

Buy-Back Booklet



THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Buy-Back Booklet should be read in its entirety. If you are in any doubt about the information provided or the action you should take, you should consult your financial, taxation or other professional adviser. Should you wish to discuss the matters in respect of the Buy-Back, please contact the ERF Securityholder Information Line on 1300 631 217 for callers within Australia or +61 3 9415 4665 for callers outside of Australia between 8:30am and 5:00pm Sydney time Monday to Friday.

PARTICIPATION IN THE BUY-BACK IS NOT COMPULSORY. IF YOU ARE A SECURITYHOLDER AND YOU DO NOT WISH TO PARTICIPATE IN THE BUY-BACK, YOU DO NOT NEED TO DO ANYTHING

Important Notices

What is this document?

This Booklet is issued by Elanor Funds Management Limited (ACN 125 903 031) (**Responsible Entity**) in its capacity as responsible entity for Elanor Retail Property Fund I (ARSN 615 291 220) (**ERPF I**) and Elanor Retail Property Fund II (ARSN 615 291 284) (**ERPF II**), which are the stapled managed investment schemes that together comprise Elanor Retail Property Fund (**ERF**).

The purpose of this Booklet is to inform you regarding how to participate in the off-market Buy-Back (**Buy-Back**) which is being offered by the Responsible Entity as a mechanism for ERF Securityholders to apply to exit their investment in ERF prior to the Privatisation and Delisting should you wish to do so.

When making an investment decision in connection with the Buy-Back, you should consider the risk factors set out in Section 11 (*Risk Factors*) of the Explanatory Statement in light of your individual circumstances. The risks identified in Section 11 of the Explanatory Statement are non-exhaustive indicators of factors which may affect the financial and operating performance of ERF. None of the Responsible Entity, its advisers nor any other person guarantees:

- any specific rate of return in respect of ERF Securities;
- the performance of ERF;
- repayment of capital from ERF; or
- any particular tax treatment.

No investment advice

ERF Securityholders should note that the information provided in this Booklet, and the accompanying Buy-Back Election Form, does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. The information contained in these documents should not be considered as comprehensive or comprising all information which you may require in order to determine whether or not to participate in the Buy-Back.

It is important that you read this Booklet in its entirety before making any investment decision or deciding whether to participate in the Buy-Back. If you are in any doubt on whether to participate in the Buy-Back, you should consult your financial, legal, tax or other professional adviser.

Preparation and responsibility

None of the advisers, nor any of its affiliates, securityholders or related bodies corporate (as that term is defined in the Corporations Act), nor any of their respective directors, employees, officers, representatives, agents, partners, consultants, affiliates, advisers or intermediaries or any other person named in this document, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Booklet (or any other material released by the Responsible Entity). None of the advisers to the Responsible Entity make or purport to make, and have not authorised, approved or verified, any statement (including any forward-looking statement) in this Booklet and there is no statement in this Booklet which is based on any statement by any of them.

The information in this Booklet remains subject to change without notice. The Responsible Entity reserves the right to withdraw or vary the timetable for implementing the Buy-Back without notice.

Forward-looking statements

This Booklet may contain statements which are considered to be forward-looking.

Forward-looking statements can generally be identified by the use of forward-looking words such as 'expect', 'anticipate', 'likely', 'intend', 'propose', 'should', 'could', 'may', 'predict', 'plan', 'will', 'believe', 'forecast', 'estimate', 'target', and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the Buy-Back.

Forward-looking statements may involve a significant element of subjective judgment, assumptions as to future events, and analysis and are subject to uncertainties, risks and contingencies, many of which are outside the control of, or may be unknown to, the Responsible Entity (and its officers, employees, agents or associates). In addition, the uncertainty and risks created by the COVID-19 pandemic increase the difficulty of making such judgements and analysis.

Unforeseen or unpredictable events and various risks could affect the future results of ERF, causing results to differ from those which are expressed, implied or projected in any forward-looking statements. Given these uncertainties, it is prudent not to place undue reliance on any forward-looking statements.

Refer to Section 11 (*Risk Factors*) of the Explanatory Statement for a summary of certain general and ERF specific risk factors that may affect ERF. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements. Investors should consider the forward-looking statements contained in this Booklet in light of these disclosures.

The forward-looking statements are based on information available to the Responsible Entity as at the date of this Booklet. Except as required by law or regulation (including the ASX Listing Rules), the Responsible Entity undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Past performance

Investors should note that past performance, including past security price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future ERF performance including future security price performance.

