- Portfolio WALE 18.5 years
- Weighted average portfolio yield 5.4%
- FY2024 average like-for-like rent increase of 4.9%

Excludes Acquisitions.



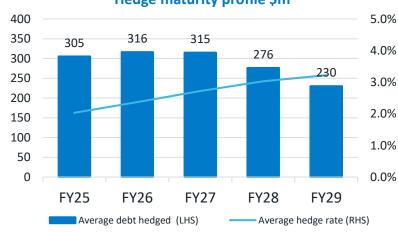
## Capital Management

### Debt maturity extended and ongoing consistency in hedging program

As at	30 June 2024	Pro Forma <sup>1</sup>	Change
Borrowings	\$377m	\$352m	(\$25m)
Borrowings facility limit	\$500m	\$500m	-
Gearing <sup>2</sup>	22.6%	19.9%	(270bps)
Weighted average facility term	4.1 years	4.1 years	-
Weighted average cost of debt	4.00%	4.00%	-
Interest cover ratio	4.9x	5.7x	+0.8x
Hedge cover	81%	87%	+600bps
Weighted average hedge rate	2.03%	2.03%	-
Weighted average hedge term	4.7 years	4.7 years	-

- \$500 million debt facility comprised as follows as at 30 June 2024:
  - \$100 million expiring 31 May 2027;
  - \$200 million expiring 31 May 2028; and
  - \$200 million expiring 31 May 2029.
- Intention is to maintain ongoing hedge cover in a range of 70-80% of drawn debt.





**Arena REIT Equity Raising** 23 July 2024 | 18 Better Communities. Together.

Excludes any impact attributable to the SPP.

Gearing calculated as ratio of net borrowings over total assets less cash; includes the impact of the Institutional Placement but does not include any impact attributable to SPP.



## **Indicative Timetable**

Event	Date
Trading halt and announcement of equity raising	Tuesday, 23 July 2024
Institutional Placement	
Institutional Placement bookbuild	Tuesday, 23 July 2024
Announcement of outcome of Institutional Placement	Wednesday, 24 July 2024
Trading halt lifted	Wednesday, 24 July 2024
Settlement of Placement Securities under the Institutional Placement	Friday, 26 July 2024
Allotment and trading of Placement Securities issued under the Institutional Placement	Monday, 29 July 2024
SPP	
Record date for SPP	Monday, 22 July 2024
SPP offer period	9am Thursday 1 August to 5pm Thursday 22 August 2024
Allotment of Securities issued under the SPP	Tuesday 27 August 2024
Securities issued under the SPP commence trading on ASX	Wednesday 28 August 2024
Holding statement dispatch date	Wednesday 28 August 2024

### **Conclusion & Outlook**

### Inflation protected predictable income

### ACQUISITIONS & EQUITY RAISING

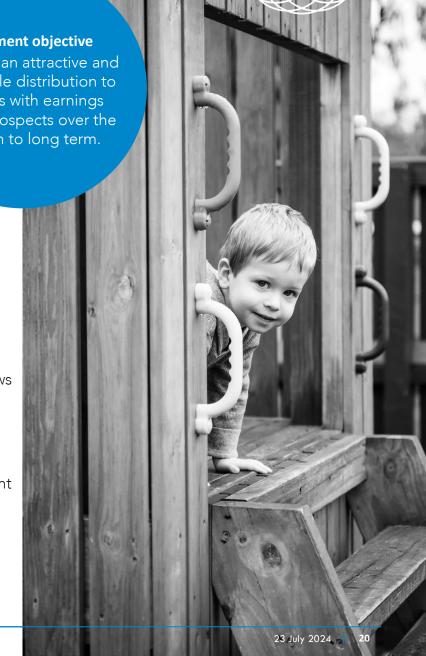
- The Acquisitions and Equity Raising are:
  - ✓ Consistent with Arena's disciplined strategy; and
  - ✓ Accretive to EPS¹ and NAV per Security.

