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## MARKET RELEASE

## ASX ANNOUNCEMENT 10 November 2015

### Aspen Parks Property Fund – Bidder's Statement and First Supplementary Bidder's Statement

Aspen Group (ASX:APZ) notes the announcement by the board committee of Aspen Parks Property Fund (**APPF**) advising that it has received the Bidder's Statement and First Supplementary Bidder's Statement, for the previously announced unsolicited, off-market takeover offer (**Discovery Offer**), from Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for the Beston Accommodation Parks Trust (ABN 61 229 965 660), a wholly owned subsidiary of Discovery Parks Holdings Pty Ltd (ACN 127 847 269) (**Discovery Parks**). Discovery Parks is 95.32% owned subsidiary of Sunsuper Superannuation Fund.

Aspen Group encloses an announcement from the APPF Board Committee.

The APPF Board Committee recommends the Revised Aspen Group Merger Proposal over the Discovery Offer, in the absence of a superior proposal, and advises APPF securityholders to take no action in relation to the Discovery Offer.

Aspen Group will continue to keep the market informed as appropriate.

**END**



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ARSN: 108 328 669

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## Continuous Disclosure

### Aspen Parks Property Fund

**Date:** 10 November 2015

**Title:** Bidder's Statement and First Supplementary Bidder's Statement

Aspen Funds Management Limited as responsible entity of the Aspen Parks Property Trust and Aspen Parks Property Management Limited (together, **APPF**) advises that they have received the Bidder's Statement and First Supplementary Bidder's Statement, for the previously announced unsolicited, off-market takeover offer (**Discovery Offer**), from Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for the Beston Accommodation Parks Trust (ABN 61 229 965 660), a wholly owned subsidiary of Discovery Parks Holdings Pty Ltd (ACN 127 847 269) (**Discovery Parks**). Discovery Parks is 95.32% owned subsidiary of Sunsuper Superannuation Fund (**Sunsuper**).

A copy of the Bidder's Statement and First Supplementary Bidder's Statement is attached.

As previously announced on 30 October 2015, the APPF Board Committee established to consider the Merger Proposal with Aspen Group, in conjunction with its financial and legal advisers, has undertaken a detailed assessment of the Discovery Offer and continues to **recommend the Revised Aspen Group Merger Proposal over the Discovery Offer, in the absence of a superior proposal.**

In addition, the Independent Expert, has concluded that for APPF securityholders, the Revised Aspen Group Merger Proposal is superior to the Discovery Offer.

**The APPF Board Committee advises APPF securityholders to TAKE NO ACTION in relation to the Discovery Offer.** APPF will formally respond to the Discovery Offer via its Target's Statement, which is expected to be despatched to securityholders by mid to late November.

If you have any queries, please contact your financial adviser or Aspen Investor Services on 1800 220 840.



# FIRST SUPPLEMENTARY BIDDER'S STATEMENT

## Offer to acquire all of your stapled securities in ASPEN PARKS PROPERTY FUND

Offer information line:  
1300 781 243  
(within Australia)  
or +61 3 9415 4662  
(outside Australia)

### LETTER FROM THE CHAIRMAN

This is the first supplementary bidder's statement dated 9 November 2015 (**First Supplementary Bidder's Statement**) to the Bidder's Statement dated 23 October 2015 (**Original Bidder's Statement**). It is lodged under section 643 of the Corporations Act 2001 (Cth) by Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for Beston Accommodation Parks Trust (ABN 61 229 965 660) (**Discovery Bidder**). This First Supplementary Bidder's Statement supplements and is to be read together with the Original Bidder's Statement (sent to you with this First Supplementary Bidder's Statement). A number of defined terms are used in this First Supplementary Bidder's Statement. The meaning of these terms is explained in section 13 of the Original Bidder's Statement as supplemented by section 3.10 of the "Section 3 - Additional information" contained in this First Supplementary Bidder's Statement.

As a result of the announcement on 30 October 2015 of the revision to the APZ Proposed Merger, this Chairman's letter and the sections in this First Supplementary Bidder's Statement titled "Section 1 - Why you should accept the Discovery Offer" and "Section 2 - Summary of the Discovery Offer and how to accept it" supersede sections 1 to 3 of the Original Bidder's Statement. Sections 1 to 3 of the Original Bidder's Statement contained information relating to the superseded APZ Proposed Merger (announced by APZ and APPF on 14 September 2015).

The section titled "Section 3 - Additional information" in this First Supplementary Bidder's Statement supplements and is to be read together with the Original Bidder's Statement.

1 Source: <http://www.aspenfunds.com.au/docs/aspen-park-property-fund-document-library/daily-pricing-and-distribution-rates.xls?sfvrsn=1110>

2 APZ Explanatory Memorandum, page 199, assuming only APZ Merged Group Securities are issued and no cash consideration is taken up.

3 ASX has not consented to the use of trading data in this First Supplementary Bidder's Statement.

9 November 2015

Dear APPF Securityholder,

On behalf of Discovery Group, I am pleased to introduce the Discovery Offer to acquire all or any of your Shares stapled to Units (**APPF Stapled Securities**) in the Aspen Parks Property Fund (**APPF**) at a cash price of \$0.58 per APPF Stapled Security.

The Discovery Offer delivers a compelling opportunity for APPF Securityholders to realise immediate liquidity and certainty of value at an attractive cash price.

#### **The Discovery Offer remains superior to the APZ Proposed Merger**

The Discovery Offer provides a superior alternative to the merger that APZ (the entity listed on ASX) and APPF announced on 30 October 2015 (**APZ Proposed Merger**).

If you want all cash for your APPF Stapled Securities you should accept the Discovery Offer now. If you accept now, you will also automatically receive any increase in price that Discovery Bidder may offer in the future.

By contrast to the certain value of the Discovery Offer, the APZ Proposed Merger offers you, as an APPF Securityholder:

- limited cash;
- illiquid scrip of uncertain value in a merged group that will be heavily indebted; and
- ongoing reliance on the management capability of APZ, which has presided over significant value destruction for both APPF and APZ Securityholders.

**If you accept the Discovery Offer and the Discovery Offer becomes unconditional, you will have sold your APPF Stapled Securities to Discovery Bidder and Discovery Bidder may decide to vote your APPF Stapled Securities against the APZ Proposed Merger. Discovery Bidder will not vote your APPF Stapled Securities while the Offer is conditional. This statement qualifies and supersedes anything to the contrary in the Original Bidder's Statement.**

I encourage you to read the section immediately after this letter titled "Section 1 - Why you should accept the Discovery Offer", which outlines in detail the reasons why the Discovery Offer is superior to the APZ Proposed Merger. In summary, the Board of Discovery Bidder considers that the Discovery Offer is superior to the APZ Proposed Merger for the following reasons:

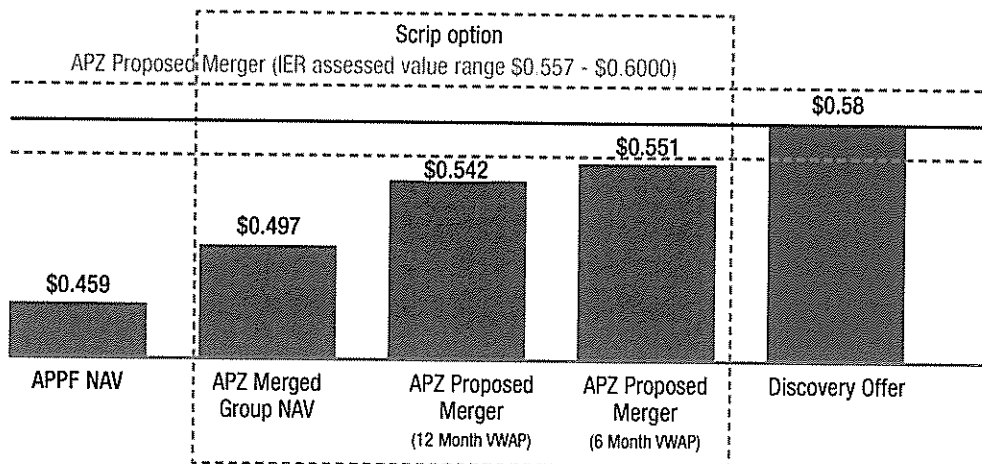
#### **1. The Discovery Offer is all cash and provides certainty of value**

The Discovery Offer is all cash and delivers value certainty to all APPF Securityholders at an attractive price, whereas the APZ Proposed Merger consideration is a mixture of cash and APZ Merged Group Securities of highly uncertain value.

The consideration offered under the Discovery Offer, being \$0.58 per APPF Stapled Security, represents a premium of:

- Approximately 26% to the APPF net asset value per APPF Stapled Security of \$0.4587 (based on publicly available information as at 26 October 2015<sup>1</sup>).
- Approximately 17% to APZ Merged Group NAV per APPF Stapled Security of \$0.497.<sup>2</sup>
- Approximately 7% to the implied value of the scrip option in the APZ Proposed Merger of \$0.542 (based on the volume weighted average price in the 12 months preceding the announcement of the APZ Proposed Merger on 14 September 2015<sup>3</sup>).
- Approximately 5% to the implied value of the scrip option in the APZ Proposed Merger of \$0.551 (based on the volume weighted average price in the 6 months preceding the announcement of the APZ Proposed Merger on 14 September 2015).

The consideration offered under the Discovery Offer also falls above the half way point of the assessed range for the value of the scrip consideration under the APZ Proposed Merger, as assessed in the IER by APZ's and APPF's "independent expert" of \$0.557 – \$0.600.<sup>4</sup>



Source: APZ Explanatory Memorandum and ASX trading data.

4 APZ Explanatory Memorandum, page 139.

5 APZ security price as at close of trade 6 November 2015 compared with APZ security price as at close of trade 2 January 2012.

6 APPF net asset value per security as at 26 October 2015 compared with APPF net asset value per security as at 1 January 2012.

7 APZ Explanatory Memorandum, page 92.

8 Based on the average daily trading volume of APZ securities on ASX over the last 6 months and assuming a proportionate increase in daily trading volume is achieved post transaction. The proportionate increase (if any) will depend on the number of APZ Merged Group Securities issued compared with the number of APZ securities currently on issue. The number of APZ Merged Group Securities issued will depend on the level of take up of the cash option.

## 2. Under the APZ Proposed Merger APPF Securityholders may have to accept up to 50% of their consideration as APZ Merged Group Securities and continue to rely on APZ's management capability, which has presided over significant value destruction in both APPF and APZ

According to the terms of the APZ Proposed Merger, APPF Securityholders will receive APZ Merged Group Securities under the scrip option and if the \$41 million cap on available cash for the cash option has been reached, they will also receive some APZ Merged Group Securities – even if they have elected to receive only cash for their APPF Stapled Securities. This means APPF Securityholders may have to accept up to approximately 50% of their consideration in APZ Merged Group Securities. APPF Securityholders who want more cash than they have been allocated may elect to participate in a sale facility or sell their APZ Merged Group Securities on market. However, the value they will receive for those securities is highly uncertain.

By contrast the Discovery Offer is all cash.

If the APZ Proposed Merger is successful and you elect or are required to accept APZ Merged Group Securities, you will continue to rely on the management capability of APZ as the manager of your investment. Since 2012, APZ leadership has presided over significant value destruction for investors including a fall of 60% in the value of APZ securities<sup>5</sup>, a fall of 61% in the net asset value per APPF Stapled Security<sup>6</sup>, and extensive write-downs across both APZ's and APPF's portfolios.

In addition you will dilute your interest in APPF's assets and become exposed to APZ's other assets (including Aspen Karratha Village and Spearwood South) and an expanded asset mix including pure resources park and limited manufactured housing estate (MHE) assets, as compared with your current exposure in APPF which is highly focused on holiday parks accommodation.

You will also be exposed to significantly higher administration costs because the APZ Merged Group will be listed and has a highly paid management team and board.

## 3. The value of APZ Merged Group Securities is highly uncertain

This is demonstrated by the implied value range for APZ Merged Group Securities as shown in the chart above.

The APZ Explanatory Memorandum states that "the exact value of the Merger Consideration is uncertain" and that "trading on the ASX remains subject to market conditions, such as there being sufficient buyers of APZ Merged Group Securities. Aspen Group [APZ] has historically had low liquidity".<sup>7</sup>

Depending on the level of take up of the cash option available in the APZ Proposed Merger, it could take approximately 34 - 57 weeks of trading to sell the total number of APZ Merged Group Securities issued in the APZ Proposed Merger.<sup>8</sup>

Based on the above, it is reasonably likely that APZ Merged Group Securities will have limited liquidity and there is no guarantee of their realisable value. This potential limited liquidity may also negatively impact the price that may be obtained from a future sale of the securities including under the APZ Proposed Merger sale facility.

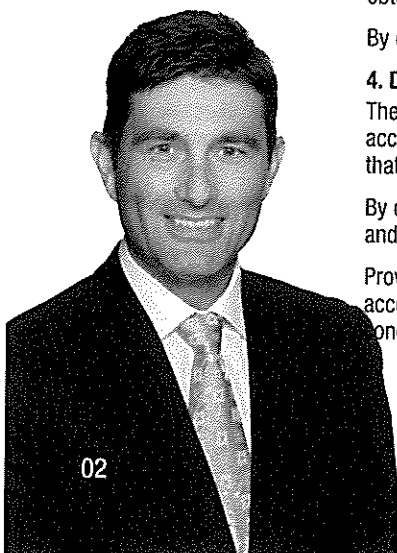
By contrast the Discovery Offer is all cash.

## 4. Discovery Offer has minimal conditions and is less conditional than the APZ Proposed Merger

There are very few conditions to the Discovery Offer. They are: standard prescribed occurrences, 15% minimum acceptance, no de-stapling of the APPF Stapled Securities or other APPF constitution or structure changes, and a condition that the APZ Proposed Merger is not approved.

By contrast, the APZ Proposed Merger is dependent on a significant number of conditions being satisfied, including APZ and APPF Securityholder approvals, some of which require a special resolution (75% voting threshold).

Provided the Discovery Offer is declared unconditional, Discovery Bidder may decide to vote any APPF Stapled Securities accepted into the Discovery Offer against the APZ Proposed Merger. Consequently there is a material risk that the conditions of the APZ Proposed Merger will not be satisfied.



## LETTER FROM THE CHAIRMAN

### 5. APPF corporate governance raises significant concerns

Despite the factors outlined above, the APPF Board Committee has recommended the APZ Proposed Merger over the Discovery Offer. In our view, this raises significant concerns about the independence of the APPF Board Committee and its governance procedures. The APPF Board Committee is comprised of only two people: one is a current APZ director and the other is APZ's founding Chairman. The Board of Discovery Bidder's view is that the APPF Board Committee cannot be considered to be independent.

I encourage all APPF Securityholders to contact their representatives on the APPF Board and insist that an independent, impartial and unbiased view is given about which proposal is in the best interests of APPF Securityholders other than APZ.

### About Discovery Group

The Discovery Offer for your APPF Stapled Securities is being made by Discovery Bidder, which is both a wholly owned subsidiary of Discovery Parks and the trustee of the Beston Accommodation Parks Trust.

Together Discovery Parks and Discovery Bidder are Discovery Group.

Founded in December 2004, Discovery Group is one of the largest owners and operators of park accommodation in Australia. Discovery Group operates over 30 accommodation and holiday parks and boasts more than 1,400 cabins, 4,200 powered and unpowered caravan and camping sites and 1,100 workforce accommodation rooms in 7 states and territories across Australia.

Discovery Group is 95.32% owned by Sunsuper Superannuation Fund.

### Conclusion

I encourage you to read the Original Bidder's Statement and this First Supplementary Bidder's Statement for more details about the Discovery Offer (but noting that this letter and the sections in this First Supplementary Bidder's Statement titled "Why you should accept the Discovery Offer" and "Summary of the Discovery Offer and how to accept it" supersede sections 1 to 3 of the Original Bidder's Statement). The Discovery Offer is open for acceptance until 7.00pm (Sydney time) on Wednesday 9 December 2015, unless extended or withdrawn. If you wish to accept the Discovery Offer, please complete and return the Offer Acceptance Form enclosed with this First Supplementary Bidder's Statement

If you have any questions in relation to the Discovery Offer, please contact your financial or other professional advisor or contact the Discovery Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia).

Thank you for your consideration of the Discovery Offer.

Yours sincerely



**Chester Moynihan**  
Discovery Group Chairman

## KEY DATES & EVENTS IN THE DISCOVERY OFFER

|                                                     |                                                      |
|-----------------------------------------------------|------------------------------------------------------|
| Announcement Date                                   | Friday 23 October 2015                               |
| Original Bidder's Statement lodged with ASIC        | Friday 23 October 2015                               |
| Date of this First Supplementary Bidder's Statement | Monday 9 November 2015                               |
| Offer opens                                         | Monday 9 November 2015                               |
| Offer closes, unless extended or withdrawn          | 7.00pm (Sydney time) on<br>Wednesday 9 December 2015 |

### IMPORTANT INFORMATION ABOUT THE DISCOVERY OFFER AND THE APZ PROPOSED MERGER

If you accept the Discovery Offer and the Discovery Offer becomes unconditional, you will have sold your APPF Stapled Securities to Discovery Bidder and Discovery Bidder may choose to vote your APPF Stapled Securities against the APZ Proposed Merger. Discovery Bidder will not vote your APPF Stapled Securities while the Discovery Offer is conditional. This statement qualifies and supersedes anything to the contrary in the Original Bidder's Statement.

## SECTION 1 - WHY YOU SHOULD ACCEPT THE DISCOVERY OFFER

**If you want cash for your APPF Stapled Securities you should accept the Discovery Offer now. You will not miss out on any increase in price that Discovery Bidder may offer.**

In summary, as explained in detail on the following pages, you should accept the Discovery Offer because:

1. The Discovery Offer is superior to the APZ Proposed Merger.
2. APZ Merged Group Securities offered under the APZ Proposed Merger are illiquid and their value is uncertain.
3. APZ's leadership has presided over significant value destruction for both APZ and APPF investors – accepting APZ Merged Group Securities would mean you remain exposed to the same management capability that has seen the value of your APPF Stapled Securities decline.
4. If you accept APZ Merged Group Securities or are forced to accept them because the cash consideration in the APZ Proposed Merger have run out, you will be exposed to a greater amount of resource industry accommodation and an unproven APZ strategy to increase exposure to manufactured housing estates.
5. The Discovery Offer is less conditional than the APZ Proposed Merger.
6. Discovery Bidder has significant concerns about the independence of the APPF Board Committee, its governance and hence its recommendation of the APZ Proposed Merger.
7. The APPF Board Committee's justification for recommending the APZ Proposed Merger over the Discovery Offer relies on misleading comparisons.