Defined terms

Capitalised terms used in this Booklet are defined in the Glossary.

Times and Dates

Unless stated otherwise, all times expressed in this Booklet refer to Sydney time.

Times and dates in this Booklet are (except where historical) indicative only and subject to change. Refer to the 'Key dates' for more details.

Currency and financial data

Unless stated otherwise, all references to dollars, \$, cents or ¢ are to Australian dollars and financial data is presented as at the date stated. Any discrepancies between totals and the sum of components in the tables contained in this Booklet are due to rounding.

Updated information

ERF may update the information contained in this Booklet via the ASX announcements platform and on its website at <https://www.elanorinvestors.com/erf/>.

Privacy

The Responsible Entity may collect personal information in the process of conducting the Buy-Back. Such information may include the ERF Securityholder's name, contact details and securityholding.

The primary purpose of collecting personal information is to assist the Responsible Entity to conduct the Buy-Back. Personal information collected will not be used for any other purpose.

Personal information of the type described above may be disclosed to print, mail and other service providers and related bodies corporate of the Responsible Entity. ERF Securityholders have certain rights to access their personal information that has been collected and may contact the Responsible Entity in the first instance if they wish to access their personal information.

Questions

If you have any questions in relation to the Buy-Back please contact your financial, legal, tax or other professional adviser or call the ERF Securityholder Information Line on 1300 631 217 for callers within Australia or +61 3 9415 4665 for callers outside of Australia between 8:30am and 5:00pm (Sydney time) Monday to Friday.

PARTICIPATION IN THE BUY-BACK IS NOT COMPULSORY. IF YOU ARE A SECURITYHOLDER AND YOU DO NOT WISH TO PARTICIPATE IN THE BUY-BACK, YOU DO NOT NEED TO DO ANYTHING.

Letter from the Chair

30 August 2022

Dear ERF Securityholder,

On Friday, 19 August 2022 the proposed Privatisation and Delisting of Elanor Retail Property Fund was approved by ERF securityholders.

Proposal

The Proposal includes the following interrelated steps:

Special Distribution

Tweed Mall to be sold for its independent valuation of \$87.0 million with the net proceeds distributed to ERF Securityholders by way of a special distribution of \$0.36 per security (**Special Distribution**)

Buy-Back

An off-market security Buy-Back to acquire up to 100% of ERF Securities at a price of \$0.79 per security

Delisting

ERF to be delisted and become the Elanor Property Income Fund (**EPIF**), an open-ended, multi sector property fund generating reliable income from real estate assets with an NTA of between \$0.84 and \$0.95 per security

The Proposal represents an attractive premium to the last trading price¹ of ERF and provides ERF Securityholders the flexibility to either retain some or all of their investment in EPIF.

- Securityholders who remain invested in EPIF will receive between \$1.20 to \$1.31 of total value per security, representing a 12.7% to 22.6% premium to the last trading price¹
- Securityholders that participate in the Buy-Back will receive a total consideration of \$1.15 per security representing a 7.9% premium to the last trading price¹

¹ The last trading price, 30-day VWAP and 3-month VWAP calculations are as of 23 June 2022 and are based on IRESS market volume

The Elanor Property Income Fund (EPIF)

ERF Securityholders will have the opportunity to retain an investment in an open-ended, multi-sector real estate fund to be named Elanor Property Income Fund (following the Privatisation and Delisting). EPIF will be seeded with ERF's high investment quality portfolio of secure income assets (Manning Mall, Gladstone Square, Glenorchy Plaza and Northway Plaza). ERF's current management structure will be retained following the Privatisation and Delisting, with EPIF continuing to be managed by Elanor Asset Services Pty Limited (**EAS** or the **Manager**) and governed by the Board.

EPIF will be an open-ended, multi-sector property fund generating reliable income from real estate assets that have a defensive tenancy mix and differentiated competitive advantages in their markets to deliver superior investment performance.

Key features include:

- reliable monthly income distributions from a high investment quality initial portfolio of secure income retail assets;
- real estate diversification across sector, location and tenancy mix; and
- leading liquidity structure – 5% of net assets quarterly (20% p.a.) at NTA.

A summary of the key features of the Elanor Property Income Fund (EPIF) are outlined in the Explanatory Statement (at section 2.3) which can be accessed at <https://www.elanorinvestors.com/erf/reports>.