### OUTLOOK

- Issuing FY2025 distribution guidance of 18.25 cents per security, an increase of  $+4.9\%^2$  on FY2024.
- \$134 million development pipeline of 20<sup>3</sup> ELC projects with \$96 million of capital expenditure outstanding.
- Pro forma gearing of 19.9% increasing capacity to accommodate current pipeline and future opportunities
- Attractive rent review structure with embedded income growth and inflation protection: ~95% of rent reviews over FY25 through FY28 are contracted at CPI, higher of CPI or 'agreed fixed amount', or market reviews.
- Strong social and macroeconomic drivers continue to support the early learning and healthcare sectors.
- Higher interest rates substantially offset by ongoing hedging discipline.
- Proven ability to secure and execute on high quality opportunities while maintaining a disciplined investment process for opportunities that meet Arena's preferred property characteristics.
- Earnings per security (EPS) calculated as net operating profit over weighted average number of securities on issue.
- FY2025 distribution guidance is estimated on a status quo basis assuming no new acquisitions or disposals and no material change in current market or operating conditions, it includes the impact of the Institutional Placement and SPP.
- Includes four development projects which were conditionally contracted as at 30 June 2024 and four ELC development projects which are in exclusive due diligence as at 23 July 2024.
- Gearing calculated as ratio of net borrowings over total assets less cash; includes the impact of the Institutional Placement but does not include any impact

**Investment objective** 

To deliver an attractive and predictable distribution to investors with earnings growth prospects over the medium to long term.





## Our Investor Facing Team



**ROB DE VOS**Managing Director

Rob has over 25 years' experience in property and financial markets, with the majority of that time in leadership roles responsible for establishing and managing social infrastructure investment strategies that provide positive outcomes to investors and communities. Rob joined Arena in 2012 as Head of Property and was appointed to CEO and Managing Director in early 2019.



GARETH WINTER

Chief Financial Officer

Gareth has over 25 years' professional industry experience and was formerly a Partner of PricewaterhouseCoopers.

Throughout his career Gareth has specialised in advising the listed and unlisted property and infrastructure fund management sector on corporate finance, capital management, risk management, transaction structuring and financial systems and reporting.



JUSTIN BAILEY
Chief Investment
Officer

Justin has 25 years' investment and advisory experience in infrastructure and real estate. Justin's background includes leadership roles in project development, acquisition, financing and asset management, with a particular focus on creating new community assets and precincts. Prior to joining Arena, Justin held senior executive roles for leading investment banking, advisory and investment organisations.



SAM RIST

Chief of Investor Relations
& Sustainability

Sam has over 25 years' professional industry experience in financial markets including senior executive roles in investment and portfolio management, investor relations, sustainability, compliance, strategy and risk management. Prior to joining Arena, Sam acted as Managing Director, Investment Manager & Responsible Manager for several boutique investment management firms.



CHRIS THOROGOOD

Transaction &

Development Manager

Chris has over 8 years' experience in the property funds management industry. Chris is responsible for Arena's acquisition and disposal programs as well as overseeing Arena's development portfolio. Chris also takes a lead role in tenant relationship management, portfolio reporting and budget preparation.

Please direct initial enquiries to Sam Rist <a href="mailto:samantha.rist@arena.com.au">samantha.rist@arena.com.au</a>





Investors should carefully consider the risk factors described below. If you require further information regarding the appropriateness or potential risks of investing in Arena, you should seek appropriate financial, legal, taxation and other necessary advice. All investments involve risk and there are many factors that can impact on the performance of an investment. This summary details some of the major risks that you should be aware of when investing in Arena. Investors should be aware that the list of risks described below may not cover all possibilities and should also consider risks specific to their situation. The risks detailed below may change after the date of Presentation and other risks relevant to Arena may arise which could have an impact on Arena and the price of the Securities (including Placement Securities).

### Key risks relating to Arena

### (a) Concentration risk

The current portfolio of Arena is invested in childcare centres, healthcare properties and childcare development sites. Adverse events to the childcare and/or healthcare property sectors may result in general deterioration of tenants' ability to meet their lease obligations across the portfolio or to future growth prospects of the current portfolio. Any material deterioration in the operating performance of tenants may result in them not meeting their lease obligations which could reduce Arena's income and portfolio value if a suitable replacement cannot be found.