9 APZ Explanatory Memorandum, section 8 and IER, page 53.

### 1 The Discovery Offer is superior to the APZ Proposed Merger

The Discovery Offer is all cash. The APZ Proposed Merger offers limited cash and illiquid scrip of uncertain value in a merged group which will be heavily indebted.

#### The Discovery Offer is all cash

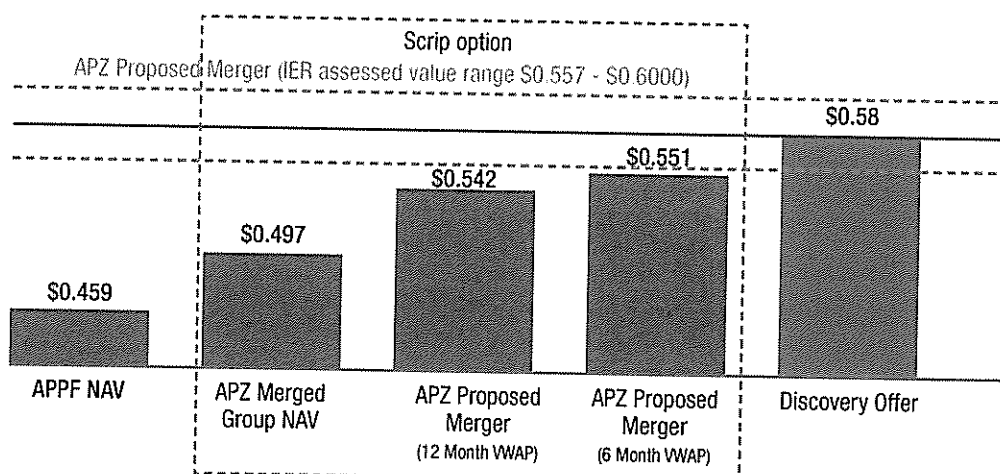
- The Discovery Offer is \$0.58 per APPF Stapled Security in cash, not illiquid securities of uncertain value.

#### The value of the APZ Proposed Merger is dependent on the uncertain value of illiquid APZ Merged Group Securities

- The APZ Proposed Merger's cash component is capped at \$41m, so ~50% of the total consideration is in APZ Merged Group Securities.
- Even with this cap, APZ Merged Group pro forma loan-to-valuation ratio (LTV) is high at 46.5%.<sup>9</sup>
- The value of APZ Merged Group Securities is uncertain – see below.
- APZ Merged Group Securities are likely to be illiquid – see below.

#### Even on APZ's highly qualified value estimates, Discovery Bidder's all cash offer price is comparable with, or superior to, the APZ Proposed Merger

The table below indicates that the \$0.58 price of the Discovery Offer is above the halfway point of the IER assessed implied value range for APZ Merged Group Securities. And, for the reasons set out below, the value of APZ Merged Group Securities is highly uncertain and may not trade at or near an implied value of \$0.60.

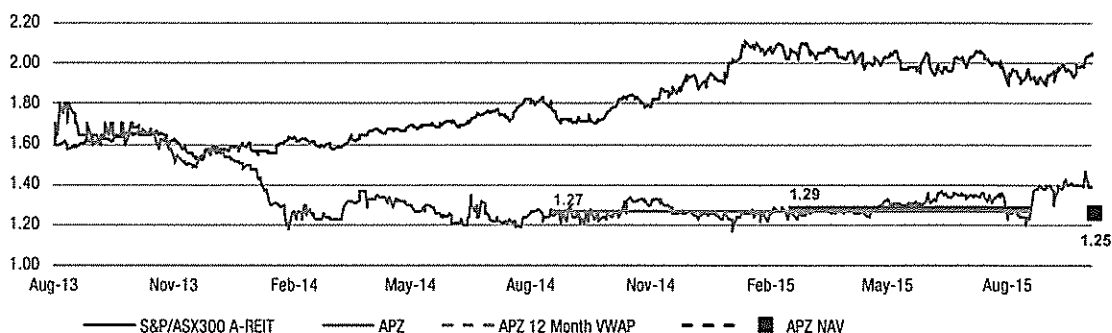


Source: APZ Explanatory Memorandum and ASX trading data.

# FIRST SUPPLEMENTARY BIDDER'S STATEMENT

## 2 APZ scrip is illiquid and its value is uncertain

APZ has significantly underperformed the broader A-REIT sector and there are no guarantees regarding future performance



Source: S&P/ASX300 A-REIT compared to APZ's security price from 26 August 2013 to 28 October 2015 (the same range as used in the IER)

10 APZ Explanatory Memorandum, page 168.

11 Assuming full take up of the cash option.

12 Based on the average daily trading volume of APZ securities on ASX over the last 6 months and assuming a proportionate increase in daily trading volume is achieved post transaction. The proportionate increase (if any) will depend on the number of APZ Merged Group Securities issued compared with the number of APZ securities currently on issue. The number of APZ Merged Group Securities issued will depend on the level of take up of the cash option.

13 Assuming full take up of the cash option.

14 APZ Explanatory Memorandum, page 11.

15 Assumes no change in NAV per security on days where there is missing data.

### APZ securities are illiquid

- Only 8.5m APZ securities were traded in the 6 months prior to the announcement of the APZ Proposed Merger.<sup>10</sup>
- This compares to approximately 29m APZ Merged Group Securities to be issued to APPF Securityholders in the APZ Proposed Merger.<sup>11</sup>
- Depending on the level of take up of the cash option, it could take approximately 34 - 57 weeks of trading to sell the total number of APZ Merged Group Securities issued in the APZ Proposed Merger.<sup>12</sup>

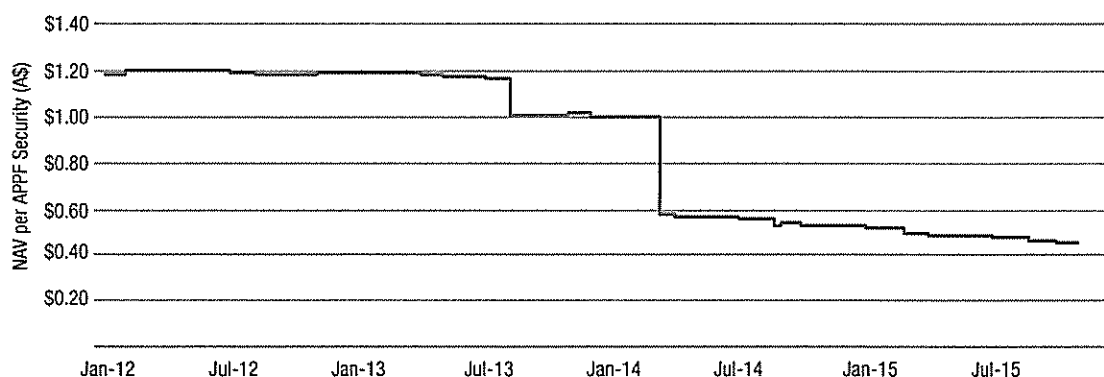
### The value of APZ securities is uncertain

- The \$1.30 - \$1.40 trading range for the APZ Merged Group Securities used by APPF's and APZ's independent expert represents a 17% - 26% premium to APZ Merged Group NAV of \$1.11<sup>13</sup>. This is a particularly high range for a premium to NAV and may be difficult to achieve.
- APZ/APPF states "there is no guarantee that [APZ] Merged Group Securities will trade at any particular price after implementation".<sup>14</sup>

## 3 APZ has presided over significant value destruction for APPF Securityholders

If the APZ Proposed Merger is successful and you elect or are required to accept APZ Merged Group Securities, you will remain exposed to the same APZ management capability that has seen the value of your APPF Stapled Securities decline.

APZ as manager of APPF has presided over a fall of 61% in the NAV of your securities since 2012<sup>15</sup>



Source: APPF Daily Pricing and Distribution Rates as at 26 October 2015

# FIRST SUPPLEMENTARY BIDDER'S STATEMENT

Since 2012 there have been extensive writedowns across both APZ and APPF

| Date      | APPF revaluation (A\$m) |
|-----------|-------------------------|
| 24-Aug-15 | (3.8)                   |
| 23-Feb-15 | (4.8)                   |
| 25-Aug-14 | (2.2)                   |
| 11-Mar-14 | (64.4)                  |
| 2-Aug-13  | (26.8)                  |
| 1-Apr-13  | 0.2                     |
| 1-Jan-13  | 0.1                     |
| 1-Aug-12  | (0.5)                   |
| 1-Mar-12  | 0.8                     |

Source: APPF Continuous Disclosure and Policies, Investor updates for the period 1 January 2012 to 3 November 2015, Half Year Results and Presentation dated 23 February 2015, Aspen Parks Property Fund Revaluation dated 2 August 2013 and Completion of Revaluation and Financial Update dated 11 March 2014

16 APZ announcement to the ASX dated 30 October 2015 in relation to the APZ Proposed Merger refers to earnings yield for Ingenia and Gateway.

17 Gateway Lifestyle Group 2014/2015 annual report disclosed on ASX on 25 September 2015.

18 Ingenia Communities Group 2014/2015 annual report disclosed on ASX on 16 October 2015, references to MHE settlements and development sites relate to sites in its "Active Lifestyle Estates" division.

19 According to the APZ 2015 Full Year Results Presentation disclosed on ASX on 24 August 2015. It is assumed that statements made in relation to manufactured housing were made with reference to APZ and APPF.

20 APZ Merged Group using 30 June 2015 accounts adjusted assuming full take up of the cash option in the APZ Proposed Merger.

21 Borrowings less cash divided by total assets less cash for Gateway and APZ Merged Group. For Ingenia, calculated as total borrowings (including bank guarantees) divided by secured assets.

22 APZ Merged Group using 30 June 2015 accounts adjusted assuming full take up of the cash option in the APZ Proposed Merger.

23 Assuming full take up of the cash option the APZ Proposed Merger.

## 4 If you accept APZ Merged Group Securities or are forced to accept them because the cash consideration in the APZ Proposed Merger have run out, you will be exposed to a greater amount of resource industry accommodation and an unproven APZ strategy to increase exposure to manufactured housing estates

If the APZ Proposed Merger is successful and you elect or are required to accept APZ Merged Group Securities, you will also dilute your interest in APPF's assets and become exposed to APZ's expanded asset mix including resource industry accommodation and limited MHE assets, compared to your current exposure which is highly focused on holiday parks accommodation.

You will also be exposed to significantly higher administration costs because the APZ Merged Group will be listed and has a highly paid management team and board.

### Resource industry accommodation

One resource asset you will become exposed to is Aspen Karratha Village, a worker accommodation village located in the Pilbara in Western Australia. Since APZ developed this asset in 2008, its value has decreased from \$57.6m at 30 June 2012 to \$22.0m today. This asset has 83% occupancy to a single tenant, with the lease due to expire in January 2018 (i.e. in approximately 2 years). The APZ leadership team has been "seeking tenants for the remaining 30 rooms" since at least December 2013.

### Manufactured housing estate (MHE) strategy

APZ has stated that intends to grow its exposure to pure residential parks, or manufactured housing estates. Its contention<sup>16</sup> that the APZ Merged Group is comparable to Gateway Lifestyle Group (**Gateway**) and Ingenia Communities Group (**Ingenia**) is questionable, casting doubt over the estimated value of APZ Merged Group Securities.

**Gateway and Ingenia trade well largely because of the demographics and growth in their manufactured housing estate businesses**

**By comparison with Gateway and Ingenia, APZ and APPF have very little MHE exposure and significant exposure to resources accommodation**

|                                         | Gateway <sup>17</sup> | Ingenia <sup>18</sup> | APZ Merged Group     |
|-----------------------------------------|-----------------------|-----------------------|----------------------|
| MHE Settlements (FY15)                  | 124                   | 56                    | 3 <sup>19</sup>      |
| MHE development sites (as at 30 Jun 15) | 2,172                 | 1,135                 | 200                  |
| Net assets (as at 30 Jun 15)            | \$434m                | \$344m                | \$149m <sup>20</sup> |
| Gearing (as at 30 Jun 15) <sup>21</sup> | 8%                    | 23%                   | 42% <sup>22</sup>    |

The APZ Merged Group will have:

- A significant exposure to lower-value resources accommodation and corporate accommodation.
- Limited exposure to higher value MHE sites and MHE development income.
- A smaller total asset base in comparison to Gateway and Ingenia.
- A management team with very limited experience in MHE and a mediocre track record in operating holiday parks.
- Substantial capital constraints (pro forma LTV of 46.5% compared with a covenant of 50%).<sup>23</sup>



## 5 The Discovery Offer is less conditional than the APZ Proposed Merger

| APZ Proposed Merger                                                                                                                                                                                         | Discovery Offer                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Regulatory approvals                                                                                                                                                                                        | • 15% minimum acceptance condition                                                                                |
| • APPF Securityholder approvals and APZ securityholder approvals <ul style="list-style-type: none"> <li>- Multiple resolutions some of which require a special resolution (75% voting threshold)</li> </ul> | • No de-stapling, constitution or structure changes and resolutions required for APZ Proposed Merger not approved |
| • No material adverse change to APZ or APPF                                                                                                                                                                 | • No prescribed occurrences                                                                                       |
| • Approval for quotation of APZ Merged Group Securities on ASX                                                                                                                                              |                                                                                                                   |
| • Second court hearing approval                                                                                                                                                                             |                                                                                                                   |
| • Other conditions                                                                                                                                                                                          |                                                                                                                   |

If the Discovery Offer becomes unconditional, Discovery may decide to vote any APPF Stapled Securities accepted into the Discovery Offer against the APZ Proposed Merger. There is therefore a material risk that the conditions of the APZ Proposed Merger will not be satisfied. (Discovery Bidder will not vote your APPF Stapled Securities while the Discovery Offer is conditional.)

- Discovery Bidder is confident that the 15% Minimum Relevant Interest Condition can be satisfied, given the number of APPF Securityholders that Discovery Group believes are seeking cash liquidity.
- Under the current timetable the Discovery Offer is scheduled to close at 7.00pm (Sydney time) on 9 December 2015 and the APPF Securityholder meetings to vote on the APZ Proposed Merger are scheduled for 9 December 2015.
- APPF Securityholders should be aware that if the Discovery Offer closes as scheduled on 9 December 2015, and you did not accept it, and the APZ Proposed Merger is not successful, there will no longer be an avenue for liquidity through the Discovery Offer.

<sup>24</sup> APPF previously referred to this committee as the APPF Independent Board Committee even though it was a two person committee with one non-independent member on it. For example, see APPF continuous disclosure notice titled "Merger of Aspen Parks Property Fund and Aspen Group" dated 14 September 2015.

<sup>25</sup> APZ Explanatory Memorandum, page 26.

## 6 Discovery has concerns about APPF's governance

Discovery Bidder has significant concerns about the independence of the APPF Board Committee and its governance and consequently, considers the recommendation provided and the conclusion that the APZ Proposed Merger is superior is questionable.

### The APPF Board Committee recommendation is questionable

- The Discovery Offer consideration, all cash, is comparable with or superior to the APZ Proposed Merger offer value even if the \$1.30 - \$1.40 value range for APZ Merged Group Securities is used.
- Despite this, the APPF Board Committee has recommended the APZ Proposed Merger over the Discovery Offer.

### The APPF Board Committee is not independent

- APPF's Board Committee is made up of only two people: one is a current APZ director and the other is APZ's founding Chairman – this is why it is no longer called an Independent Board Committee.<sup>24</sup>

### The Discovery Offer has not received adequate APPF Board Committee engagement

- The APPF Board Committee did not provide a recommendation of the Discovery Offer despite having several days to consider it and despite it being materially superior to the initial (~\$0.52) APZ Proposed Merger first announced on 14 September 2015.
- The APPF Board Committee then provided a recommendation for the revised APZ Proposed Merger overnight and before the independent expert had published its opinion.

### APPF has historically avoided fully engaging with Discovery

- APPF did not engage fully with Discovery Group on Discovery Group's fully priced indicative offer in September 2014. This resulted in significant dilution to your securityholding in APPF in 2014 with APZ acquiring APPF Stapled Securities at between \$0.49 and \$0.51 – a material discount to the Discovery Offer price.

### The "independent expert" is engaged on both sides of the APZ Proposed Merger

- APZ and APPF are using the same "independent expert" to provide an opinion to both the bidder (APZ) and the target (APPF).

The APPF Board Committee previously recommended a proposal which was substantially inferior to the Discovery Offer and the current APZ Proposed Merger – giving rise to concern as to how robust the governance arrangements are

- The terms of the initial APZ Proposed Merger (Initial APZ Proposal) were apparently the result of "detailed discussions between the APPF Board Committee and the non-executive APZ Directors not on the APPF Board Committee"<sup>25</sup> over the course of a number of months and the terms were recommended to APZ securityholders as being in their best interests.
- Despite this, APZ's offer terms were swiftly amended upwards in APPF Securityholders' favour following the emergence of the Discovery Offer.
- In light of the above it is questionable why the APPF Board Committee recommended the Initial APZ Proposal at all when it is now clear it did not maximise value for all APPF Securityholders.

## **7 APPF states misleading justifications for its recommendation of the APZ Proposed Merger**

The APPF Board Committee's justification of its recommendation of the APZ Proposed Merger over the Discovery Offer is based on misleading comparisons – see in particular the APZ Explanatory Memorandum, page 35.

### **APZ Proposed Merger does not offer \$0.60**

- The APZ Proposed Merger does not offer \$0.60 per APPF Stapled Security as compared to Discovery Offer's \$0.58. \$0.60 is only the "implied value" of the consideration under the APZ Proposed Merger taking the absolute highest point of the estimated value of APZ Merged Group Securities by the independent expert.
- Accordingly the APZ Proposed Merger does not "achieve a premium of 2 cents per security over Discovery Park's Proposal".<sup>26</sup>

### **APZ Proposed Merger does not offer a choice of all cash or scrip**

- The APZ Proposed Merger does not offer a choice of all cash or APZ Merged Group Securities – the extent to which you receive cash will depend on the extent that the limited cash pool of \$41 million for the cash consideration is available.
- If the APZ Proposed Merger is approved, and all APPF Securityholders (other than APZ) elect to receive cash to the fullest extent, you will retain approximately 50% of your investment in APZ Merged Group Securities whether you want to or not, and you will have to make arrangements to sell them (either on market or through the sale facility) for an uncertain price.

### **Small residual distributions are scant compensation**

- The cash distributions you may retain prior to implementation of the APZ Proposed Merger are limited to an estimated grand total of \$0.01 per APPF Stapled Security – scarcely compensation for the uncertain value of the illiquid APZ Merged Group Securities being offered.

### **The Discovery Offer gives comparable or better choice than the APZ Proposed Merger**

- APPF's assertion that the Discovery Offer does not allow you to remain invested in APPF is misleading.
- You can remain invested in APPF (and continue to receive APPF distributions) by accepting the Discovery Offer for some of your APPF Stapled Securities and retaining the rest<sup>27</sup> – Discovery Bidder's Offer is for all or any of your APPF Stapled Securities and has a Minimum Relevant Interest Condition of only 15%.