ERF Securityholders who remain in the Elanor Property Income Fund will receive the Special Distribution of \$0.36 per security and, immediately after delisting, hold EPIF securities with an NTA per security of between \$0.84 and \$0.95 resulting in approximately \$1.20 to \$1.31 of total value per security (4.6% to 13.7% premium to the Buy-Back Price).

The total value per ERF Security implies the following premia:

Total Value per ERF Security	\$1.20 to \$1.31	Premia ^{1,2}
Last trading price	\$1.07	12.7% to 22.6%
30-day VWAP	\$1.05	13.9% to 23.8%
3-month VWAP	\$1.06	13.1% to 22.9%

ERF Securityholders who remain in the Elanor Property Income Fund will be entitled to any distribution in relation to the performance of ERF from 1 July 2022 to the Delisting Date.

Details of the Elanor Property Income Fund are provided to ERF Securityholders in the Explanatory Statement.

Special Distribution to ERF Securityholders

Prior to delisting, ERF's Tweed Mall property will be sold for its independent valuation (\$87.0 million) through a syndication into a new unlisted single asset fund, the Tweed Mall Fund (**TMF**) (**Tweed Mall Transaction**).

As a result of the Tweed Mall Transaction, all ERF Securityholders will receive a Special Distribution of \$0.36 per ERF Security funded by the net proceeds received from the Tweed Mall Transaction after transaction costs and retiring debt.

² Further details on the effect of Buy-Back participation on the EPIF rollover premium are in section 2.1.1 of the Explanatory Statement.

ERF Security Buy-Back offer

Buy-Back Eligible Securityholders will have the opportunity to participate in a Buy-Back offer for 100% of their ERF Securities to receive cash of \$0.79 per ERF Security.

Buy-Back Eligible Securityholders who elect not to participate in the Buy-Back offer will retain their exposure to an open-ended, multi-asset unlisted real estate fund, the Elanor Property Income Fund.

The Buy-Back (at a price of \$0.79 per ERF Security) and the Special Distribution (of \$0.36 per ERF Security) will result in Buy-Back Eligible Securityholders who elect to participate in the Buy-Back offer receiving a total consideration of \$1.15 per ERF Security.

The Buy-Back Price will be reduced by the value of any further distributions declared after 30 June 2022, including any distributions in relation to the performance of ERF from 1 July 2022 to the Delisting Date.

The total consideration of \$1.15 per ERF Security implies the following premia:

Total Consideration per ERF Security	\$1.15	Premia ¹
Last trading price	\$1.07	7.9%
30-day VWAP	\$1.05	9.0%
3-month VWAP	\$1.06	8.2%

How to Apply

The Buy-Back closes at 5:00pm (Sydney time) on Friday, 21 October 2022. To participate in the Buy-Back you should ensure that your completed Buy-Back Election Form is received by the Registry by no later than 5:00pm on the Buy-Back Closing Date (Friday, 21 October 2022).

Please carefully read this Booklet in its entirety and consult your financial, legal, tax or other professional adviser before making your investment decision. In particular, you should read and consider the "Risk Factors" set out in Section 11 of the Explanatory Statement, which contains a summary of some of the key risks associated with an investment in EPIF.

If you have any questions in respect of the Buy-Back, please call the ERF Securityholder Information Line on 1300 631 217 for callers within Australia and +61 3 9415 4665 for callers outside of Australia between 8:30am and 5:00pm (Sydney time) Monday to Friday.

Your Directors would like to take this opportunity to thank you for considering this investment opportunity and for your ongoing support

Yours sincerely,



Paul Bedbrook
Chair

Key dates

The following are the key dates in relation to the Buy-Back

Event	Date
Ex-Entitlement Date for Buy-Back	Thursday, 25 August 2022
Buy-Back Record Date	Friday, 26 August 2022
Opening Date for Buy-Back	Tuesday, 30 August 2022
Despatch of the Buy-Back booklet	Tuesday, 30 August 2022
Buy-Back Closing Date	Friday, 21 October 2022
Buy-Back Effective Date and Announcement of the results of the Buy-Back	Monday, 24 October 2022
Buy-Back Payment Date	Monday, 31 October 2022
Suspension Date (date on which ERF Securities are suspended from trading on ASX)	Wednesday, 2 November 2022
ERF Delisting Date (subject to final delisting approval by ASX)	Friday, 4 November 2022

All times and dates in the above timetable are references to the time and date in Sydney, New South Wales, Australia and all such times and dates are subject to change. The Responsible Entity may vary any or all of these dates and times and will provide notice of any such variation to the ASX. Any changes will be announced by the Responsible Entity to the ASX.