### (b) Tenant risk

Arena relies on tenants to generate the majority of its revenue. A substantial proportion of Arena's tenants are not for profit companies limited by guarantee or private companies. If a tenant is affected by financial difficulties it may default on its rental or other contractual obligations which may result in loss of rental income or losses to the value of Arena's properties. If there is a sustained negative impact on rental income, then this could potentially have a material adverse impact on the value of Arena and the Securities (including the Placement Securities).

### (c) Macroeconomic risk

The operations and performance of Arena are influenced by the macroeconomic condition of the Australian and the wider global economy. As a result of a number of factors, Australia is currently experiencing an economic downturn in some sectors. A prolonged economic downturn and its related effects, could have a material adverse impact on Arena's business or financial performance.

### (d) Licensing

The provision of childcare and healthcare services are regulated activities. There is therefore a risk that if the relevant tenants' licence is revoked, no suitably qualified replacement tenant may be found.

### (e) Government policy risk and change in law

Childcare and healthcare operators rely heavily on government funding which, if reduced, may adversely impact the underlying demand for these services and therefore tenants' ability to meet lease obligations and/or their demand for these properties. Of particular relevance is the Productivity Commission's inquiry and report into early childhood education and care which was handed to the Australian Government on 28 June 2024 and is waiting to be released. There is a risk that there may be changes in legislation, government policies or legal or judicial interpretation relating to the childcare and/or healthcare sectors.

### (f) Climate change risk

Extreme weather and other climate change related events have the potential to damage Arena's investment properties and disrupt tenant operations. Such events may increase tenant costs for maintenance, the cost, deductibles or availability of insurance, the ability to re-lease investment properties in the future and the rent levels for which they can be leased, thereby affecting future investment property valuations and rental cash flows



The precise nature of these risks is uncertain as it depends on complex factors such as policy change, technology development, market forces, and the links between these factors and climatic conditions. To help mitigate the risk of localised valuation impacts on Arena, the investment property portfolio is geographically diversified. Active asset management of the portfolio can also assist with mitigating this risk.

Changes to existing regulatory regimes or the introduction of new regulatory regimes (including environmental or climate change related regulation) may also increase the cost of compliance, reporting and maintenance of assets.

### (g) Alternative use risk

The risks associated with investing in property assets can be greater for special purpose facilities such as childcare and healthcare properties, which may require extensive expenditure and rezoning to be suitable for other commercial purposes.

Arena's performance depends in part on the demand for childcare and healthcare properties in Australia. Most childcare and healthcare properties would require extensive expenditure and rezoning to be suitable for other commercial purposes.

### (h) Acquisitions and divestments

Arena may intend to make additional acquisitions of assets in accordance with its investment strategy. Future acquisitions may affect Arena's financial performance. The value of Arena's properties may vary as a consequence of general market conditions, the property market, or factors specific to an individual property. Arena may be required to sell one or more properties, which may result in a capital loss.

### (i) Re-leasing and vacancy

There is a risk that Arena may not be able to negotiate suitable lease extensions with existing tenants or replace outgoing tenants with new tenants on substantially the same terms. Arena could also incur additional costs associated with re-leasing the properties. Re-leasing the properties would depend on numerous market conditions and financial considerations prevalent at that time.

### (j) Rental income

Distributions made by Arena are largely dependent upon the rents received from its property portfolio and expenses incurred during operations. Arena has made a number of assumptions in relation to the level of rental income Arena will receive. However, rental income may differ from those assumptions and may be affected by a number of factors, including:

- overall macroeconomic conditions;
- competition from other childcare centres and healthcare properties;
- the financial condition of tenants;
- increase in rental arrears and vacancy periods;
- changes in government policies relating to the childcare and healthcare sectors; and
- supply and demand in the property market.