26 APZ Explanatory Memorandum, page 35.

27 Assuming Discovery Bidder does not acquire Relevant Interests in 90% or more of APPF Stapled Securities, which would need to include the APPF Stapled Securities held by APZ – please refer to section 6 regarding Discovery Bidder's intention to compulsorily acquire APPF Stapled Securities if it is entitled to do so.

## **SECTION 2 - SUMMARY OF THE DISCOVERY OFFER AND HOW TO ACCEPT IT**

The following is a summary only of the Discovery Offer. The full terms of the Discovery Offer are contained in section 10 of the Original Bidder's Statement.

|                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Who is making the Discovery Offer?</b>                                                      | <p>Discovery Bidder, a wholly owned subsidiary of Discovery Parks and trustee of the Beston Parks Accommodation Trust, is offering to acquire all or any of your APPF Stapled Securities. Together Discovery Bidder and Discovery Parks are Discovery Group.</p> <p>Founded in December 2004, Discovery Group is one of the largest owners and operators of park accommodation in Australia. Discovery Group operates over 30 accommodation and holiday parks and boasts more than 1,400 cabins; 4,200 powered and unpowered caravan and camping sites and 1,100 workforce accommodation rooms in 7 states and territories across Australia.</p> <p>For more information about Discovery Group, please see section 4 of the Original Bidder's Statement.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>2. What is the Discovery Offer?</b>                                                            | <p>Discovery Bidder is offering to acquire any or all of your APPF Stapled Securities on the terms set out in the Original Bidder's Statement.</p> <p>The Discovery Offer consideration is \$0.58 cash for each of your APPF Stapled Securities. You may <b>ACCEPT</b> the Discovery Offer in respect of any or all of the APPF Stapled Securities held by you.</p> <p>For the full terms and conditions of the Discovery Offer, please see section 10 of the Original Bidder's Statement.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>3. When does the Discovery Offer open?</b>                                                     | Monday 9 November 2015.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>4. When does the Discovery Offer close?</b>                                                    | 7.00pm (Sydney time) on Wednesday 9 December 2015, unless extended.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>5. What is the Original Bidder's Statement and the First Supplementary Bidder's Statement?</b> | <p>The Original Bidder's Statement and First Supplementary Bidder's Statement describe the terms of Discovery Bidder's Offer for all or any of your APPF Stapled Securities and contains information relevant to your decision whether to accept the Discovery Offer.</p> <p>The Original Bidder's Statement and First Supplementary Bidder's Statements are important documents. You should read them in their entirety. You should read them in their entirety (but noting that the Chairman's letter and the sections in this First Supplementary Bidder's Statement titled "Section 1 - Why you should accept the Discover Offer" and "Section 2 - Summary of the Discovery Offer and how to accept it" supersede sections 1 to 3 of the Original Bidder's Statement).</p> <p>The First Supplementary Bidder's Statement contains information that supersedes some of the information in the Original Bidder's Statement and as such should be read first. If you are in doubt as to how to deal with the documents, please consult your financial, legal or other professional adviser.</p>                                                                                                                                                                                                                                         |
| <b>6. Why should I accept the Discovery Offer?</b>                                                | <p>There are a number of reasons why you should <b>ACCEPT</b> the Discovery Offer:</p> <ul style="list-style-type: none"> <li>• The Discovery Offer is superior to the APZ Proposed Merger.</li> <li>• APZ Merged Group Securities offered under the APZ Proposed Merger are likely to be illiquid and their value uncertain.</li> <li>• If you accept APZ Merged Group Securities or are forced to accept them because the cash consideration in the APZ Proposed Merger have run out, you will be exposed to a greater amount of resource industry accommodation and an unproven APZ strategy to increase exposure to manufactured housing estates.</li> <li>• The Discovery Offer is less conditional than the APZ Proposed Merger.</li> <li>• APZ has a poor track record in managing accommodation parks and delivering value to securityholders.</li> <li>• Discovery Bidder has significant concerns about the independence of the APPF Board Committee, its governance and hence its recommendation of the APZ Proposed Merger.</li> <li>• The APPF Board Committee's justification for recommending the APZ Proposed Merger over the Discovery Offer relies on misleading comparisons.</li> </ul> <p>For detailed discussion on each of these reasons, please see section 1 of this First Supplementary Bidder's Statement.</p> |

# FIRST SUPPLEMENTARY BIDDER'S STATEMENT

|                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>7. How do I accept the Discovery Offer?</b>                                                | <p>You may <b>ACCEPT</b> the Discovery Offer in respect of all or any of the APPF Stapled Securities held by you.</p> <p>To accept the Discovery Offer you must complete and sign the Offer Acceptance Form included with this First Supplementary Bidder's Statement in accordance with the instructions on it and deliver it or send it by post to the registry address on the Offer Acceptance Form together with all other documents required by the instructions on the Offer Acceptance Form included in this First Supplementary Bidder's Statement, so that they are received before the end of the Offer Period, which is by no later than 7.00pm (Sydney time) on Wednesday 9 December 2015, unless extended or withdrawn.</p> <p>Offer Acceptance Forms may also be sent by facsimile to +61 3 9473 2093 or by email to <a href="mailto:discoveryoffer@computershare.com.au">discoveryoffer@computershare.com.au</a> before the end of the Offer Period, but all other documents required by the instructions on the Offer Acceptance Form must then be sent to the address on the Offer Acceptance Form.</p> <p>Please refer to the Offer Acceptance Form enclosed with this First Supplemental Bidder's Statement for further instructions on how to <b>ACCEPT</b> the Discovery Offer.</p> |
| <b>8. If I accept the Discovery Offer, when will I get paid?</b>                              | <p>If you accept the Discovery Offer in accordance with the instructions contained in section 10 of the Original Bidder's Statement and the Offer Acceptance Form, you will be sent payment within the earlier of:</p> <ul style="list-style-type: none"> <li>• one month of your acceptance, unless the Discovery Offer is still subject to conditions, in which case you will be sent payment within one month of the Discovery Offer becoming or being declared unconditional; and</li> <li>• provided the conditions of the Discovery Offer are satisfied or waived, within 21 days of the end of the Offer Period.</li> </ul> <p>Full details of when consideration will be paid are set out in section 10.5 of the Original Bidder's Statement.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>9. What about the APZ Proposed Merger?</b>                                                 | <p>APZ and APPF announced a proposed merger by way of schemes of arrangement on 14 September 2015. The terms of the proposed merger were revised as referred to in their announcement on 30 October 2015.</p> <p>If you accept the Discovery Offer and the Discovery Offer becomes unconditional, you will have sold your APPF Stapled Securities to Discovery Bidder and Discovery Bidder may decide to vote your APPF Stapled Securities against the APZ Proposed Merger.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>10. What are the conditions of the Discovery Offer?</b>                                    | <p>The Discovery Offer is subject to the following limited conditions:</p> <ul style="list-style-type: none"> <li>• Before the end of the Offer Period, Discovery Bidder has relevant interests in at least 15% of all the APPF Stapled Securities (whether by acceptance of the Discovery Offer or otherwise).</li> <li>• Before the end of the Offer Period: <ul style="list-style-type: none"> <li>- no steps are taken (other than steps to progress the APZ Proposed Merger) to de-staple the Shares from the Units or to change the constitutions of APPML or APPT or otherwise change the structure of APPF or the company (APPML) or the trust (APPT) that comprises APPF;</li> <li>- neither the APZ Proposed Merger nor any resolution proposed in connection with the APZ Proposed Merger is approved or agreed to by the requisite majority of APPF Securityholders, Shareholders in APPML or Unitholders in APPT.</li> </ul> </li> <li>• No prescribed occurrences during the bid period.</li> </ul> <p>The conditions are set out in full in section 10.7 of the Original Bidder's Statement.</p>                                                                                                                                                                                          |
| <b>11. What happens if the conditions of the Discovery Offer are not satisfied or waived?</b> | <p>If the conditions of the Discovery Offer are not satisfied or waived by the closing date of the Discovery Offer, the Discovery Offer will lapse, any acceptances will be cancelled and you will retain your APPF Stapled Securities, even if you have accepted the Discovery Offer.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>12. Can I withdraw my acceptance of the Discovery Offer?</b>                               | <p>Your acceptance of the Discovery Offer is irrevocable, except in certain circumstances set out in the Corporations Act, which provides that you may only withdraw your acceptance of the Discovery Offer if the Discovery Offer is varied in such a way as to delay the time by which you would receive payment by more than one month. This may occur if the Offer Period is extended by more than one month and the Discovery Offer is still subject to any defeating conditions at that time. A notice will be sent to you by or on behalf of Discovery Bidder explaining your rights if this event occurs.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>13. Can the Offer Period be extended?</b>                                                  | <p>Yes, the Offer Period applying for the Share Offer may be extended at the election of Discovery Bidder and as required under the Corporations Act.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>14. What if I am a foreign APPF Securityholder?</b>                                        | <p>Foreign APPF Securityholders who are permitted to receive the Discovery Offer will be paid the same cash consideration as other APPF Securityholders. You will be paid in Australian dollars by cheque drawn on an Australian bank branch.</p> <p>However, the taxation implications for foreign APPF Securityholders accepting the Discovery Offer may be different from those relating to Australian resident APPF Securityholders.</p> <p>If you are a Foreign APPF Securityholder, you should seek advice on whether you are permitted to accept the Discovery Offer and the tax implications of acceptance in your relevant jurisdiction.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>15. What are the tax implications of acceptance?</b>                                       | <p>You should consult your tax, legal, financial or other professional adviser on the tax implications of acceptance.</p> <p>Section 11 of the Original Bidder's Statement contains a general summary of the taxation implications of accepting the Discovery Offer.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

**FIRST  
SUPPLEMENTARY  
BIDDER'S  
STATEMENT**

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|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>16. Are there any fees such as brokerage or stamp duty if I accept the Discovery Offer?</b> | No brokerage or stamp duty will be payable on acceptance of the Discovery Offer.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>17. What happens if I do not accept?</b>                                                    | <p>You will remain an APPF Securityholder and will not be paid the cash consideration under the Discovery Offer.</p> <p>However, if Discovery Bidder becomes entitled to compulsorily acquire your APPF Stapled Securities, Discovery Bidder intends to do so. If your APPF Stapled Securities are compulsorily acquired by Discovery Bidder, it will be on the same terms (including the same consideration for each APPF Stapled Security acquired) as the Discovery Offer. However, you will receive the money later than the APPF Securityholders who choose to accept the Discovery Offer.</p> |
| <b>18. What if I need more information about the Discovery Offer?</b>                          | If you have any further questions in relation to the Discovery Offer or how to accept it, or if you have lost your Acceptance Form and require a replacement, please contact the Discovery Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia).                                                                                                                                                                                                                                                                                                   |

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## **SECTION 3 - ADDITIONAL INFORMATION**

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### **3.1 Power of attorney**

If you accept the Discovery Offer, you will be giving Discovery Bidder a power of attorney entitling Discovery Bidder to vote your APPF Stapled Securities at APPF Securityholder meetings. However, Discovery Bidder will only exercise this power if the Discovery Offer is unconditional (which means you will have sold your APPF Stapled Securities to Discovery Bidder) and if Discovery Bidder then decides to exercise the power. Discovery Bidder will not exercise this power while the Discovery Offer is conditional. This statement qualifies and supersedes anything to the contrary in the Original Bidder's Statement.

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### **3.2 Fund Management Agreement**

Some information about the Fund Management Agreement and Discovery Bidder in relation to APPF is set out below:

- (a) There is a Fund Management Agreement dated 16 April 2004 in place between APPML and the APPT Responsible Entity. The Fund Management Agreement continues until April 2019 unless terminated earlier.
- (b) The extent to which Discovery Group will be able to cause the termination or amendment of the Fund Management Agreement will depend on a number of factors including whether or not Discovery Group is in a position to replace the APPT Responsible Entity and whether or not Discovery Group is able to change the board members of APPML.
- (c) Consequently, Discovery Bidder will only make decisions concerning the Fund Management Agreement once the outcome of the Discovery Offer is known.
- (d) According to a disclosure made by APPF in August 2014, AFML has agreed to reduce its annual management fee to 1% of gross asset value of APPF provided that AFML or a related body corporate of AFML, is the responsible entity of APPF. It may follow that if the APPT Responsible Entity is replaced by a Replacement Entity, the annual management fee payable under the Fund Management Agreement will increase from 1% to 2%. Discovery Group is not in a position to confirm whether this consequence will necessarily follow and will seek to procure APPF to resist any fee increase if that is open to APPF.

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### **3.3 APPF secured debt facility**

Information about APPF's secured debt facility is set out below:

- (a) It may be that under the terms of APPF's secured debt facility, there is a "review event" if there is a change in control of APPF. (It is highly unlikely that a change in control would be an automatic event of default because APPF has never disclosed that to APPF security holders.) Under a typical "review event" provision, if one of the circumstances that triggers a review event occurs (for example, a change in control of the borrower), the lenders are entitled to review whether the circumstance is such that the facility terms should be amended or (potentially) whether repayment is required.
- (b) Discovery Group considers that having regard to the financial strength of its controlling shareholder, and the value of the APPF assets that secure the facility, it is highly unlikely that the lenders under the APPF secured facility would consider that a change in control of APPF from APZ to Discovery Group would warrant any amendment to the facility, let alone repayment. However, in the event that refinancing is required, Discovery Group is confident that refinancing would be readily achieved on competitive terms.

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### **3.4 Responsible entity replacement**

In addition to the information set out in section 6 of the Original Bidder's Statement regarding the intention of Discovery Bidder to replace the responsible entity of APPT should it acquire enough APPF Stapled Securities under the Discovery Offer to do so, it is further provided that:

- (a) The replacement responsible entity would be either an entity controlled by Discovery Parks or an entity controlled by a third party other than APZ or any of the related bodies corporate of AGL or AFML.
- (b) In either case the entity will be appropriately licenced and would have an appropriately qualified board of directors.

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### **3.5 Funding arrangements**

In addition to the information set out in section 8 of the Original Bidder's Statement about the ability of Discovery Bidder to source the funds necessary to pay the cash consideration under the Discovery Offer, it is further provided that:

- (a) As discussed in section 4.2 of the Original Bidder's Statement, Sunsuper is the controlling securityholder in Discovery Parks and the Beston Trust, holding 95.32% of the securities in each. As at the date of their 2015 annual report (which was 24 September 2015), Sunsuper has \$33.51b funds under management. Sunsuper has undertaken to provide Discovery Bidder with the necessary capital to complete the Discovery Offer, by providing an amount for the total Aggregate Consideration of \$134,929,294 together with all amounts required to pay transaction costs including stamp duty.
- (b) If Discovery Group obtains 100% ownership of APPF Stapled Securities under the Discovery Offer at \$0.58 per APPF Stapled Security, transaction costs and stamp duty are estimated to be \$9.5 million.

### **3.6 Media statements by Grant Wilckens**

You may be aware of statements made in the media by Grant Wilckens. Grant Wilckens is the Chief Executive Officer of Discovery Group and a director of both Discovery Parks and Discovery Bidder. Information in relation to those media statements is provided below:

- (a) Mr Wilckens was quoted in The Australian newspaper on 26 October 2015 as follows: "Discovery chief executive Grant Wilckens said he had secured the backing of nearly 8 per cent of APPF investors through the institutional offer, which was at 55 cents per security". Mr Wilckens was referring in that quote to expressions of support by the holders of those APPF Stapled Securities. Those expressions of support did not give rise to any understanding between Discovery Bidder and the holders that the holders would accept the Discovery Offer. Consequently no relevant interest has arisen.
- (b) Mr Wilckens was also quoted in The Australian on 26 October 2015 as saying that the Discovery Group proposal would allow for significant synergies at a revenue level, with the removal of up to \$6m in head office costs each year. Discovery Bidder's intentions in relation to synergies are as set out in section 6 of the Original Bidder's Statement. There is no proposal beyond that and the level of synergies that might be achieved has not been quantified. The level of synergies will only be quantified during and after the strategic review referred to in clause 6.2(b) of the Original Bidder's Statement. The \$6m figure was mentioned by Mr Wilckens as no more than a possibility of overall synergies (not just head office costs).

### **3.7 How do I accept the Discovery Offer?**

You may **ACCEPT** the Discovery Offer in respect of all or any of the APPF Stapled Securities held by you.

To accept the Discovery Offer you must complete and sign the Discovery Offer Acceptance Form provided with this First Supplementary Bidder's Statement in accordance with the instructions on it and deliver it or send it by post to the registry address on the Offer Acceptance Form together with all other documents required by the instructions on the Acceptance Form, so that they are received before the end of the Offer Period, which is by no later than 7.00pm (Sydney time) on Wednesday 9 December 2015, unless extended or withdrawn.

Offer Acceptance Forms may also be sent by facsimile to +61 3 9473 2093 or by email to [discoveryoffer@computershare.com.au](mailto:discoveryoffer@computershare.com.au) before the end of the Offer Period, but all other documents required by the instructions on the Offer Acceptance Form must then be sent to the address on the Offer Acceptance Form.

Please refer to the Offer Acceptance Form that is enclosed in this First Supplementary Bidder's Statement for further instructions on how to **ACCEPT** the Offer.

### **3.8 Further information**

If you have any questions in relation to the Discovery Offer, please contact your financial or other professional advisor or contact the Discovery Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia).

### **3.9 Approval of First Supplementary Bidder's Statement**

This First Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Discovery Bidder.

Signed for and on behalf of Discovery Bidder in accordance with section 351 of the Corporations Act:



**Grant Wilckens**  
Director  
Beston Parks Land Co Pty Ltd

Dated: 9 November 2015

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## 3.10 Glossary

In addition to the definitions provided in the Original Bidder's Statement, unless the context requires:

**A-REIT** means Australian real estate investment trusts.

**APPF Board Committee** means the committee currently comprised of Mr Clive Appleton and Mr Reg Gillard.

**APT** means Aspen Property Trust (ARSN 104 807 767).

**APZ Explanatory Memorandum** means the explanatory memorandum disclosed on the ASX in relation to the APZ Proposed Merger dated 3 November 2015.

**APZ Merged Group** means the group that will result from combining APZ and APPF under the APZ Proposed Merger.

**APZ Merged Group Security** means a stapled security in the APZ Merged Group, each comprising one APPML share, one AGL share, one APPT unit and one APT unit.

**Aspen Karratha Village** means the worker accommodation park known as "Aspen Karratha Village" located at Karratha, Western Australia.

**Discovery Offer** means the offer by Discovery Bidder in section 10 on the terms and conditions set out in section 10.

**Fund Management Agreement** means the Fund Management Agreement dated 16 April 2004 in place between APPML and the APPT Responsible Entity.