### (k) Property valuations

Changes in the property market, especially changes in the valuation of properties and in market rents, may adversely affect Arena's financial performance and the price of Securities (including Placement Securities). In addition, the valuations of Arena's properties are the best estimates at the time of undertaking the valuation and may not reflect the actual price a property would realise if sold. The valuations are subject to a number of assumptions which may prove to be inaccurate.

### (I) General development risk

In certain circumstances, Arena may be exposed to development risk, resulting from the development of new properties, the refurbishment of existing properties or additions and extensions to existing properties. Property development carries a number of risks, including:

- issues surrounding applications for planning approvals from local authorities which can result in delays or require amendments to plans both of which may result in increased costs;
- breach of contract by developers or building contractors;
- solvency or going concern issues with developers, building contractors or other counterparties; and
- unforeseen circumstances which cause project delays or increases to building costs.

A number of factors affect the earnings, cash flows and valuations of commercial property developments, including construction costs, scheduled completion dates and securing tenants at estimated rental income.

### (m) Property liquidity

Property assets are by their nature illiquid investments. Arena may not be able to realise the assets within a short period of time or may not be able to realise assets at valuation. This may affect Arena's net asset value or the trading price of Securities.

### (n) Environmental issues

As with any property, there is a risk that one or more of Arena's properties may be contaminated now or in the future. Government environmental authorities may require that such contamination be remediated. There is always a residual risk that Arena may be required to undertake any such remediation at its own cost which would adversely impact on Arena's financial performance.

In addition, environmental laws impose penalties for environmental damage and contamination which can be material in size. Exposure to hazardous substance at a property within Arena's portfolio could result in personal injury claims. Such a claim could prove greater than the value of the contaminated property. An environmental issue may also result in interruptions to the operations of a property, including the closure of the property. Any lost income caused by such an interruption to operations may not be recoverable.

### (o) Occupational health and safety

There is a risk that liability arising from occupational health and safety matters at one or more of Arena's properties may be attributable to Arena as the landlord instead of, or as well as, the tenant. To the extent that any liabilities may be borne by Arena, this may impact upon the financial performance of Arena (to the extent not covered by insurance). In addition, penalties may be imposed upon Arena which may have an adverse impact on Arena.



### (p) Capital expenditure

There is a risk that capital expenditure may exceed Arena's current forecasts which could adversely impact Arena's financial performance. Any requirement for unforeseen expenditure on the properties could impact on the performance of Arena.

### (q) Insurance

Arena maintains a range of insurances relating to its properties with policy specifications and insured limits that it believes to be customary in the industry. However, potential losses of a catastrophic nature such as those arising from earthquakes, terrorism or severe flooding may be uninsurable or not insurable on reasonable financial terms, may not be insured at full replacement costs or may be subject to large excesses. The nature and cost of insurance has been based upon the best estimate of likely circumstances. However, various factors may influence premiums to a greater extent than those forecast, which may in turn have a negative impact on the financial performance of Arena. Further, any increase in the cost of premiums, or an inability to fully renew or claim against insurance policies as a result of the economic climate or otherwise, could adversely affect Arena's business, financial condition and operational results.

### (r) Regulatory risks

Arena conducts its business in a highly regulated industry and must comply with the requirements of its Australian Financial Services Licence, the Corporations Act, ASIC, ASX and other regulators. Non-compliance with regulatory requirements may result in financial penalties, additional expense or reputation damage to Arena. In addition, changes to regulation may result in increased costs to Arena in order to comply with regulatory requirements, and an increased risk of non-compliance with new and complex regulation.

### (s) Dependency on key staff

The specialised nature of Arena's asset portfolio requires a manager with extensive experience in the childcare and healthcare sectors. The loss of key staff or inability to attract new qualified staff could adversely affect Arena's operations and performance.

### (t) Underwriting Agreement

Arena has entered into an underwriting agreement under which the Joint Lead Managers will fully underwrite the Institutional Placement ("Underwriting Agreement"), subject to the terms and conditions of the Underwriting Agreement. If certain conditions are not satisfied or certain events occur, the Joint Lead Managers may terminate the Underwriting Agreement which would have an adverse impact on the total amount of proceeds that could be raised under the Offer and could materially adversely affect Arena's operations, performance, cash flow and financial conditions.

#### Termination events

If any of the following events occur before the issue date of the Placement Securities, the Joint Lead Managers may terminate its obligations under the Underwriting Agreement without cost or liability:

- Any of the acquisition agreements to acquire the ELC properties and the exclusivity and heads of agreement to acquire the ELC developments ("Acquisition Documents") are terminated, rescinded, repudiated or released, or varied or amended in any material respect without the prior written consent of the Joint Lead Managers.
- Any condition precedent to performance of the parties' obligations under any of the Acquisition Documents becomes incapable of being satisfied, and is not waived by a party with the right to waive the condition precedent under the Acquisition Documents, within the time allowed for satisfaction.
- The ASX does not grant the trading halt under the proposed Offer timetable ("Timetable").



- Arena fails to lodge an announcement announcing its intention to conduct the Institutional Placement and Security Purchase Plan with ASX on or before the announcement date under the Timetable (or such later date as the Joint Lead Managers may agree in writing).
- Any of the materials relating to the Institutional Placement and Security Purchase Plan ("Offer Information Materials"), was, at the time of issue, false, misleading or deceptive (including by omission) or likely to mislead or deceive or a matter required to be included (having regard to sections 708A and 1012DA of the Corporations Act and other applicable laws) is omitted from the Offer Information Materials.
- Unconditional approval is refused or not granted to the quotation of all the Placement Securities on the ASX before the issue date, or if such approval is granted, the approval is withdrawn or qualified.
- Arena withdraws any Offer Information Material, the Institutional Placement or any part of the Institutional Placement.
- Any event specified in the Timetable is delayed for more than 1 business day without the prior written approval of the Joint Lead Managers.
- Any director or employee of Arena is charged with a criminal offence, or a director of Arena is disqualified from managing a corporation under the Corporations Act.
- ASX does any of the following:
  - o announces or makes a statement to any person that Arena will be removed from the official list of ASX or Securities will be suspended from quotation, other than any announcement by ASX of a trading halt or suspension made under the Timetable;
  - removes Arena from the official list; or
  - o suspends the trading of Securities for any period of time, other than any trading halt or suspension made under the Timetable.
- Arena is or becomes in default of any of the terms and conditions of the Underwriting Agreement or a representation or warranty by Arena is or becomes misleading or deceptive or is or becomes false or incorrect.
- Arena or any group member controlled by Arena ("Group Member"), alters its capital structure without the prior written consent of the Joint Lead Managers, with the exception of the Offer to be announced on or before the announcement date.
- A material change in the Managing Director, CFO or a member of the boards of directors of Arena REIT Limited, Arena REIT No. 1 or Arena REIT No. 2 (or any Group Members) occurs.
- Any one of the following occurs:
  - o Arena (or any of its Group Members):
    - being or stating that it is unable to pay its debts as and when they fall due; or
    - failing to comply with a statutory demand;
  - o any step being taken towards:
    - the appointment of a liquidator, provisional liquidator, administrator, receiver, receiver and manager or other similar official in relation to, or to any property of, Arena (or any of the Group Members); or



- Arena (or any of the Group Members) being wound up or dissolved or entering into a scheme, moratorium, composition or other arrangement with, or to obtain protection from, its creditors or any class of them or an assignment for the benefit of its creditors or any class of them;
- o circumstances existing which would permit a presumption of insolvency in relation to Arena (or any of the Group Members) under section 459C(2) of the Corporations Act; or
- o anything analogous or having a substantially similar effect occurring in relation to Arena (or any Group Member).
- The S&P/ASX 200 Index or the S&P/ASX A-REIT Index falls by an amount that is 10% or more of the level of that index at the close of trading on the day before the date of the Underwriting Agreement.
- ASIC issues or threatens to issue proceedings in relation to the Institutional Placement or commences, or threatens to commence any inquiry or investigation in relation to the Institutional Placement.
- A certificate which is required to be furnished by Arena under the Underwriting Agreement is not furnished when required, or is or becomes false, misleading or deceptive, including by omission.
- There is a material adverse change, or there is a development involving a prospective material adverse change, in the financial position, results, operations or prospects of Arena.