**Gateway** means the Gateway Lifestyle Group which trades on the ASX under the ticker code GTY.

**IER** means the independent expert report by KPMG Corporate Finance for the APZ Proposed dated 2 November 2015.

**Ingenia** means the Ingenia Communities Group which trades on the ASX under the ticker code INA.

**Initial APZ Proposal** means the APZ Proposed Merger on the terms announced on 14 September 2015.

**LTV** means loan-to-valuation ratio.

**MHE** means manufactured housing estates.

**Original Bidder's Statement** means the bidder's statement by Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for Beston Accommodation Parks Trust (ABN 61 229 965 660) (Discovery Bidder) dated 23 October 2015.

**Related Body Corporate** has the meaning given to that term in section 9 of the Corporations Act.

**Spearwood South** means the industrial property known as "Spearwood Industrial Estate" located at Spearwood, Western Australia.

|                                                                                                                                                                                                                                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| A copy of this First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (ASIC) on 9 November 2015. Neither ASIC nor any of its officers take any responsibility for the contents of this First Supplementary Bidder's Statement. |
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## NOTES



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# BIDDER'S STATEMENT

Offer to acquire all of your stapled securities in

## ASPEN PARKS PROPERTY FUND

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Offer information line:  
1300 781 243  
(within Australia)  
or +61 3 9415 4662  
(outside Australia)

Comprised of ordinary shares in Aspen Parks Property Management Limited (ACN 096 790 331) stapled to units in Aspen Parks Property Trust (ARSN 108 328 669)

BY

Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for Beston Accommodation Parks Trust (ABN 61 229 965 660)  
a wholly owned subsidiary of  
Discovery Parks Holdings Pty Limited (ACN 127 847 269)

Offer Price of  
\$0.58 per Stapled Security



The Offer is dated 9 November 2015 and expires at 7.00pm (Sydney time) on 9 December 2015, unless extended or withdrawn

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## THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read it in its entirety. If you are in doubt as to how to deal with this document, please consult your financial, legal or other professional adviser

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Legal Adviser to Discovery Parks

Financial Adviser to Discovery Parks

JOHNSON WINTER & SLATTERY

 ROTHSCCHILD



## IMPORTANT NOTICES

### Bidder's Statement

This Bidder's Statement is given by Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for Beston Accommodation Parks Trust (ABN 61 229 965 660) (**Discovery Bidder**) to Aspen Parks Property Management Limited (ACN 096 790 331) under Part 6.5 of the Corporations Act and Aspen Funds Management Limited (ACN 104 322 278) as responsible entity for the Aspen Parks Property Trust (ARSN 108 328 669). You should read this Bidder's Statement in its entirety.

This Bidder's Statement is dated 23 October 2015 and includes in section 10 the Share Offer dated 9 November 2015 under Part 6.5 of the Corporations Act and the Unit Offer dated 9 November 2015 which complies with Part 7.9 Division 5A of the Corporations Act.

### Australian Securities & Investments Commission

A copy of this Bidder's Statement was lodged with ASIC on 23 October 2015. Neither ASIC nor any of its officers takes any responsibility for the contents of this Bidder's Statement.

### Disclaimer regarding forward looking statements

This Bidder's Statement contains certain forward looking statements which are based wholly or partly on expectations, opinions or predictions as at the date of this Bidder's Statement about future events and

results. These forward looking statements are subject to inherent risks and uncertainties. Such risks and uncertainties include factors and risks specific to the industries in which APPF and Discovery Group operate as well as general economic conditions, prevailing exchange rates and interest rates, conditions in the financial markets, government policies and regulation and competitive pressures. Actual events or results may differ materially from the expectations, opinions or predictions expressed or implied in such forward looking statements. Neither Discovery Group, nor any of its directors and officers, nor any other person named in this Bidder's Statement or involved in the preparation of this Bidder's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward looking statement.

### Foreign jurisdictions

The distribution of this Bidder's Statement in jurisdictions outside Australia may be restricted by law, and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure

to comply with such restrictions may constitute a violation of applicable securities laws. This Bidder's Statement does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

### Privacy collection statement

Personal information relating to your holding of APPF Stapled Securities will be collected by Discovery Bidder from APPF in accordance with its rights under the Corporations Act. Discovery Bidder will share this information on a confidential basis with its advisers and service providers where necessary for the purposes of the Offer. Discovery Bidder and its agents retained for the purposes of the Offer will use the information solely for purposes relating to the Offer. Generally, you have a right to access the personal information which Discovery Bidder and its agents may hold about you. You can contact Discovery Bidder if you have any queries about the privacy practices of Discovery Bidder.

### Investment decisions

This Bidder's Statement does not take into account your individual investment objectives, financial situation or particular needs. You may wish to seek independent financial and taxation advice before deciding whether or not to accept the Offer.

### Defined terms & interpretation

A number of defined terms are used in this Bidder's Statement. These terms are explained in section 13 along with certain rules of interpretation which apply to this Bidder's Statement.

### If you have any questions

If you have any questions about the Offer or this document, or about how to accept the Offer, please contact the Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia).

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## KEY DATES & EVENTS IN THE OFFER

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|                                            |                                                      |
|--------------------------------------------|------------------------------------------------------|
| Announcement Date                          | Friday 23 October 2015                               |
| Bidder's Statement lodged with ASIC        | Friday 23 October 2015                               |
| Offer opens                                | Monday 9 November 2015                               |
| Offer closes, unless extended or withdrawn | 7.00pm (Sydney time) on<br>Wednesday 9 December 2015 |

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# IMPORTANT INFORMATION ABOUT THE OFFER AND THE APZ PROPOSED MERGER

**By accepting this Offer, you immediately appoint Discovery Bidder and its officers as attorneys in relation to your APPF Stapled Securities. This means that Discovery Bidder may exercise all of your rights in relation to those stapled securities even if the Discovery Bidder's Offer remains conditional (for example, if the Minimum Relevant Interest Condition has not yet been met). Discovery Bidder and its officers intend to use these rights to vote against the APZ Proposed Merger. This means that the APZ Proposed Merger could be defeated and the Offer might then subsequently lapse if the conditions of the Offer are not fulfilled or waived.**



# 1

## LETTER FROM THE CHAIRMAN

23 October 2015

Dear APPF Securityholder,

On behalf of Discovery Group, I am pleased to introduce the Offer by Discovery Bidder to acquire all or any of your Shares stapled to Units in the Aspen Parks Property Fund (APPF) (APPF Stapled Securities) at a cash price of \$0.58 per APPF Stapled Security.

The Offer delivers a compelling opportunity for APPF Securityholders to realise immediate liquidity and certainty of value at an attractive cash price.

In particular, the Discovery Group considers the Offer to be superior to the proposed merger between APZ and APPF by way of schemes of arrangement announced on 14 September 2015 (APZ Proposed Merger), for the reasons outlined below.

### Benefits of the Discovery Offer

Discovery Bidder's consideration is all cash and delivers value certainty. It is not dependent on, or complicated by, the valuation of other securities.

The consideration offered under the Offer, being \$0.58 per APPF Stapled Security represents a premium of:

- Approximately 26% to APPF net asset value per APPF Stapled Security of \$0.4587 (based on publicly available information as at 19 October 2015).
- Approximately 12% to the value of the cash alternative in the APZ Proposed Merger.
- Approximately 8% to the implied value of the scrip alternative in the APZ Proposed Merger (based on APZ close of trading price on ASX on 22 October 2015 of \$1.385. ASX has not consented to the use of this closing price in this Bidder's Statement).

If you retain your APPF Stapled Securities, and the APZ Merger does not proceed, the amount you will be able to realise for your APPF Stapled Securities is uncertain.

### Comparison with the APZ Proposed Merger

As you may be aware, APZ and APPF announced a proposed merger by way of schemes of arrangement on 14 September 2015. Under the APZ Proposed Merger, the cash option offered to APPF Securityholders is capped so that the cash component of the consideration does not exceed about half the total merger consideration. This means that under this proposal APPF Securityholders are not certain to receive cash and may have to accept New APZ Securities as consideration. Based on the average daily trading volumes of APZ securities over the past 6 months, and assuming full take up of the cash option available in the APZ Proposed Merger, it would take approximately 43 weeks of trading to sell the total number of New APZ Securities that may be issued in the APZ Proposed Merger on ASX – this means that the New APZ Securities element of the APZ Proposed Merger consideration will likely have limited liquidity and there is no guarantee in relation to its realisable value (ASX has not consented to the use of the volume data upon which this analysis is based).

By contrast the Offer by Discovery Bidder is all cash as well as being at a higher price point.

### Conditions of the Offer

There are no financing or regulatory conditions associated with the Offer. The Offer is subject to a small number of conditions, including that Discovery Bidder has relevant interests in 15% or more of the APPF Stapled Securities before the end of the Offer Period. Full details of the conditions to the Offer are set out in section 10 of this Bidder's Statement.

### Discovery Group's previous invitations

You may be aware of previous invitations by Discovery Bidder to eligible holders of APPF Securities (i.e. holders of APPF Securities of the kind described in regulation 7.9.97 of the Corporations Regulations 2001) to Offer to sell their APPF Securities to Discovery Bidder (Discovery Invitations).

The purpose of making the Discovery Invitations was consistent with the Offer announced today except that Discovery Group has decided to extend this cash Offer to all Securityholders and not just eligible holders. Discovery Group has also decided to offer a higher price in the Offer to all Securityholders of \$0.58 versus the \$0.55 referred to in the Discovery Invitations.

Any Eligible Holder who has entered into a contract with Discovery Bidder in relation to the Discovery Invitations may elect to accept this Offer instead.

### Important information about the Offer in relation to the APZ Proposed Merger

By accepting this Offer, you immediately appoint Discovery Bidder and its officers as attorney in relation to your APPF Stapled Securities. This means that Discovery Bidder and its officers may exercise all of your rights in relation to those APPF Stapled Securities even if the Offer remains conditional (for example, if the Minimum Relevant Interest Condition has not yet been met). Discovery Bidder and its officers intend to use these rights to vote against the APZ Proposed Merger. A possible result of this is that the APZ Proposed Merger will fail and the Offer will not complete (i.e. because the APZ Proposed Merger has been voted down when Discovery Bidder has less than 15% relevant interests in APPF Stapled Securities and the Offer subsequently lapses because that condition or other conditions are not satisfied or waived).

### About Discovery Group

The Offer for your APPF Stapled Securities is being made by Discovery Bidder, which is both a wholly owned subsidiary of Discovery Parks and the trustee of the Beston Accommodation Parks Trust.

Together Discovery Parks and Discovery Bidder are Discovery Group.

Founded in December 2004, Discovery Group is one of the largest owners and operators of park accommodation in Australia. Discovery Group operates over 30 accommodation and holiday parks and boasts more than 1,400 cabins, 4,200 powered and unpowered caravan and camping sites and 1,100 workforce accommodation rooms in 7 states and territories across Australia.

Discovery Group is 95.32% owned by Sunsuper Superannuation Fund.

### Conclusion

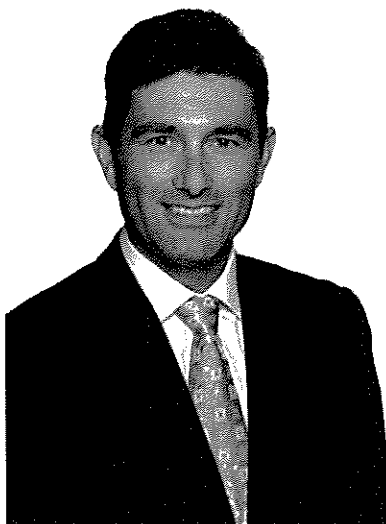
I encourage you to read this Bidder's Statement for more details about the Offer. The Offer is open for acceptance until 7.00pm (Sydney time) on Wednesday 9 December 2015, unless extended or withdrawn. If you wish to accept the Offer, please complete and return the Offer Acceptance Form enclosed with this document.

If you have any questions in relation to the Offer, please contact your financial or other professional advisor or contact the Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia).

Thank you for your consideration of our Offer.

Yours sincerely

**Chester Moynihan**  
Discovery Group Chairman



# **2**

## **SUMMARY OF THE OFFER & HOW TO ACCEPT IT**



**The following is a summary only of the Offer. It is qualified by the detailed information set out elsewhere in this Bidder's Statement. You should read this Bidder's Statement in its entirety before deciding whether to accept the Offer.**

The full terms of the Offer are contained in section 10.

|                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1. Who is making the Offer?</b>         | <p>Discovery Bidder, a wholly owned subsidiary of Discovery Parks and trustee of the Beston Parks Accommodation Trust, is offering to acquire all or any of your APPF Stapled Securities. Together Discovery Bidder and Discovery Parks are Discovery Group.</p> <p>Founded in December 2004, Discovery Group is one of the largest owners and operators of park accommodation in Australia. Discovery Group operates over 30 accommodation and holiday parks and boasts more than 1,400 cabins; 4,200 powered and unpowered caravan and camping sites and 1,100 workforce accommodation rooms in 7 states and territories across Australia.</p>                                                                                 |
| <b>2. What is the Offer?</b>               | <p>Discovery Bidder is offering to acquire some or all of your APPF Stapled Securities on the terms set out in this Bidder's Statement.</p> <p>The Offer consideration is \$0.58 cash for each of your APPF Stapled Securities.</p> <p>You may ACCEPT this Offer in respect of some or all of the APPF Stapled Securities held by you.</p> <p>For the full terms and conditions of the Offer, please see section 10.</p>                                                                                                                                                                                                                                                                                                         |
| <b>3. When does the Offer open?</b>        | Monday 9 November 2015.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>4. When does the Offer close?</b>       | 7.00pm (Sydney time) on Wednesday 9 December 2015, unless extended.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>5. What is this Bidder's Statement?</b> | <p>This Bidder's Statement describes the terms of Discovery Bidder's Offer for all or any of your APPF Stapled Securities and contains information relevant to your decision whether to accept the Offer.</p> <p>This Bidder's Statement is an important document. You should read it in its entirety. If you are in doubt as to how to deal with this document, please consult your financial, legal or other professional adviser.</p>                                                                                                                                                                                                                                                                                         |
| <b>6. Why should I accept the Offer?</b>   | <p>There are a number of reasons why you should <b>ACCEPT</b> the Offer:</p> <ul style="list-style-type: none"> <li>the Offer is at a premium to the consideration available under the APZ Proposed Merger;</li> <li>the Offer is an all cash offer providing certainty of value;</li> <li>the Offer provides an opportunity for you to sell your APPF Stapled Securities and realise your investment in APPF;</li> <li>the Offer is only subject to limited conditions and is less conditional than the APZ Proposed Merger; and</li> <li>if you do not accept the Offer, you may be exposed to limited options for future liquidity.</li> </ul> <p>For detailed discussion on each of these reasons, please see section 3.</p> |

# BIDDER'S STATEMENT

## 7. How do I accept the Offer?

You may **ACCEPT** this Offer in respect of all or any of the APPF Stapled Securities held by you.

To accept the Offer you must complete and sign the accompanying Offer Acceptance Form in accordance with the instructions on it and deliver it or send it by post to the registry address on the Offer Acceptance Form together with all other documents required by the instructions on the Acceptance Form, so that they are received before the end of the Offer Period, which is by no later than 7.00pm (Sydney time) on Wednesday 9 December 2015, unless extended or withdrawn.

Offer Acceptance Forms may also be sent by facsimile to +61 3 9473 2093 or by email to [discoveryoffer@computershare.com.au](mailto:discoveryoffer@computershare.com.au) before the end of the Offer Period, but all other documents required by the instructions on the Offer Acceptance Form must then be sent to the address on the Offer Acceptance Form.

Please refer to the accompanying Offer Acceptance Form for further instructions on how to **ACCEPT** the Offer.

## 8. If I accept the Offer, when will I get paid?

If you accept the Offer in accordance with the instructions contained in section 10 of this Bidder's Statement and the Acceptance Form, you will be sent payment within the earlier of:

- one month of your acceptance, unless the Offer is still subject to conditions, in which case you will be sent payment within one month of the Offer becoming or being declared unconditional; and
- provided the conditions of the Offer are satisfied or waived, within 21 days of the end of the Offer Period.

Full details of when consideration will be paid are set out in section 10.5.

## 9. What about the APZ Proposed Merger?

APZ and APPF announced a proposed merger by way of schemes of arrangement on 14 September 2015.

By accepting this Offer, you immediately appoint Discovery Bidder and its officers as attorneys in relation to your APPF Stapled Securities. This means that Discovery Bidder may exercise all of your rights in relation to those Stapled Securities even if the Offer remains conditional (for example, where the Minimum Relevant Interest Condition has not yet been met). Discovery Bidder intends to use these rights to vote against the APZ Proposed Merger. A possible result of this is that the APZ Proposed Merger will fail and the Offer will not complete (i.e. because the APZ Proposed Merger has been voted down when Discovery Bidder has less than 15% relevant interests in APPF Stapled Securities and the Offer subsequently lapses because that condition or other conditions are not satisfied or waived).

## 10. What are the conditions of the Offer?

The Offer is subject to the following limited conditions:

- Before the end of the Offer Period, Discovery Bidder has relevant interests in at least 15% of all the APPF Stapled Securities (whether by acceptance of the Offer or otherwise).
- Before the end of the Offer Period:
  - no steps are taken (other than steps to progress the APZ Proposed Merger) to de-staple the Shares from the Units or to change the constitutions of APPML or APPT or otherwise change the structure of APPF or the company (APPML) or the trust (APPT) that comprise APPF;
  - neither the APZ Proposed Merger nor any resolution proposed in connection with the APZ Proposed Merger is approved or agreed to by the requisite majority of APPF Securityholders, Shareholders in APPML or Unitholders in APPT.
- No prescribed occurrences during the bid period.