#### Reasonableness Termination Events

If any of the following events occur the Joint Lead Managers may not exercise their termination rights under the Underwriting Agreement unless in the reasonable opinion of the Joint Lead Managers the event: has or is likely to have a materially adverse effect on the marketing, outcome, success or settlement of the Institutional Placement, the willingness of investors to subscribe for Placement Securities or the likely price at which Placement Securities will trade on ASX; has given or would likely give rise to a liability for the Joint Lead Managers under any applicable law; or has given or would likely give rise to a contravention by the Joint Lead Managers of (or the Joint Lead Managers being involved in a contravention of) the Corporations Act or any applicable law:

- There is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law or regulatory directive, or the Reserve Bank of Australia, or any Commonwealth or State authority, including ASIC, adopts or announces a proposal to adopt a new policy (other than a law, regulatory directive or policy which has been announced before the date of the Underwriting Agreement).
- Any of the following occurs:
  - Hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States, the United Kingdom, Singapore, Hong Kong, the People's Republic of China, Iraq, North Korea, South Korea, Taiwan, Lebanon, Iran, Syria, or any member state of the European Union or a major terrorist act is perpetrated in any of those countries or any diplomatic establishment of any of those countries.
  - o The escalation of existing hostilities in relation to the conflict:
    - between Russia and Ukraine by way of the use of chemical, biological or nuclear weapons, or the military of any member state of the North Atlantic Treaty Organization becomes directly involved in that conflict; or
    - involving Israel and the Gaza region of Palestine, by way of the use of chemical, biological or nuclear weapons, or the military of any member state of the North Atlantic Treaty Organization, Iran, Lebanon, or Syria.



- Any of the following occurs:
  - a general moratorium on commercial banking activities in Australia, the United States, the United Kingdom, Singapore, Hong Kong, Japan or any Member State of the European Union is declared by the relevant central banking authority in those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries;
  - o any adverse effect on the financial markets in Australia, the United States, the United Kingdom, Singapore, Hong Kong, Japan or any Member State of the European Union or any adverse change (including a change involving a prospective adverse change) in political, financial or economic conditions in any of those countries; or
  - o trading in all securities quoted or listed on the ASX, the New Zealand Exchange, New York Stock Exchange, London Stock Exchange, Hong Kong Stock Exchange or the Tokyo Stock Exchange is suspended or limited in a material respect.
- Arena or any Group Member fails to comply with any of the following:
  - o the Corporations Act or any other applicable laws;
  - o the ASX Listing Rules, ASIC Market Integrity Rules, ASX Settlement Operating Rules and ASX Operating Rules, as applicable;
  - o their constitutional documents;
  - o any legally binding requirement of ASIC, the ASX or other governmental agencies; or
  - o any material agreement entered into by it.
- ASIC commences or gives notice of an intention to commence:
  - o a prosecution of Arena or any director or employee of Arena; or
  - o a hearing or investigation into Arena.
- Arena REIT Management Limited's Australian financial services license is cancelled or revoked or there is an amendment to the terms and conditions attached to that licence.
- Any of the following occur in respect of Arena REIT Limited, Arena REIT Management Limited or any of their respective affiliates:
  - o any of their directors is charged with an indictable offence;
  - o any governmental agency commences any public action against any of them, or announces that it intends to take such action;
  - o any of their directors is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;
  - o a contravention by any of them of the Corporations Act, its constitution or any other applicable law, or any such contravention is publicly alleged;
  - o it, or any of their directors or officers (as those terms are defined in the Corporations Act), engage in any dishonest or fraudulent conduct or activity;
  - o any of them becomes or announces that it is likely to become insolvent or enters into any arrangement with its creditors;



- o any other event is publicly announced in relation to any of them that could reasonably be considered to have a material effect on the reputation of Arena REIT Limited, Arena REIT Management Limited or any of their respective affiliates; or
- There is an inaccurate, untrue, incomplete or misleading response in, or other omission from or misstatement relating to, the completed due diligence questionnaire provided by Arena or any other information supplied by or on behalf of Arena to the Joint Lead Managers.
- In addition, Arena also gives certain representations, warranties and undertakings to each of the Joint Lead Managers and an indemnity to each of the Joint Lead Managers and their affiliates to certain carve-outs. For details of fees payable to the Joint Lead Managers, see the Appendix 3B released to ASX on 23 July 2024.

### Key risks relating to investing in Arena Securities (including Placement Securities)

### (a) Economic and market conditions

A number of factors affect the performance of the equity market, which could affect the price at which the Securities (including Placement Securities) trade on the ASX. Among other things, movements on international and domestic stock markets, interest rates, exchange rates, inflation and inflationary expectations and overall economic conditions, economic cycles, investor sentiment, political events and levels of economic growth, both domestically and internationally as well as government taxation and other policy changes may affect the demand for, and price of the Securities (including Placement Securities). Additionally, equity markets can experience price and volume fluctuations that may be unrelated or disproportionate to the operating performance of Arena.

### (b) Preliminary unaudited nature of results for FY2024

Arena's financial results for the financial year ended 30 June 2024 remain subject to the audit process and final Board approval. There is a risk that the preliminary results currently expected change as a result of the audit and sign off process, or that the expected financial results for FY2024 (including those set out on page 17) do not eventuate. However, the FY2024 preliminary results set out in this presentation reflect the Board's current understanding of Arena's financial performance for FY2024, and reflect the continued delivery of Arena's stated investment objectives.

### (c) Distribution guidance

No assurances can be provided in relation to the payment of future distributions. Future determinations as to the payment of distributions by Arena will be at the discretion of Arena and will depend upon the availability of profits, the operating results and financial conditions of Arena, future capital requirements, covenants in relevant debt facilities, general business and financial conditions and other factors considered relevant by Arena. No assurance can be given in relation to the level of tax deferral of future distributions. Tax deferred capacity will depend upon the amount of tax depreciation available and other factors.

### (d) Trading liquidity

Liquidity of the Securities (including Placement Securities) will be independent on the relative volume of buyers and sellers in the market at any given time, which may be impacted by various factors. Large securityholders choosing to trade out of their positions may also affect the market by absorbing trading liquidity.

### (e) Dilution risk

As Arena issues Securities (including Placement Securities) to new investors, existing securityholders' proportional beneficial ownership in the underlying assets of Arena and proportional entitlement of any distributions may be reduced. For example, if you do not participate in a future entitlement offer, then your beneficial ownership in Arena may be diluted.



### (f) Funding

Arena's ability to raise funds on favourable terms from either debt or equity sources in the future depends on a number of factors, including, the state of debt and equity markets, the general economic and political climate and the performance, reputation and financial strength of Arena and the value of the properties. Changes to any of these or other factors could lead to an increase in the cost of funding, limited access to capital, an increased refinancing risk for Arena and an inability to expand operations or acquire assets in order to benefit Arena.

### Other risks related to Arena and property fund investments

#### (a) Interest rates

Unfavourable movements in interest rates relating to Arena's existing debt facilities could lead to increased interest expense, to the extent that interest rates are not hedged.

### (b) Banking obligation risk

Under Arena's debt facilities, Arena is subject to a number of undertakings and covenants, including in relation to gearing levels and interest cover ratios. An event of default would occur if Arena fails to maintain these financial covenants. This may be caused by unfavourable movements in interest rates (to the extent interest rates are not hedged) or deterioration in the income or the value of Arena's investments. In the event that an event of default occurs, the lender may require immediate repayment of Arena's debt facilities. Arena may need to dispose of assets for less than valuation, raise additional equity or reduce or suspend distributions in order to repay Arena's debt facilities, if this occurs.