The full terms of the conditions are set out in section 10.7.

|                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>11. What happens if the conditions of the Offer are not satisfied or waived?</b>  | If the conditions of the Offer are not satisfied or waived by the closing date of the Offer, the Offer will lapse, any acceptances will be cancelled and you will retain your APPF Stapled Securities, even if you have accepted the Offer.                                                                                                                                                                                                                                                                                                                                                                               |
| <b>12. Can I withdraw my acceptance of the Offer?</b>                                | Your acceptance of the Offer is irrevocable, except in certain circumstances set out in the Corporations Act, which provide that you may only withdraw your acceptance of the Offer if the Offer is varied in such a way as to delay the time by which you would receive payment by more than one month. This may occur if the Offer Period is extended by more than one month and the Offer is still subject to any defeating conditions at that time. A notice will be sent to you by or on behalf of Discovery Bidder explaining your rights if this event occurs.                                                     |
| <b>13. Can the Offer Period be extended?</b>                                         | Yes, the Offer Period applying for the Share Offer may be extended at the election of Discovery Bidder and as required under the Corporations Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>14. What if I am a foreign APPF Securityholder?</b>                               | <p>Foreign APPF Securityholders who are permitted to receive this Offer will be paid the same cash consideration as other APPF Securityholders. You will be paid in Australian dollars by cheque drawn on an Australian bank branch.</p> <p>However, the taxation implications for foreign APPF Securityholders accepting the Offer may be different from those relating to Australian resident APPF Securityholders.</p> <p>If you are a Foreign APPF Securityholder, you should seek advice on whether you are permitted to accept this Offer and the tax implications of acceptance in your relevant jurisdiction.</p> |
| <b>15. What are the tax implications of acceptance?</b>                              | <p>You should consult your tax, legal, financial or other professional adviser on the tax implications of acceptance.</p> <p>Section 11 contains a general summary of the taxation implications of accepting the Offer.</p>                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>16. Are there any fees such as brokerage or stamp duty if I accept the Offer?</b> | No brokerage or stamp duty will be payable on acceptance of the Offer.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>17. What happens if I do not accept?</b>                                          | <p>You will remain an APPF Securityholder and will not be paid the cash consideration under the Offer.</p> <p>However, if Discovery Bidder becomes entitled to compulsorily acquire your APPF Stapled Securities, Discovery Bidder intends to do so. If your APPF Stapled Securities are compulsorily acquired by Discovery Bidder, it will be on the same terms (including the same consideration for each APPF Stapled Security acquired) as the Offer. However, you will receive the money later than the APPF Securityholders who choose to accept the Offer.</p>                                                     |
| <b>17. What if I need more information about the Offer?</b>                          | If you have any further questions in relation to the Offer or how to accept it, or if you have lost your Acceptance Form and require a replacement, please contact the Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia).                                                                                                                                                                                                                                                                                                                                             |

# **3**

## **WHY YOU SHOULD ACCEPT THE OFFER**

## The Offer is all cash consideration of \$0.58 per APPF Stapled Security and provides compelling benefits to APPF Securityholders

Reasons for accepting the Offer are set out as follows.

### 3.1 The Offer is at a premium to the consideration available under the APZ Proposed Merger and a substantial premium to book value

- a 26% premium to the net tangible asset value per APPF Stapled Security of \$0.4587 (as at 19 October 2015).
- a 12% premium to the value of the cash alternative in the APZ Proposed Merger.
- a 8% premium to the implied value of the APZ scrip alternative in the APZ Proposed Merger based on the closing price of APZ on ASX on 22 October 2015 of \$1.385 (assuming the offer is entirely taken up in scrip).

### 3.2 The all-cash Offer provides certainty of value

- If you accept the Offer and the Offer becomes unconditional you will be paid \$0.58 cash for each of your APPF Stapled Securities

### 3.3 An opportunity to sell your APPF Stapled Securities and realise your investment

### 3.4 The Offer is subject to limited conditionality

- The Offer is less conditional than the APZ Proposed Merger
- The Board of Discovery Bidder is confident that the Minimum Relevant Interest Condition can be satisfied

### 3.5 If you do not accept, you may be exposed to a variety of risks

- APPF is unlisted and there are limited opportunities for liquidity
- Discovery Bidder intends to use the rights it obtains from acceptances under the Offer to vote against the APZ Proposed Merger.

## 3.1

### The Offer is at a premium to the APZ Proposed Merger

Discovery Bidder's consideration is all cash and delivers value certainty. It is not dependent on or complicated by the valuation of other securities.

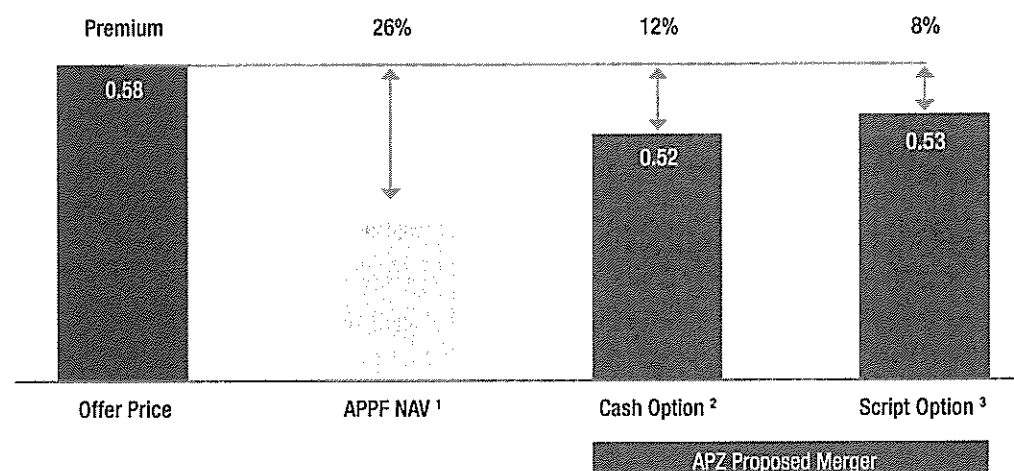
The consideration offered under the Offer, being \$0.58 per APPF Stapled Security represents a premium of:

- Approximately 26% to APPF NAV per APPF Stapled Security of \$0.4587 (as at 19 October 2015).
- Approximately 12% to the value of the cash alternative in the APZ Proposed Merger.
- Approximately 8% to the implied value of the APZ scrip alternative in the APZ Proposed Merger (based on close of trading price for APZ on ASX on 22 October 2015).

1 Latest available NAV per APPF Stapled Security as per the Daily Pricing and Distribution Rates spreadsheet available on the following website (<http://www.aspenfunds.com.au/funds>).

2 APPF Securityholders may choose to participate in a buy-back facility at \$0.52 per APPF security, subject to an overall cap of \$35 million.

3 Based on 0.386 Merged Group securities for each APPF Stapled Security, at the closing price of APZ on ASX on 22 October 2015 of \$1.385. The ASX has not consented to Discovery referring to this closing price.



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## 3.2

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### **The all cash Offer provides certainty of value**

APPF Securityholders can realise a certain cash value for 100% of their APPF Stapled Securities by accepting the Offer and receiving payment should the Offer become or be declared unconditional.

Under the alternative APZ Proposed Merger, the cash option offered to APPF Securityholders is capped so that the cash component of the consideration does not exceed about half the total merger consideration. This means that under this proposal APPF Securityholders are not certain to receive cash and may have to accept New APZ Securities as consideration. Based on the average daily trading volume of APZ securities on ASX over the past 6 months and assuming full take up of the cash option available in the APZ Proposed Merger, it would take approximately 43 weeks of trading to sell the total number of New APZ Securities that may be issued in the Proposed Merger – it follows this element of the Proposed Merger consideration will likely have limited liquidity and there is no guarantee in relation to its realisable value. (ASX has not consented to the references to APZ trading volume information in this Bidder's Statement.)

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## 3.3

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### **An opportunity to sell your APPF Stapled Securities and realise your investment in APPF**

As APPF is an unlisted fund, APPF Securityholders have limited opportunities to sell their APPF Stapled Securities. The Offer provides APPF Securityholders with an opportunity to sell their APPF Stapled Securities and realise their investment in APPF.

---

## 3.4

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### **The Offer is subject to limited conditions and is less conditional than the APZ Proposed Merger**

There are very few conditions to the Offer. They are: standard prescribed occurrences; a condition aimed at preventing de-stapling of the APPF Stapled Securities; and the Minimum Relevant Interest Condition.

The Minimum Relevant Interest Condition has been set at 15%. This is a low threshold even in light of APZ already owning a 42% of the APPF Stapled Securities.

The Board of Discovery Bidder is confident that the Minimum Acceptance Condition can be satisfied given the compelling pricing and all-cash nature of the Offer.

In addition, the Offer is less conditional than the APZ Proposed Merger which is subject to a number of conditions including regulatory approvals, securityholder approval, no material adverse change in APZ or APPF, and other conditions that are uncertain.

---

## 3.5

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### **If you do not accept, you may be exposed to a variety of risks including limited options for future liquidity**

APPF is an unlisted managed investment scheme and therefore there are typically limited opportunities for liquidity. If you accept the Offer you will eliminate your exposure to the risks and uncertainties inherent in owning illiquid securities.

By contrast, if the Offer is not accepted, the amount you will be able to realise for your Stapled Securities is uncertain and subject to a number of risks.

Discovery Bidder intends to use the rights it obtains from acceptances under the Offer to vote against the APZ Proposed Merger.

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### **Discovery Bidder's Offer represents an opportunity for you to realise attractive and certain value for your APPF Stapled Securities**

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# **4**

## **INFORMATION ON DISCOVERY GROUP**



## 4.1

### Key information about Discovery and Discovery Group's principal activities

Discovery Group owns and operates accommodation and holiday parks throughout Australia. Discovery Group commenced operations in December 2004 and has invested in the development and implementation of efficient, industry specific business systems and processes.

Discovery Group's key focuses have been targeted acquisitions, property development, consistent brand communication and efficient operations.

Discovery Group has diversified and expanded its core offering of tourist parks to include corporate, workforce, permanent and park home accommodation. The Discovery Group operates under two key brands: Discovery Holiday Parks and Discovery Parks. In addition to owning 32 parks around Australia, Discovery Group operates 7 parks under management arrangements. Discovery Group's properties are shown on the map below.

For further information on Discovery, visit [www.discoveryholidayparks.com.au](http://www.discoveryholidayparks.com.au) and [www.discoveryparks.com.au](http://www.discoveryparks.com.au)



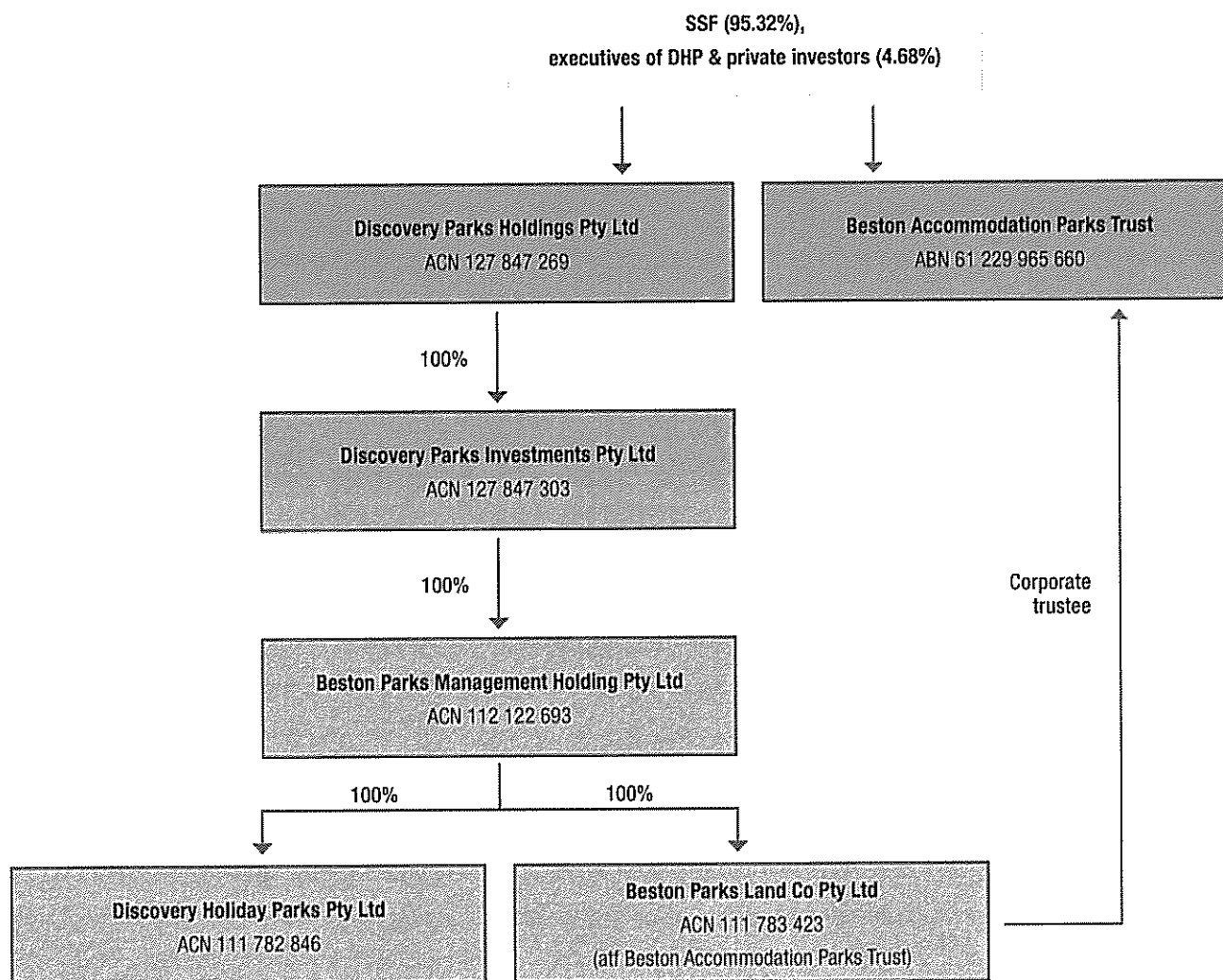
## 4.2

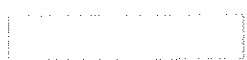
### Information about the capital structure of the Discovery Group including information about its shareholders

The operating company in the Discovery Group is Discovery Holiday Parks Pty Limited (DHP), the parent company of which is Discovery Parks Holdings Pty Ltd (Discovery Parks). Discovery Parks is 95.32% owned by the Sunsuper Superannuation Fund (SSF). The balance of shareholders include executives of DHP and private investors.

The Discovery Group is comprised of the Beston Accommodation Parks Trust (Beston Trust) which holds all of Discovery Group's land assets and Discovery Parks, which is the parent company of DHP. Securityholders in Beston Trust and Discovery Parks hold the same proportion of units in the Beston Trust and shares in Discovery Parks relative to other securityholders.

The corporate structure of the Discovery Group is shown in the chart below.



-  = Shareholders
-  = Corporate entity
-  = Ordinary shares
-  = Units

## Biographies about each of the directors of Discovery Parks and Discovery Bidder

### **Chester Moynihan, Chairman (Non-Executive)**

Mr Moynihan is a Managing Director of Allegro Funds and co-founded the funds management firm in 2004. He has been on the board of Discovery Parks since 2012 and Chairman since 2014. He has 23 years' experience in private equity, turnaround investing, corporate advisory and executive management. Mr Moynihan has previously worked at Gresham Private Equity in Sydney, Schroder Ventures, London (now Permira Advisers) and KPMG (New Zealand and South Africa). Mr Moynihan is also the Chairman of Carpet Court New Zealand and has formerly acted as Chairman for TSC Group Holdings (2012-2015) and Director for I-MED Network (2011-2014).

### **Grant Wilckens, Director and Chief Executive Officer**

Mr Wilckens is Chief Executive Officer and co-founder of Discovery Group. With more than 10 years' in the accommodation parks sector, Mr Wilckens is a leading figure in the industry and was appointed to the national board of the Caravanning Industry Association of Australia in 2015.

Mr Wilckens possesses a broad range of execution and origination skills encompassing general corporate strategy, mergers and acquisitions, capital raisings, privatisations and private equity transactions.

Mr Wilckens commenced his career with KPMG in Adelaide. In 1999, Mr Wilckens joined the London office of global investment bank NM Rothschild & Sons (Rothschild), where he worked in the global Mergers and Acquisitions team. After four years with Rothschild, working in offices across the United Kingdom, Europe and South-East Asia, Mr Wilckens returned to Australia where he was appointed Associate Director, Corporate Finance at Trafalgar Corporate Group (now 360 Capital Group), an ASX-listed real estate investment and funds management organisation. While at Trafalgar, Mr Wilckens utilised his international experience to successfully structure and raise funds for a number of unlisted property syndicates.

He is an Associate Member of the Institute of Chartered Accountants and an Associate Member of the Financial Securities Institute in the United Kingdom.

### **Albert Farrant, Director (Non-Executive)**

Mr Farrant is a Managing Director at Allegro Funds and has worked at the firm since 2005. He has been a Director at Discovery Holiday Parks since 2008. He has 17 years' experience in private equity and turnaround corporate advisory in Australia and the UK, covering private equity, corporate finance, insolvency and corporate restructuring, holding positions at KPMG (UK and Australia) and McGrathNicol. Mr Farrant's other current directorships include Carpet Court NZ (since 2015) and Vulcanite (since 2011) and former directorships include TSC Group (2012 - 2015) and CH2 (Clifford Hallam Healthcare) (2009 - 2014).

### **Anouk Darling, Director (Non-Executive)**

Mrs Darling was appointed Non-Executive Director of Discovery Parks in August 2014. She has vast experience in brand strategy and has held various marketing roles across some of Australia's best known retail brands.

Mrs Darling's previous roles include Brand Manager role at Louis Vuitton (1995 - 1997) and Marketing Director at Oron Group (1997 - 1999) and Conde Nast (1999 - 2001). She started her own consultancy firm before commencing as Strategic Planning Director at Moon Design (2003) where she led the creation of the Jetstar brand. Mrs Darling subsequently served as General Manager (2006) and CEO/Managing Director (2007) before being appointed Chairman of Moon Communications Group in 2013.

Mrs Darling's current appointments include Non-Executive Director, Great Southern Rail (June 2015), Non-Executive Director of Macquarie Telecom (since 2012) and Advisory Board Member of Idecorate Hong Kong (since 2014).

### **Grant Hunt, Director (Non-Executive)**

Mr Hunt was appointed Non-Executive Director of Discovery Parks in August 2014.

He has significant experience in the tourism and hospitality industries and in March 2012 was awarded Australian Tourism Award for Outstanding Contribution by an Individual (National).

Mr Hunt currently also serves as Chairman of Australian Tourism Data Warehouse (ATDW) and of Sunshine Coast Destination Ltd (since 2013) and owner of Hunt Tourism Services (since 2006). He has previously acted as Chief Executive Officer of Voyages Hotels & Resorts (1996 - 2006), Director of Tourism Australia (2007 - 2010) and Chief Executive Officer of Anthology Travel (2007 - 2010) which Mr Hunt founded. He has held previous Chairman roles at Tourism Tasmania (2011 - 2014), Awara Pty Ltd (2010 - 2012) and Tourism Northern Territory (2006 - 2011).

**5**

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# **INFORMATION ABOUT APPF**

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## 5.1

### Disclaimer

The following information in this section 6 concerning APPF has been prepared by Discovery Bidder based on publicly available information which has not been independently verified.

Accordingly, to the extent permitted by law, Discovery Bidder does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information.

Further information relating to APPF's business operations or APPF Stapled Securities will be included in APPF's Target Statement in response to this Bidder's Statement.

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## 5.2

### Overview of APPF

APPF is an unlisted open ended investment fund which commenced in July 2004.

APPF Stapled Securities comprise one share in Aspen Parks Property Management Ltd stapled to one unit in the Aspen Parks Property Trust (APPT).

Aspen Funds Management Limited (AFML), a wholly owned subsidiary of Aspen Group Limited (AGL), is the responsible entity for APPT.

Together APPT and AFML are APPF.

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## 5.3

### Publicly available information on APPF

APPF is an enhanced disclosing entity that must comply with section 675 of the Corporations Act. In compliance with section 675 information concerning APPF has previously been disclosed to APPF Securityholders. This information is accessible on the APPF continuous disclosure tab on the website located at: [www.aspenfunds.com.au/funds/aspen-parks-property-fund](http://www.aspenfunds.com.au/funds/aspen-parks-property-fund)

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## 5.4

### APPF's capital structure

Based on publicly available information as at 30 September 2015, APPF had on issue 232,636,714 Stapled Securities.

# **6**

## **INTENTIONS OF DISCOVERY GROUP REGARDING APPF**

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## 6.1

### Introduction

This section 6 sets out Discovery Group's intentions in relation to:

- (a) the continued operation of APPF;
- (b) any major changes to be made to the business of APPF, including any redeployment of the fixed assets of APPF;
- (c) any plans to remove the current APPT Responsible Entity and appoint a new responsible entity; and
- (d) the future employment of the present employees of APPF.

These intentions are based on information about APPF and the business environment in which it operates that was publicly available at the time of the preparation of this Bidder's Statement.

Final decisions regarding these matters will only be made by Discovery Group in light of material information and circumstances at the relevant time. Accordingly, the statements set out in this section 6 are statements of current intention only and may vary as new information becomes available or circumstances change. In addition, Discovery Group will only make a final decision on these matters following receipt of appropriate legal, taxation and financial advice. The statements set out in this section 6, should also be read subject to the general limitations set out in section 6.5.

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## 6.2

### Intentions if Discovery Bidder acquires a relevant interest in 90% or more of APPF Stapled Securities

This section 6.2 describes Discovery Group's intentions if Discovery Bidder obtains relevant interests in 90% or more of APPF Stapled Securities, and becomes entitled to compulsorily acquire outstanding APPF Stapled Securities in accordance with Part 6A.1 of the Corporations Act.

**(a) Corporate matters**

It is intended that Discovery Group would:

- (i) proceed to compulsory acquisition of the outstanding APPF Stapled Securities in accordance with Part 6A.1 of the Corporations Act;
- (ii) replace the current responsible entity of APPF (which is the APPT Responsible Entity) with an appropriately licensed entity; and
- (iii) conduct the review referred to in paragraph (b) below.

**(b) Strategic review of APPF**

Discovery Group will conduct a strategic review of APPF's business and operations to:

- (i) evaluate APPF's assets, employees, performance and prospects;
- (ii) determine the optimal strategy and operational structure for APPF's businesses and operations;
- (iii) identify performance improvement opportunities; and
- (iv) in consultation with the senior management of APPF, develop a business plan for the ongoing operation and growth, both organic and inorganic, of APPF's businesses and operations.

Depending on the results of the review, it may result in (among other things):

- (i) operational changes to APPF;
- (ii) the termination of the employment of some employees within APPF; and
- (iii) acquisitions, disposals, or changes to development and capital investment programs.

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## 6.3

### Intentions if Discovery Bidder acquires more than 50% but less than 90% of APPF Stapled Securities

If Discovery Bidder acquires more than 50% but less than 90% of the APPF Stapled Securities Discovery Group will:

- (a) replace the current responsible entity of APPF (which is the APPT Responsible Entity) with an appropriately licensed entity; and
- (b) to the extent possible under the Corporations Act and the constitutions of APPT and APPML and having regard to its holding, seek to implement the intentions outlined in section 6.2 above.

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## 6.4

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### Intentions if Discovery Bidder acquires less than 50% of APPF Stapled Securities

If Discovery Bidder acquires less than 50% of APPF Stapled Securities then Discovery Group's intention is to encourage the APPML Board and the APPT Responsible Entity to implement the steps outlined in section 6.3, as appropriate and agreed with their directors and management, and to the extent possible having regard to among other things the fact that Discovery Bidder may not have a controlling interest in APPF.

Assuming Discovery Group is not in a position to replace the APPT Responsible Entity, Discovery Group intends to seek the appointment of one or more of its representatives to the APPML Board.

The number of appointments that Discovery Group intends to seek will depend, among other things, on Discovery Bidder and its associates' holding of APPF's Stapled Securities. No decision has been made as to who the Discovery Group nominees would be, and their identity will depend on the circumstances at the relevant time.

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## 6.5

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### Overall limitations to Discovery Group's intentions

The extent to which Discovery Group will be able to implement its plans and intentions will be subject to:

- (a) the law (including the Corporations Act), including in particular the requirements of the Corporations Act in relation to conflicts of interest and related party transactions (given that if Discovery Bidder obtains control of APPF but does not acquire all of the APPF Stapled Securities, it will be treated as a related party of APPF for these purposes);
- (b) the legal obligations of the APPML Board and the APPT Responsible Entity at the time to act in good faith and for proper purposes and to have regard to the interests of all APPF Securityholders as a whole;
- (c) the constituent documents of APPF;
- (d) the outcome of the review referred to in section 6.2(b) (as applicable); and
- (e) necessary third party and governmental consents and approvals that are required.

Discovery Group will only make a decision on the above mentioned courses of action following legal and financial advice in relation to them.

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## 6.6

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### Other intentions

Other than as set out in this section 6, it is Discovery Group's present intention to seek to ensure that APPF:

- (a) continues its business and operations;
- (b) does not make any major changes to the business of APPF, nor to redeploy any of the fixed assets of APPF; and
- (c) continues the employment of APPF's present employees.





**7**

**DISCOVERY  
BIDDER'S  
INTERESTS IN  
APPF STAPLED  
SECURITIES**

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**7.1**

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**Discovery Bidder's relevant interests in APPF Stapled Securities**

As at the date this Bidder's Statement was lodged with ASIC Discovery Bidder had no relevant interests in APPF Stapled Securities.

As at the date of the Offer Discovery Bidder had no relevant interests in APPF Stapled Securities.

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**7.2**

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**Discovery Bidder's voting power in APPF**

As at the date this Bidder's Statement was lodged with ASIC, Discovery Bidder had no voting power in APPF.

As at the date of the Offer, Discovery Bidder had no voting power in APPF.

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**7.3**

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**Discovery Bidder Directors' interests in APPF Stapled Securities**

As at the date of this Bidder's Statement none of the directors of Discovery Bidder has any direct or indirect interest in APPF Stapled Securities.

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**7.4**

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**Acquisitions of APPF Stapled Securities by Discovery Bidder or its associates**

There have been no purchases of APPF Stapled Securities by Discovery Bidder or its associates during the four month period before the date this Bidder's Statement was lodged with ASIC.

There have been no purchases of APPF Stapled Securities by Discovery Bidder or its associates during the four month period before the date of the Offer.

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**7.5**

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**Inducing benefits given, offered or agreed**

On 14 October 2015, advertisements placed by Discovery Group were published in the Australian Financial Review, The West Australian and The Australian newspapers in which Discovery Group stated that it was inviting Eligible Holders to offer to sell APPF Stapled Securities to Discovery Bidder on the Discovery Terms for \$0.55 per APPF Stapled Security.

On and following 16 October 2015, Discovery Parks sent a letter to all security holders on the register of APPML on 28 September 2015, inviting Eligible Holders to offer to sell their APPF Stapled Securities to Discovery Parks, on the Discovery Terms, for \$0.55 per APPF Stapled Security.

To the extent that Discovery Bidder does enter into Discovery Terms with an APPF Securityholder, that APPF Securityholder will be able to accept into this Offer as an alternative to continuing to be bound to the Discovery Terms.

Apart from the above, neither Discovery Bidder nor any of its associates has, during the period of four months before the date of this Bidder's Statement, nor in the period between the date of this Bidder's Statement and the date of the Offer, given, offered, or agreed to give, a benefit to another person where the benefit was likely to induce the other person, or an associate, to:

- (a) accept this Offer; or
- (b) dispose of APPF Stapled Securities,

where the benefit is not offered to all APPF Securityholders under the Offer.

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**7.6**

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**No escalation agreements**

Neither Discovery Bidder nor any associate of Discovery Bidder has entered into any escalation agreement in respect APPF Stapled Securities that is prohibited by section 622 of the Corporations Act.

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# **8**

## **HOW THE CASH CONSIDERATION WILL BE PROVIDED**

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## 8.1

### Consideration

If the Offer is accepted by all APPF Securityholders and the Offer becomes or is declared unconditional, Discovery Bidder will be obliged to pay aggregate consideration of approximately \$134,929,294 (**Aggregate Consideration**).

The Aggregate Consideration is derived as set out in the table below.

|                                        |                                  |
|----------------------------------------|----------------------------------|
| Total APPF Stapled Securities on issue | 232,636,714                      |
| Offer Price                            | \$0.58 per APPF Stapled Security |
| Aggregate Consideration                | \$134,929,294                    |

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## 8.2

### Source of funds

The funds required to pay the cash consideration under the Offer will be sourced from:

- (a) Discovery Group's own cash and facilities. As at the date of this Bidder's Statement, Discovery Group held cash on deposit and available facilities with Australian financial institutions and cash equivalents of approximately \$6.4 million. Under binding arrangements that are in place between Discovery Parks and Discovery Bidder, this amount is available to Discovery Bidder.
- (b) A capital injection by the controlling securityholder of Discovery Group. The controlling securityholder has undertaken to provide Discovery Bidder with the necessary capital to complete this Offer. The capital will be available before any obligation to pay for APPF Stapled Securities arises.

It follows from the above that an amount of funds that is at least equal to the Aggregate Consideration plus the transaction costs required for the Offer will be available to satisfy Discovery Bidder's payment obligations under and in connection with the Offer as and when they fall due. Those funds are not:

- (a) subject to security interests or rights of set off; or
- (b) required for other arrangements of Discovery Bidder.

Having regard to the matters set out in this section 8, Discovery Bidder has a reasonable basis for forming the view, and it holds the view, that it will be able to satisfy its consideration payment obligations under the Offer.

# **9**

# **ADDITIONAL INFORMATION**

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**9.1**

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**Date for determining holders of APPF Stapled Securities**

For the purposes of section 633(2) of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of section 633(1) of the Corporations Act is the Register Date.

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**9.2**

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**Consents to be named**

The following persons have consented to being named in this Bidder's Statement in the form and context in which their names appear and have not withdrawn their consent prior to the lodgement of this Bidder's Statement with ASIC:

- (a) Rothschild Australia Limited, to be named as the financial adviser to Discovery Bidder;
- (b) Computershare Investor Services Pty Ltd, to be named as the share registry; and
- (c) Johnson Winter & Slattery, to be named as the legal adviser to Discovery Bidder.

None of the above mentioned persons has made any statement in this Bidder's Statement, or on which a statement in this Bidder's Statement is based, and (to the maximum extent permitted by law) expressly disclaims any liability and takes no responsibility for any part of this Bidder's Statement. None of those persons should be taken to have endorsed the Offer by being named, or consenting to be named, in this Bidder's Statement.

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**9.3**

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**Statements taken from documents lodged with the ASX or ASIC**

This Bidder's Statement also includes or is accompanied by statements which are made in or based on statements made in documents lodged with ASIC or on the company announcement platform of the ASX. Under the terms of ASIC Class Order 13/521, the parties making those statements are not required to consent to, and have not consented to, the inclusion of those statements in this Bidder's Statement.

As required by Class Order 13/521, Discovery Bidder will make available a copy of these documents free of charge to APPF Securityholders who request them. To obtain a copy of these documents (or the relevant extracts), APPF Securityholders may contact the Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia).

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**9.4**

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**ASIC relief**

ASIC has published various instruments providing for modifications and exemptions that apply generally to all persons including Discovery Bidder (including the class order referred to in section 9.3).

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**9.5**

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**APZ Proposed Merger**

APZ and APPF announced a proposed merger by schemes of arrangement on 14 September 2015.

By accepting this Offer, you immediately appoint Discovery Bidder and its officers as attorneys in relation to your APPF Stapled Securities. This means that they may exercise all of your rights in relation to those APPF Stapled Securities even if the Offer remains conditional (for example, if the Minimum Relevant Interest Condition has not yet been met). Discovery Bidder intends to use these rights to vote against the APZ Proposed Merger.

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**9.6**

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**Other material information**

Except as set out elsewhere in this Bidder's Statement, there is no other information that is:

- (a) material to the making of a decision by a APPF Securityholder whether or not to accept the Offer; and
- (b) known to Discovery Bidder,

that has not previously been disclosed to APPF Securityholders.

# **10**

## **FORMAL TERMS AND CONDITIONS OF THE OFFER**



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## 10.1

### Offer

- (a) Discovery Bidder offers to acquire all or any of your Shares stapled to your Units (**APPF Stapled Securities**) on the terms and subject to the conditions set out in this section 10.
- (b) The Offer is an offer by Discovery Bidder under Part 6.5 of the Corporations Act for your Shares (**Share Offer**), which under the constitutions of APPML and APPT are stapled to an equal number of Units and accordingly, if you accept the Offer (and the Offer is or becomes unconditional), under the constitutions of APPML and APPT your Shares must be transferred to Discovery Bidder with your Units. The offer for your Shares may therefore be treated as comprising an offer for your Units. If and to the extent that the Offer comprises an offer for your Units (**Unit Offer**), it is made pursuant to Part 7.9 Division 5A of the Corporations Act and Discovery Bidder will comply with Part 7.9 Division 5A of the Corporations Act accordingly.
- (c) If you accept the Offer, Discovery Bidder will be entitled to all Rights in respect of your Accepted Stapled Securities, as well as the Accepted Stapled Securities themselves. Discovery Bidder may require you to provide all documents necessary to vest title to those Rights in Discovery Bidder, or otherwise to give Discovery Bidder the benefit of those Rights. If you do not do so, or if you have received the benefit of those Rights (whether before or after your acceptance of the Offer), Discovery Bidder will deduct from the consideration payable to you under the Offer the amount (or the value, as reasonably assessed by Discovery Bidder) of those Rights (see sections 10.11(e) and 10.11(f)).

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## 10.2

### Consideration

The consideration offered under the Offer for each of your APPF Stapled Securities is \$0.58, allocated as \$0.16 per Share (the **Share Consideration**) and \$0.42 per Unit (the **Unit Consideration**).

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## 10.3

### Offer Period

- (a) The Offer is dated 9 November 2015.
- (b) The Share Offer commences on the date the first of the Share Offers is made, which is 9 November 2015, and remains open for acceptance until 7.00 pm (Sydney time) on 9 December 2015, unless it is withdrawn or extended.
- (c) Discovery Bidder may, in accordance with the Corporations Act, extend the period during which the Share Offer remains open for acceptance.
- (d) The Unit Offer commences on the date of the Offer and will remain open for acceptance for 12 months, subject to it being withdrawn pursuant to section 10.3(e).
- (e) The Unit Offer may be withdrawn by Discovery Bidder at any time by sending a withdrawal document to you, but generally not within one month of the date of the Offer. Discovery will withdraw the Unit Offer when the Share Offer ceases to remain open for acceptance.

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## 10.4

### Accepting the Offer

- (a) **General**  
You may accept the Share Offer for all or any of your Shares and, as required by the constitution of APPML, only if you also agree to transfer an equal number of your Units. By completing and signing the accompanying Offer Acceptance Form you will accept the Share Offer and the Unit Offer for your Accepted Stapled Securities.
- (b) **When you can accept**  
You may accept the Offer at any time during the Offer Period.
- (c) **Acceptance procedure**  
To accept the Offer you must complete and sign the accompanying Offer Acceptance Form in accordance with the instructions on it and deliver it or send it by post together with:
  - (i) the certificates for your Accepted Stapled Securities; and
  - (ii) all other documents required by those instructions,to the registry address specified on the Offer Acceptance Form, so that they are received before the end of the Offer Period.  
  
You may also validly accept the Offer by sending the above documents by email to [discoveryoffer@computershare.com.au](mailto:discoveryoffer@computershare.com.au) or by facsimile to + 61 3 9473 2093 as long as the original documents are delivered or sent by post as soon as practicable afterwards.
- (d) **Address for Offer Acceptance Forms**  
The mailing address for completed Offer Acceptance Forms is set out in the Offer Acceptance Form. A reply paid envelope for Australian based shareholders and otherwise a self-addressed envelope accompanies this Bidder's Statement for your convenience.
- (e) **Offer Acceptance Form**  
The Offer Acceptance Form which accompanies this Offer forms part of the Offer. The requirements stated in the Offer Acceptance Form must be observed in accepting the Offer.

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## 10.4

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### Accepting the Offer (continued)

- (f) **Discovery Bidder's discretion**  
Discovery Bidder may in its discretion treat any Offer Acceptance Form received before the end of the Offer Period (at the address specified in the Offer Acceptance Form or such other address or by such other means as may be acceptable to Discovery Bidder) as valid or waive any requirement of section 10.4(c) in any case, but the payment of the consideration in accordance with the Offer will not be made until any irregularity has been resolved or waived and any other documents required to procure registration have been received by Discovery Bidder (see section 10.5(b)).
- (g) **Authority of Discovery Bidder**  
By returning the Offer Acceptance Form to the registry address appearing on the form, you will have authorised Discovery Bidder (by its directors, officers or agents) to complete the Offer Acceptance Form by inserting such details as are omitted in respect of the Accepted Stapled Securities and to rectify any errors in or omissions from the relevant form (including altering the number of APPF Stapled Securities stated to be held by you if it is otherwise than as set out in the relevant form and making any consequential changes to the number of Accepted Stapled Securities) as may be necessary to make the Offer Acceptance Form an effective acceptance of the Offer or to enable registration of the transfer of your Accepted Stapled Securities to Discovery Bidder.
- (h) **Certificates for your Accepted Stapled Securities**  
Notwithstanding section 10.4(g) if Discovery Bidder receives your Offer Acceptance Form and does not also receive all the certificates for your Accepted Stapled Securities by the end of the Offer Period, the certificates will be treated as lost and you authorise Discovery Bidder as your agent and attorney in your name and on your behalf to:
  - (i) apply to APPF for duplicate certificates;
  - (ii) make a statement in writing to APPF that the certificates have been lost or destroyed and have not been pledged, sold or otherwise disposed of, and that proper searches have been made;
  - (iii) undertake in writing that if the certificates are found or received by you they will be returned to APPF; and
  - (iv) receive the duplicate certificates issued by APPF.