### (c) Financing

There is a risk that Arena may not be able to refinance its debt facilities and/or interest rate hedge before expiry or may not be able to refinance them on substantially the same terms as Arena's existing facility and/or hedge instruments. In these circumstances, Arena may need to raise further equity, dispose of assets for a lower market value than could otherwise have been realised, or enter into new debt facilities on less favourable terms.

### (d) Gearing

Arena's gearing level will magnify the effects of any changes in interest rates or changes in property values or performance measures. If the level of gearing increases over the term of Arena's debt facilities, this may affect the ability of Arena to refinance its debt facilities

### (e) Litigation

Arena may in the ordinary course of business be involved in possible litigation and disputes (for example, tenancy disputes, development disputes, occupational health and safety claims or third party claims). A material or costly dispute or litigation may adversely affect the operational and financial results of Arena.

### (f) Tax and stamp duty

Changes in tax or stamp duty law or changes in the way tax or stamp duty law is expected to be interpreted, particularly if they relate to property investment, in Australia may adversely impact Arena's financial performance and the value of Arena securities.



### International Offer Restrictions

This document does not constitute an offer of Placement Securities of Arena in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Placement Securities may not be offered or sold, in any country outside Australia except to the extent permitted below.

#### Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of Placement Securities only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom Placement Securities may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the Placement Securities or the offering of the Placement Securities and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of Placement Securities or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the Placement Securities in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the Placement Securities.

Arena as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon Arena or its directors or officers. All or a substantial portion of the assets of Arena and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against Arena or such persons in Canada or to enforce a judgment obtained in Canadian courts against Arena or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the Placement Securities should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the Placement Securities as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the Placement Securities (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.



### International Offer Restrictions

### Hong Kong

WARNING: This document has not been, and will not be, authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorize this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Placement Securities have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Placement Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Placement Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made under that ordinance.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

#### New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand) (the "FMC Act").

The Placement Securities are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore ("MAS") and, accordingly, statutory liability under the Securities and Futures Act 2001 (the "SFA") in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. The issuer is not authorised or recognised by the MAS and the Placement Securities are not allowed to be offered to the retail public. This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Placement Securities may not be circulated or distributed, nor may the Placement Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an "institutional investor" (as defined under the SFA). In the event that you are not an institutional investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.



### International Offer Restrictions

Any offer is not made to you with a view to the Placement Securities being subsequently offered for sale to any other party in Singapore. You are advised to acquaint yourself with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

#### United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Placement Securities have not been, and will not be, registered under the US Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States. The Placement Securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. Accordingly, the Placement Securities will be offered and sold in the United States only to dealers or other professional fiduciaries organised in the United States that are acting for a discretionary or similar account held for the benefit or account of non-US persons ("Eligible US Fund Managers") in compliance with Regulation S under the US Securities Act.



## Glossary

Arena	Arena REIT comprising Arena REIT Limited (ACN 602 365 186), Arena REIT Management Limited (ACN 600 069 761 AFSL No. 465754) as responsible entity of Arena REIT No.1 (ARSN 106 891 641) and Arena REIT No.2 (ARSN 101 067 878)
ASX	Australian Securities Exchange
ELC	Early learning centre
EPS	Earnings per Security
Institutional Placement	The Institutional Placement outlined in this presentation
FY	Financial year
Gearing	Gearing calculated as ratio of borrowings over total assets less cash
Initial Yield	Initial net rent at commencement of lease divided by the property purchase price
NAV	Net asset value per security
Placement Security/Securities	The Securities being offered under the Institutional Placement detailed in this presentation
REIT	Real Estate Investment Trust
Security/Securities	A stapled security comprising one unit in Arena REIT No. 1 (ARSN 106 891 641), one unit in Arena REIT No. 2 (ARSN 101 067 878) and one share in Arena REIT Limited (ACN 602 365 186)
SPP	The Security Purchase Plan outlined in this presentation and the SPP Offer Booklet dated 1 Aug 2024
Transaction	The Institutional Placement and SPP as outlined in this presentation
VWAP	Volume weighted average price
WALE	Weighted average lease expiry (by income)