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## 10.5

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### Payment of consideration

- (a) If you accept the Offer and the conditions of the Offer and of the contract resulting from your acceptance of the Offer are satisfied or the Offer is declared free of those conditions, then Discovery Bidder will arrange for a cheque to be drawn in Australian dollars in your favour for the amount of cash payable to you in accordance with the Offer and will send the cheque to you at the address last supplied by APPF to Discovery Bidder by, subject to paragraph (b), the end of whichever of the following periods ends earlier:
  - (i) one month after the date the Offer is validly accepted by you under section 10.4 or, if at the time of your acceptance the Offer is subject to a condition in section 10.7, within one month after the contract formed by your acceptance of the Offer becomes unconditional; or
  - (ii) 21 days after the end of the Offer Period.
- (b) Where Discovery Bidder receives the Offer Acceptance Form but not all of the certificates for your Accepted Stapled Securities or any additional documents to be given with your acceptance (such as a power of attorney):
  - (i) if the documents are received before the end of the Offer Period and the Offer is subject to a defeating condition (see section 10.7) at the time that Discovery Bidder receives the documents, Discovery Bidder will provide the consideration by the end of whichever period ends earlier:
    - (A) one month after the contract resulting from your acceptance of the Offer becomes unconditional; or
    - (B) 21 days after the end of the Offer Period;
  - (ii) if the documents are received before the end of the Offer Period and the Offer is unconditional, Discovery Bidder will provide the consideration by the end of whichever period ends earlier:
    - (A) one month after Discovery Bidder receives the documents; or
    - (B) 21 days after the end of the Offer Period;
  - (iii) if the documents are received after the end of the Offer Period and, at the time Discovery Bidder receives the documents, the contract resulting from your acceptance of this Offer is:
    - (A) unconditional, Discovery Bidder will provide the consideration within 21 days after the documents are received; or
    - (B) still subject to a defeating condition that relates to a circumstance or event referred to in section 10.7(c) Discovery Bidder will provide the consideration within 21 days after that contract becomes unconditional.

If you do not provide Discovery Bidder with the required additional documents within 21 days after the end of the Offer Period and Discovery Bidder does not otherwise receive them, Discovery Bidder may, in its sole discretion, rescind the contract resulting from your acceptance of the Offer.

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## 10.5

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### Payment of consideration (continued)

- (c) If, at the time of acceptance of the Offer:
- (i) any authority, clearance or approval of the Reserve Bank of Australia or of the Australian Taxation Office is required for you to receive any consideration under the Offer; or
  - (ii) you are resident of a place to which, or you are a person to whom, any law of Australia or elsewhere would make it unlawful for Discovery Bidder to provide consideration for your Accepted Stapled Securities,

then your acceptance of the Offer will not create or transfer to you any right (contractual or contingent) to receive the consideration specified in the Offer unless and until all requisite authorities, clearances or approvals have been received by Discovery Bidder.

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## 10.6

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### Persons to whom the Offer is made

- (a) An Offer in this form and bearing the same date is being made to, and will be sent to, each holder of APPF Stapled Securities registered as at close of business (Sydney time) on the Register Date.
- (b) A person who:
- (i) is able during the Offer Period to give good title to a parcel of APPF Stapled Securities; and
  - (ii) has not already accepted an Offer,
- may, in accordance with section 653B(1) of the Corporations Act, accept the Offer as if an offer on terms identical with the Offer had been made to that person. To exercise this right, the person should contact the Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia) who will send to the person a copy of the Bidder's Statement and an Offer Acceptance Form.
- (c) If at any time during the Offer Period your APPF Stapled Securities consist of two or more distinct portions (for example, where you hold APPF Stapled Securities as nominee for separate beneficial owners), this Offer is deemed to consist of separate corresponding Offers made to you for the respective distinct portions of your APPF Stapled Securities. You may accept two or more such deemed separate corresponding Offers at the same time as if they were a single Offer for each distinct portion of APPF Stapled Securities. An acceptance by you of one of the Offers which is deemed to exist in respect of a distinct portion of APPF Stapled Securities is ineffective unless you have given to Discovery Bidder a notice which, if it relates to APPF Stapled Securities must be in writing, stating that the relevant APPF Stapled Securities consist of a distinct portion and your acceptance specifies the number of APPF Stapled Securities in the distinct portion to which the acceptance relates. If this applies to you, please contact the Offer information line on 1300 781 243 (within Australia) or +61 3 9415 4662 (from outside Australia) to arrange for additional copies of this Bidder's Statement and Offer Acceptance Form.

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## 10.7

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### Conditions

Subject to section 10.8, the Offer and any contract resulting from your acceptance of the Offer are subject to the fulfilment of the following Conditions:

- (a) **Minimum relevant interests**  
Before the end of the Offer Period, Discovery Bidder has relevant interests in at least 15% of all the APPF Stapled Securities (whether by acceptance of the Offer or otherwise).
- (b) **De-stapling and APZ Proposed Merger**  
Before the end of the Offer Period:
- (i) no steps are taken (other than steps to progress the APZ Proposed Merger on the terms announced on 14 September 2015) to de-staple the Shares from the Units or to change the constitutions of APPML or APPT or otherwise change the structure of APPF or the company (APPML) or the trust (APPT) that comprises APPF and;
  - (ii) neither the APZ Proposed Merger nor any resolution proposed in connection with the APZ Proposed Merger (whether on the terms announced on 14 September 2015 or otherwise) is approved or agreed to by the requisite majority of APPF Securityholders, Shareholders in APPML or Unitholders in APPT.

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## 10.7

### Conditions (continued)

(c) **Prescribed occurrences**

Between the time beginning when the Bidder's Statement is given to APPF and the end of the Offer Period, none of the following occur:

- (i) APPF converts all or any APPF Stapled Securities into a larger or smaller number of APPF Stapled Securities;
- (ii) APPF resolves to reduce its capital in any way;
- (iii) APPF enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement under section 257C(1) or 257D(1) of the Corporations Act;
- (iv) APPF issues APPF Stapled Securities or grants an option over the APPF Stapled Securities, or agrees to make such an issue or grant such an option;
- (v) APPF issues, or agrees to issue, convertible notes;
- (vi) APPF disposes, or agrees to dispose, of the whole, or a substantial part, of the business or property of APPF considered in aggregate;
- (vii) APPF grants, or agrees to grant, a security interest in the whole, or a substantial part, of the business or property of APPF considered in aggregate;
- (viii) APPF resolves to be wound up;
- (ix) a liquidator or provisional liquidator is appointed to APPF;
- (x) a court makes an order for the winding up of APPF;
- (xi) an administrator is appointed to APPF under section 436A, 436B or 436C of the Corporations Act;
- (xii) APPF executes a deed of company arrangement;
- (xiii) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of APPF when considered in aggregate.

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## 10.8

### Nature of conditions

- (a) Each of the conditions in each paragraph of section 10.7 is a condition subsequent and will not prevent a contract to sell your APPF Stapled Securities resulting from acceptance of the Offer, but any breach or non-fulfilment of any condition will entitle Discovery Bidder to rescind a contract that results from your acceptance of the Offer as if that contract had not been formed.
- (b) Each of the conditions in each paragraph of section 10.7 constitutes and is to be construed as a separate, several and distinct condition. No condition which applies to the Offer will be taken to limit the meaning or effect of any other condition.
- (c) Discovery Bidder alone will be entitled to the benefit of the conditions which apply to the Offer and any breach or non-fulfilment of such condition may be relied on only by Discovery Bidder.

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## 10.9

### Waiver of conditions

- (a) Subject to the Corporations Act, Discovery Bidder may free the Offer and any contract resulting from acceptance of the Offer from any condition in section 10.7 generally or in relation to a specific occurrence by lodging a notice in writing with ASIC and giving a copy of the notice to APPF. Any such notice must be lodged:
  - (i) in the case of the conditions in clause 10.7(a) and (b) – not less than seven days before the end of the Offer Period;
  - (ii) in the case of the conditions in clause 10.7(c) not later than 3 business days after the end of the Offer Period.
- (b) If, at the end of the Offer Period, the conditions in section 10.7 have not been fulfilled and Discovery Bidder has not declared the Offer (or the Offer has not become) free from those conditions in accordance with clause 10.9(a), all contracts resulting from the acceptance of the Offer and all acceptances that have not resulted in binding contracts will be automatically void.
- (c) If any condition in section 10.7 would not be fulfilled, Discovery Bidder reserves the right to rely on it as a defeating condition or to waive it either immediately or at any later time Discovery Bidder is lawfully able to do so.

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## 10.10

### Notice of status of conditions

The date for giving the notice as to the status of the conditions in section 10.7 required by section 630(1) of the Corporations Act in relation to the Share Offer is 1 December 2015 (subject to variation in accordance with section 630(2) of the Corporations Act if the Offer Period for the Share Offer is extended).

## Effect of acceptance

By accepting the Offer in accordance with section 10.4, you will have:

- (a) accepted the Offer for all your APPF Stapled Securities to which this Offer relates or such lesser number as you have specified in the Offer Acceptance Form (Accepted Stapled Securities) and agreed to sell those Accepted Stapled Securities to Discovery Bidder;
- (b) subject to the Offer being declared free from the conditions set out in section 10.7 or those conditions being fulfilled, assigned all of the beneficial interest in the Accepted Stapled Securities to Discovery Bidder, conveyed beneficial title to the Accepted Stapled Securities to Discovery Bidder and agreed to transfer legal title to the Accepted Stapled Securities to Discovery Bidder, and agreed that Discovery Bidder will be immediately entitled to cause the transfer of the Accepted Stapled Securities to be registered;
- (c) represented and warranted to Discovery Bidder that the Accepted Stapled Securities will, at the date of the transfer of them to Discovery Bidder, be fully paid and free from all encumbrances of any kind, whether legal or otherwise, and that you have full power and capacity to accept the Offer and to sell and transfer the legal and beneficial ownership of the Accepted Stapled Securities to Discovery Bidder;
- (d) represented and warranted to Discovery Bidder that, if you are the legal owner but not the beneficial owner of the Accepted Stapled Securities:
  - (i) the beneficial holder has not sent a separate acceptance of the Offer in respect of the Accepted Stapled Securities;
  - (ii) the number of APPF Stapled Securities you have specified as being the entire holding of APPF Stapled Securities you hold on behalf of the particular beneficial holder is in fact such entire holding; and
  - (iii) you are irrevocably and unconditionally entitled to transfer the Accepted Stapled Securities, and to assign all of the beneficial interest in those APPF Stapled Securities, to Discovery Bidder;
- (e) irrevocably authorised and directed APPF and APPML to pay to Discovery Bidder for all Rights in respect of the Accepted Stapled Securities subject, however, to any such Rights received by Discovery Group being accounted for by Discovery Bidder to you if the Offer is withdrawn or the contract formed by your acceptance of the Offer is rescinded or rendered void;
- (f) except where Rights have been paid or accounted for to Discovery Bidder under paragraph (e), irrevocably authorised Discovery Bidder to deduct from the consideration payable to you under the Offer by way of set off the amount of all Rights referred to in paragraph (e) or an amount equal to the value of those Rights as reasonably assessed by Discovery Bidder (or, if there is a dispute, the Chairman of the ASX or his nominee);
- (g) authorised APPF, before registration of the transfer of your Accepted Stapled Securities, to transmit your Accepted Stapled Securities to any register maintained by APPF, APPML or APPT which Discovery Bidder, in its absolute discretion, considers desirable;
- (h) whether or not the Offer is or any contract resulting from your acceptance of the Offer is free from any condition in clause 10.7, appointed Discovery Bidder and each of its directors, secretaries and officers severally as your true and lawful attorney to exercise all rights and powers derived from the holding of the Accepted Stapled Securities, including:
  - (i) attending and voting at any meeting of APPT, APPML and/or APPF (including at any meeting called in relation to the APZ Proposed Merger);
  - (ii) demanding a poll for any vote to be taken at any meeting of APPT, APPML and/or APPF;
  - (iii) proposing or seconding any resolution to be considered at any meeting of APPT, APPML and/or APPF;
  - (iv) requisitioning the convening of any meeting of APPT, APPML and/or APPF and convening a meeting following any such requisition;
  - (v) notifying APPT, APPML and/or APPF that your address in the records of APPT and/or APPML for all purposes, including the despatch of notices of meeting, annual reports and dividends, should be altered to an address nominated by Discovery Bidder; and
  - (vi) doing all things incidental or ancillary to any of the above, and agreed that in exercising the powers conferred by that power of attorney, the attorney may act in the interests of Discovery Bidder as the intended owner of the Accepted Stapled Securities. This appointment, being given for valuable consideration to secure the interest acquired in your Accepted Stapled Securities, is irrevocable, and terminates upon registration of a transfer to Discovery Bidder of your Accepted Stapled Securities or upon the contract resulting from your acceptance of the Offer becoming void under section 10.9 becoming void. Discovery Bidder will indemnify you and keep you indemnified in respect of all costs, expenses and obligations which might otherwise be incurred or undertaken as a result of the exercise by an attorney of any powers under this paragraph (h);
  - (i) agreed (in the absence of a prior waiver of this requirement by Discovery Bidder) not to attend or vote in person at any meeting of APPF Securityholders (whether a meeting or Shareholders or Unitholders) or to exercise or purport to exercise any of the powers conferred on Discovery Bidder and each of its directors, secretaries and officers under paragraph (h);
  - (j) agreed to execute all such documents and do all such things that Discovery Bidder may consider necessary or desirable to convey your Accepted Stapled Securities and your Rights to Discovery Bidder in accordance with the Offer Conditions.

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## 10.12

### Variation

Discovery Bidder may at any time before the end of the Offer Period vary the Share Offer as permitted by Part 6.6 Division 2 of the Corporations Act.

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## 10.13

### Withdrawal of Offer

- (a) The Share Offer may be withdrawn with the consent in writing of ASIC, which consent may be given subject to such conditions (if any) as are specified in the consent. If so, Discovery Bidder will give notice of the withdrawal to APPF and will comply with any other conditions imposed by ASIC.
- (b) Under section 10.3, the Unit Offer may be withdrawn by Discovery Bidder at any time by sending a withdrawal document to you, but generally not within one month of the date of the Offer. Discovery proposes to withdraw the Unit Offer if and when the Share Offer is withdrawn.

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## 10.14

### Fair value estimate

Discovery Bidder's fair estimate of the value of APPF Stapled Securities is approximately \$0.4587 per APPF Stapled Security. This estimate is made having regard to the APPF NAV per APPF Stapled Security (based on publicly available information as at 19 October 2015).

Assuming the same value ratio between Shares and Units as at the December 2014 APPF withdrawal offer (Shares 28.1% and Units 71.9%), the value of the Shares is approximately \$0.13 per Share and the value of the Units is approximately \$0.33 per Unit.

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## 10.15

### Other matters

#### (a) Notices and other communications

Subject to the Corporations Act, a notice or other communication given by Discovery Bidder to you in connection with the Offer shall be deemed to be duly given if it is in writing and is:

- (i) delivered to your address as recorded on the register of members of APPF last supplied to Discovery Bidder; or
- (ii) sent by pre-paid ordinary mail, or in the case of an address outside Australia by pre-paid airmail, to you at either of those addresses.

#### (b) Return of documents

If:

- (i) the Offer is withdrawn after your Offer Acceptance Form has been sent to Discovery Bidder, but before it has been received; or
- (ii) for any other reason Discovery Bidder does not acquire the APPF Stapled Securities to which your Offer Acceptance Form relates,

Discovery Bidder will despatch at your risk your Offer Acceptance Form together with all other documents forwarded by you, to your address as shown on the Offer Acceptance Form or such other address as you may notify in writing to Discovery Group by, where such address is inside Australia, pre-paid ordinary post, or, where such address is outside Australia, pre-paid airmail.

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## 10.16

### Governing law

The Offer and any contract resulting from your acceptance of it are governed by the law of New South Wales.



# **11**

# **TAXATION CONSIDERATIONS**



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## 11.1

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### Australian tax considerations for APPF Securityholders

The information below is based upon Australian taxation law and practice in effect at the date of this Bidder's Statement. It is not intended to be an authoritative or complete statement of the applicable law and does not take account of any specific facts or circumstances that may apply to any particular APPF Securityholders. It does not constitute tax advice by Discovery Group to any APPF Securityholder. You are advised to seek independent professional advice regarding the Australian tax consequences of disposing of your APPF Stapled Securities.

The information below only deals with the disposal of APPF Stapled Securities held on capital account and does not deal with the taxation consequences of disposing of APPF Stapled Securities issued under an employee share scheme or acquired as a result of exercising an option granted under an employee share scheme or share option scheme, or held by:

- a share trader, professional investor, financial institution, securities dealer or life insurance company;
- an exempt organisation;
- a partnership; or
- a person acting as trustee of a trust, except in relation to the comments at 11.7 and 11.8 below.

The CGT, GST and stamp duty implications of disposing of your APPF Stapled Securities are summarised below.

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## 11.2

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### The Australian capital gains tax provisions

The disposal of your APPF Stapled Securities by accepting the Offer or by compulsory acquisition of your APPF Stapled Securities will constitute a "CGT event", namely, CGT Event A1, for the purposes of the Australian capital gains tax (CGT) provisions. For Australian income tax purposes, each security that comprises an APPF Stapled Security (i.e. a share in APPML and a unit in APPT) is a separate CGT asset. As such, a separate CGT calculation will be required to be undertaken in respect of the disposal of each share in APPML and each unit in APPT. In respect of each share in APPML and each unit in APPT, you should:

- make a capital gain if the capital proceeds for the disposal of each share in APPML and each unit in APPT is greater than the cost base of each share in APPML and each unit in APPT; or
- make a capital loss if your reduced cost base of each share in APPML and each unit in APPT is greater than the capital proceeds from the disposal of each share in APPML and each unit in APPT.

The disposal will occur on the date on which you accept the Offer or (if applicable) the date on which Discovery Bidder becomes the owner of the shares under the compulsory acquisition process.

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## 11.3

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### Capital proceeds

The cash consideration offered by Discovery Bidder (under this Offer) will be the capital proceeds for the purposes of calculating the capital gain or loss. The capital proceeds need to be apportioned between the securities that comprise the APPF Stapled Securities on a reasonable basis. Broadly, a reasonable basis may be the net asset value of each security that comprises the APPF Stapled Security. Further information concerning this may be found at:

<http://www.aspenfunds.com.au/docs/aspenn-park-property-fund-document-library/aspenn-parks-property-fund--cost-base-and-annual-tax-component-general-information-.xls?sfvrsn=22>

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## 11.4

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### Cost base of the respective stapled entities

Broadly, the cost base (or reduced cost base) of each share or unit comprising the APPF Stapled Securities should be the amount you paid to acquire the respective share or unit (plus any incidental costs you incur on acquisition and disposal of the share or unit). The acquisition price you paid for the APPF Stapled Securities will need to be apportioned between each security that comprises the APPF Stapled Security on a reasonable basis (as noted above for capital proceeds). Your cost base in the respective shares and units will be reduced by any returns of capital and/or tax deferred distributions received in respect of that particular share or unit. The tax deferred amounts and/or capital returns should have been disclosed to you in your previous distribution statements from APPF. APPF Securityholders should seek their own advice on the relevant cost base (or reduced cost base) in the respective stapled entities.

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## 11.5

### **APPF Securityholders who are Australian resident companies or Australian resident individuals**

If you are a company, the whole of a capital gain on the disposal of your APPF Stapled Securities will be included in the calculation of your net capital gain for the income year.

If you are an individual and you have owned your APPF Stapled Securities for at least one year, one-half of the capital gain on the disposal of your APPF Stapled Securities will be included in the calculation of your net capital gain for the income year. If you have a capital loss from another CGT event in the same income year or carried forward capital losses from a previous income year, and that loss is applied against a capital gain on your APPF Stapled Securities, then the application of the loss occurs before applying the 50% discount (if available) to the remaining gain.

If you owned your APPF Stapled Securities for less than one year before disposing of them, the whole of a capital gain on the disposal will be included in the calculation of your net capital gain for the income year. For both a company and an individual, the whole of a capital loss on the disposal of your APPF Stapled Securities will be taken into account in the determination of your net capital gain for the income year.

If you have a net capital gain for the income year after taking account of all CGT events, the net capital gain will be included in your assessable income for the year. A net capital loss may be applied in future income years against capital gains derived in future income years. For companies, utilisation of carried forward capital losses is subject to the satisfaction of a continuity of ownership test or a same business test.

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## 11.6

### **APPF Securityholders who are non-resident companies or individuals**

If you are not a resident of Australia for tax purposes, you will not be subject to CGT on the disposal of your APPF Stapled Securities unless:

- (a) you used your APPF Stapled Securities at any time in carrying on a business through a permanent establishment in Australia; or
- (b) both of these conditions apply to you:
  - (i) you (and your associates) held a beneficial interest of at least 10% in APPF either at the time you sold your APPF Stapled Securities or for at least 12 months during the 24 months before you sold your APPF Stapled Securities; and
  - (ii) at the time of disposing of your APPF Stapled Securities, 50% or more of the value of APPF is or was represented by real property in Australia. For this purpose, indirect interests in real property are traced through entities in which APPF has at least a 10% direct or indirect beneficial interest, and real property includes leasehold interests.

If the disposal of your APPF Stapled Securities is subject to Australian CGT, the CGT consequences of disposal will be as described in 11.5 above for an Australian resident company or individual, with the following modification. The CGT discount that applies to capital gains accruing to non-resident individuals who dispose of an asset after owning it for at least one year is restricted as follows:

- (a) the discount will not be available in respect of capital gains arising after 8 May 2012 unless the taxpayer values the asset at the end of 8 May 2012;
- (b) if a valuation is done, the discount will be available only for gains that accrued up to 8 May 2012.

The tax rules applying where non-residents dispose of indirect interests in Australian real property are complex and any APPF Securityholder in this position should obtain specific advice on the application of the rules.

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## 11.7

### **APPF Securityholders in the capacity of trustees of complying superannuation funds**

The CGT consequences of disposal of APPF Stapled Securities by a trustee of a "complying superannuation fund", as defined for Australian tax purposes, will be as stated in 11.5 above for an Australian resident individual, except that one third, and not one half, of a capital gain on disposal of the fund's APPF Stapled Securities will be excluded in calculating the fund's net capital gain for the income year if the fund owned the APPF Stapled Securities for at least one year prior to the date of disposal.

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## 11.8

### **APPF Securityholders in the capacity of trustees of trusts other than complying superannuation funds**

The Australian income tax rules have been amended to exclude net capital gains in calculating the "income" and "net income" of a trust estate for certain purposes. Capital gains arising in trusts, to which beneficiaries of trusts are "specifically entitled", are treated as having accrued directly to those beneficiaries.

A gain to which no beneficiary is "specifically entitled" is treated as accruing to the trustee (by election if the trust deed so permits, otherwise automatically), or is allocated on a proportionate basis to those beneficiaries of the trust who are presently entitled to income of the trust estate. If a gain is treated as accruing to a non-resident beneficiary, the trustee will be assessed on the gain that would be assessed in the hands of the beneficiary.

The tax rules regarding capital gains accruing to trusts are complex and trustees should obtain tax advice based on the specific circumstances of the trust.

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**11.9**

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**GST**

No Australian GST is payable on the transfer of APPF Stapled Securities.

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**11.10**

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**Stamp duty**

Stamp duty is generally not payable by APPF Securityholders on the transfer of APPF Stapled Securities.

# 12

## **APPROVAL OF BIDDERS STATEMENT**

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This Bidder's Statement has been approved by a resolution passed by the directors of Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for Beston Accommodation Parks Trust (ABN 61 229 965 660).

Signed on behalf of Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for Beston Accommodation Parks Trust (ABN 61 229 965 660):

A handwritten signature in black ink, appearing to read 'Grant Wilckens', is positioned above the printed name and title.

**Grant Wilckens**  
Director  
Beston Parks Land Co Pty Ltd

Dated: 23 October 2015

# **13**

# **GLOSSARY**

## Definitions

In this Bidder's Statement, unless the context requires otherwise:

**Accepted Stapled Securities** has the meaning given in section 10.11(a).

**AFML** means Aspen Funds Management Ltd (ACN 104 322 278).

**Aggregate Amount** has the meaning given to that term in clause 8.1.

**AGL** means Aspen Group Limited (ACN 004 160 927).

**Announcement** means the announcement of the Offer by Discovery Group on the Announcement Date.

**Announcement Date** means 23 October 2015, being the date of the Announcement.

**APPF** means Aspen Parks Property Fund, the securities of which are comprised of Shares in APPML and Units in APPT which are stapled together under the constitutions of APPML and APPT. A reference to APPF is a reference to either or both of APPML and APPT, as the context requires.

**APPF Stapled Security** means a fully paid stapled security in APPF, being one Share (in APPML) stapled to one Unit (in APPT).

**APPF Securityholder** means the holder of one or more APPF Stapled Securities.

**APPML** means Aspen Parks Property Management Limited (ACN 096 790 331).

**APPML Board** means the board of APPML.

**Approval** means a licence, authority, authorisation, consent, permission, approval, clearance, grant, confirmation, order, exemption, waiver or ruling.

**APPT** means Aspen Parks Property Trust (ARSN 108 328 669).

**APPT Responsible Entity** means Aspen Funds Management Ltd (ACN 104 322 278).

**APZ** means AGL and APT, and their stapled shares and units, which trade together on ASX under the ticker code APZ.

**APZ Proposed Merger** means the proposed merger of APZ and APPF by schemes of arrangement, which was announced on 14 September 2015 or any similar or related proposal.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the market operated by it, as the context requires.

**Beston Accommodation Parks Trust or Beston Trust** means Beston Accommodation Parks Trust (ARSN 108 328 669).

**Bidder's Statement** means this document, being the statement of Discovery Bidder under Part 6.5 Division 2 of the Corporations Act relating to the Offer.

**business day** means a day on which banks are open for general banking business in Sydney (not being a Saturday, Sunday or public holiday).

**CGT** means capital gains tax.

**Corporations Act** means the Corporations Act 2001 (Cth).

**DHP** means Discovery Holiday Parks Pty Limited (ACN 111 782 846).

**Discovery Bidder** means Beston Parks Land Co Pty Ltd (ACN 111 783 423) as trustee for Beston Accommodation Parks Trust (ABN 61 229 965 660), a wholly owned subsidiary of Discovery Parks.

**Discovery Group** means Discovery Parks, Discovery Bidder and their subsidiaries.

**Discovery Invitation** means invitations to Eligible Holders of APPF Stapled Securities to offer to sell their APPF Stapled Securities to Discovery Bidder by private treaty, which are described in clause 7.5.

**Discovery Parks** means Discovery Parks Holdings Pty Limited (ACN 127 847 269).

**Discovery Terms** means the terms applying to an offer made in response to a Discovery Invitation.

**Eligible Holders** means holders of APPF Securities of the kind described in regulation 7.9.97 of the Corporations Regulations 2001.

**GST** has the meaning given in A New Tax System (Goods and Services Tax) Act 1999 (Cth).

**Minimum Relevant Interest Condition** means the condition of the Offer in section 10.7(a).

**NAV** means net asset value.

**New APZ Securities** mean the stapled securities that APPF security holders will hold if the APZ Proposed Merger is approved and implemented.

**Offer** means the offer by Discovery Bidder in section 10 on the terms and conditions set out in section 10.

**Offer Acceptance Form** means the acceptance form that accompanies this Bidder's Statement.

**Offer Conditions** means the terms and conditions of the Offer set out in section 10.

**Offer Period** means the period during which the Offer remains open.

**Register Date** means 7:00pm (Sydney time) on Wednesday 28 October 2015, being the date set by Discovery Bidder under section 633(2) of the Corporations Act.

**Rights** means all accretions, rights or benefits of whatever kind attaching to or arising from APPF Stapled Securities directly or indirectly after the Announcement Date, including, without limitation, all dividends, returns of capital or other distributions (whether in cash or in specie) and all rights to receive any dividends, returns of capital or other distributions (whether in cash or in specie), or to receive or subscribe for shares, stock units, notes, bonds, options or other securities, declared, paid, issued or made by APPF or any of its subsidiaries.

**Selling APPF Securityholders** means those APPF Securityholders who entered into stapled security purchase agreements with Discovery Bidder to sell their APP Stapled Securities in connection with the Discovery Invitation.

**Share** means an ordinary share in APPML.

**Share Offer** is defined in clause 10.1(b).

**subsidiary** has the meaning given to it in the Corporations Act.

**Sunsuper or SSF** means State Street Australia Ltd (ACN 002 965 200) as custodian for Sunsuper Pty. Ltd. (ACN 010 720 840) as trustee for Sunsuper Superannuation Fund (ABN 98 503 137 921).

**Target's Statement** means the target's statement to be issued by APPF in response to this Bidder's Statement, as required by the Corporations Act.

**Unit** means a unit in APPT.

**Unit Offer** is defined in clause 10.1(b).

**VWAP** means volume-weighted average price, calculated by dividing the value of trades by the volume over a given period.

**your APPF Stapled Securities** means, subject to section 10.6:

- (a) the APPF Stapled Securities of which you are registered or entitled to be registered as the holder in the register of members of APPF at the Register Date; and
- (b) any other APPF Stapled Securities to which you are able to give good title at the time you accept the Offer.

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## 13.2

### General interpretation

The following rules of interpretation apply unless the contrary intention appears or the context requires otherwise:

- (a) A reference to time is a reference to standard Sydney time as defined in the Standard Time Act 1987 (NSW).
- (b) Headings are for convenience only and do not affect interpretation.
- (c) The singular includes the plural and conversely.
- (d) A reference to a section is to a section of this Bidder's Statement.
- (e) A gender includes all genders.
- (f) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (g) \$, A\$ or cents is a reference to the lawful currency in Australia, unless otherwise stated.
- (h) A reference to a person includes a body corporate, an unincorporated body or other entity and conversely.
- (i) A reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including, but not limited to, persons taking by novation) and assigns.
- (j) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.
- (k) A reference to any instrument or document includes any variation or replacement of it.
- (l) A term not specifically defined in this Bidder's Statement has the meaning given to it (if any) in the Corporations Act.
- (m) A reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly and individually.
- (n) A reference to "you" is to a person to whom an Offer is made under section 10.



## **CORPORATE DIRECTORY**

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**Beston Parks Land Co Pty Ltd as trustee for Beston  
Accommodation Parks Trust**  
Level 2  
157 Grenfell Street  
Adelaide SA 5000

**Discovery Parks Holdings Pty Limited**  
Level 2  
157 Grenfell Street  
Adelaide SA 5000

Legal adviser to Discovery Bidder  
**Johnson Winter & Slattery**  
Level 25  
20 Bond Street  
Sydney NSW 2000

Financial adviser to Discovery Bidder  
**Rothschild Australia Limited**  
Level 41  
50 Bridge Street  
Sydney NSW 2000

Offer registrar  
**Computershare Investor Services Pty Limited**  
GPO Box 2115  
Melbourne VIC 3001



Beston Parks Land Co Pty Ltd ACN 111 783 423  
as trustee for  
Beston Accommodation Parks Trust ABN 61 229 965 660



000001 000 ASP\_TK  
MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001

## Return your form:

### By Mail:

☒ Computershare Investor Services  
GPO Box 2115  
Melbourne VIC 3001  
Australia

Alternatively you can fax your form to  
+61 3 9473 2093  
or email your form to  
discoveryoffer@computershare.com.au

If you fax or email your form all other  
documents required must then be sent to the  
above address.

### For all enquiries:

(within Australia) 1300 781 243  
(outside Australia) +61 3 9415 4662

## Offer Acceptance Form

## CERTIFICATED

**Your form must be received by 7.00pm (Sydney time) on the last day of the Offer Period.**

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by Discovery Bidder to acquire all or any of your APPF Stapled Securities the terms of which are set out in the Bidder's Statement from Discovery Bidder dated 23 October 2015 as replaced or supplemented (the "Bidders Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with the Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

### Step 1: Registration name & Offer Details

Your consideration will be issued to the name and address provided to Discovery Bidder under section 641 of the *Corporations Act 2001* in relation to your Shares in Aspen Parks Property Management Limited.

The current address recorded by Discovery Bidder is printed above and overleaf. If you have recently bought or sold APPF Stapled Securities your holding may differ from that shown. If you have already sold all your APPF Stapled Securities, do not complete or return this form.

### Step 2: Accept the Offer

You may accept the Offer for all or any of your APPF Stapled Securities.

To validly accept the Offer by mail, you must send the original certificates that relate to your Accepted Stapled Securities with this Offer Acceptance Form ("Original Certificates") to the postal address above. You may also validly accept the Offer by fax or email by faxing or sending a scanned version of your Offer Acceptance Form and the Original Certificates to the facsimile number or email address above.

However, you must send the original Offer Acceptance Form and Original Certificates to the postal address above as soon as practicable afterwards, so that they are received at the registry address, at the latest, 21 days after the end of the Offer Period.

If Discovery Bidder receives your Offer Acceptance Form and does not receive your Original Certificates, Discovery Bidder may, in its absolute discretion, agree to treat your acceptance as valid and, at

the end of the Offer Period, if the Original Certificates have not yet been received by Discovery Bidder, you appoint Discovery Bidder as your agent and attorney to apply for duplicate Original Certificates in accordance with section 10.4(h) of the Bidder's Statement.

### Step 3: Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of attorney:** Where signing as power of attorney ("POA"), you must attach an original certified copy of the POA to this form.

**Companies:** Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as:

a sole director and sole company secretary **OR** a sole director (if no company secretary exists), **OR**  
two directors, **OR**  
a director and secretary.

**Overseas companies:** Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

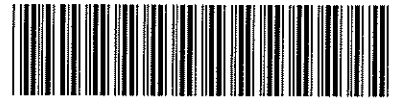
**Deceased estate:** All executors must sign and a certified copy of probate or letters of administration must accompany this form.

If you have accepted the Offer by facsimile or email, you must send any original documents required to the postal address above as soon as practicable after accepting the Offer by facsimile or email. Entering contact details is not compulsory, but will assist us if we need to contact you.

### Power of attorney

BY ACCEPTING THE OFFER, YOU IMMEDIATELY APPOINT DISCOVERY BIDDER AND ITS OFFICERS AS ATTORNEYS IN RELATION TO YOUR ACCEPTED STAPLED SECURITIES. THIS MEANS THAT DISCOVERY BIDDER MAY EXERCISE ALL OF YOUR RIGHTS IN RELATION TO THOSE STAPLED SECURITIES EVEN IF THE OFFER REMAINS CONDITIONAL (FOR EXAMPLE, IF THE MINIMUM RELEVANT INTEREST CONDITION HAS NOT YET BEEN MET). PLEASE SEE 10.11(h) IN THE BIDDER'S STATEMENT FOR THE FULL TERMS AND CONDITIONS OF THIS APPOINTMENT.

**Turn over to complete the form** ➔



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## Offer Acceptance Form

### STEP 1 Registration and Offer details

For your security keep your SRN confidential.

Registration Details: MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001

Offer details: APPF Stapled Securities held as at <#>:

2000

BY ACCEPTING THE OFFER, YOU IMMEDIATELY APPOINT DISCOVERY BIDDER AND ITS OFFICERS AS ATTORNEYS IN RELATION TO YOUR ACCEPTED STAPLED SECURITIES. THIS MEANS THAT DISCOVERY BIDDER MAY EXERCISE ALL OF YOUR RIGHTS IN RELATION TO THOSE STAPLED SECURITIES EVEN IF THE OFFER REMAINS CONDITIONAL (FOR EXAMPLE, IF THE MINIMUM RELEVANT INTEREST CONDITION HAS NOT YET BEEN MET). PLEASE SEE 10.11(h) IN THE BIDDER'S STATEMENT FOR THE FULL TERMS AND CONDITIONS OF THIS APPOINTMENT.

### STEP 2 Accept the Offer

You may accept the Offer for all or any of your APPF Stapled Securities. The consideration applicable is set out in the terms of the Offer.

You are required to return the Original Certificates provided to you with this Acceptance Form. If the Original Certificates are not received by Discovery Bidder before the end of the Offer Period, you appoint Discovery Bidder as your agent and attorney to apply for duplicate Original Certificates in accordance with section 10.4(h) of the Bidder's Statement.

Please indicate the number of APPF Stapled Securities you wish to sell in the box opposite. If you wish to sell ALL of your APPF Stapled Securities, please write 'ALL'. If the box is not completed you will be deemed to have accepted the Offer for all of your APPF Stapled Securities.

### STEP 3 Signature of Securityholder(s) *This section must be completed.*

I/We accept the Offer made by Discovery Bidder for APPF Stapled Securities and I/we agree to be bound by the terms and conditions of the Offer and transfer the number of APPF Stapled Securities stated in the box below as per the above instruction.

If the Original Certificates are not received by Discovery Bidder before the end of the Offer Period, I/we appoint Discovery Bidder as my/our agent and attorney to apply for duplicate Original Certificates in accordance with section 10.4(h) of the Bidder's Statement.

Individual or securityholder 1

Sole Director and Sole Company Secretary/  
Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary  
(cross out titles as applicable)

Contact  
name

Contact  
daytime  
telephone

Date / /

### Privacy notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by Discovery Parks Pty Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Discovery Parks Pty Limited or to third parties upon direction by Discovery Parks Pty Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

## NOTES

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