Information about the Buy-Back Process

1. What should you do?

1.1 Read this Booklet and the accompanying forms

This Booklet, and the accompanying personalised Buy-Back Election Form, contain important information about the Buy-Back. You should read each of these documents carefully and in their entirety before deciding whether or not to participate in the Buy-Back.

1.2 Consider the Buy-Back in light of your particular investment objectives and circumstances

If you are in any doubt about the information provided or the action you should take in relation to the Buy-Back, you should consult your financial, legal, tax or other professional adviser.

1.3 Decide what you want to do

Participation in the Buy-Back is voluntary. If you choose not to participate, you do not need to do anything. However, only a Buy-Back Eligible Securityholder can elect to participate in the Buy-Back.

If you wish to sell ERF Securities in the Buy-Back, you need to decide the number of ERF Securities that you wish to offer to sell. The maximum number of ERF Securities that you may offer to sell through the Buy-Back is the total number of ERF Securities for a registered holding as shown on your Buy-Back Election Form.

If you wish to sell ERF Securities in the Buy-Back, you will need to complete and sign your personalised Buy-Back Election Form that accompanies this Booklet and return it to the Registry by using the enclosed reply-paid envelope or mail your completed form to the Registry at the following address:

**Computershare Investor Services Pty Limited
GPO Box 52, Melbourne VIC 3001, Australia**

If you wish to participate in the Buy-Back, you must ensure that your completed Buy-Back Election Form is received by the Registry by no later than 5.00pm (Sydney time) on the Buy-Back Closing Date (Friday, 21 October 2022).

2. How to apply to sell ERF Securities in the Buy-Back

2.1 If you elect to participate, decide how many ERF Securities you wish to sell through the Buy-Back

If you are a Buy-Back Eligible Securityholder, you may elect to sell all or some of the ERF Securities you hold as at 7.00pm on the Record Date, being Friday, 26 August 2022. The maximum number of ERF Securities you may sell through the Buy-Back is shown on your Buy-Back Election Form, and is the total number of ERF Securities for that particular registered holding at the Record Date.

If you elect to sell some or all of your ERF Securities by validly completing your Buy-Back Election Form, those securities will be purchased by the Responsible Entity under the Buy-Back.

2.2 Complete and submit your Buy-Back Election Form

If you do not wish to sell any of your ERF Securities, you do not need to take any action and you do not need to complete your Buy-Back Election Form.

If you wish to participate in the Buy-Back, you should return your completed personalised Buy-Back Election Form (which you will have received with your copy of this Booklet) to the Registry by using the enclosed reply-paid envelope or mail your completed form to the Registry at the following address:

Computershare Investor Services Pty Limited
GPO Box 52, Melbourne VIC 3001, Australia

Your completed Buy-Back Election Form must be received by the Registry by no later than 5.00pm (Sydney time) on the Buy-Back Closing Date (scheduled to be Friday, 21 October 2022). You can submit your Buy-Back Election Form at any time up to that time, however there is no priority by virtue of returning the Buy-Back Election Form earlier rather than later.

The Responsible Entity may reject your Buy-Back Election Form if it is not physically received by the Registry by 5.00pm (Sydney time) on the Buy-Back Closing Date (scheduled to be Friday, 21 October 2022). You should allow sufficient time for this to occur if you are sending your Buy-Back Election Form by mail.

If you have any questions in relation to the processing of your Buy-Back Election Form, please call the ERF Securityholder Information Line on 1300 631 217 for callers within Australia and +61 3 9415 4665 for callers outside of Australia between 8:30am and 5:00pm (Sydney time) Monday to Friday.

2.3 Withdrawals and amendments

Once you have submitted your Buy-Back Election Form, you may withdraw the form or amend the election you have made on the form by following the procedures below.

To withdraw or amend your Buy-Back Election Form, you will need to submit a Withdrawal/Amendment Form. You can obtain a Withdrawal/Amendment Form by contacting the ERF Securityholder Information Line on 1300 631 217 for callers within Australia and +61 3 9415 4665 for callers outside of Australia between 8:30am and 5:00pm (Sydney time) Monday to Friday.

You can withdraw your Buy-Back Election Form in its entirety by ticking the 'Withdrawal' box on the Withdrawal/Amendment Form, completing your ERF Securityholder details and returning it to the Registry at the address provided on the form so that it is received by no later than 5.00pm on Friday, 21 October 2022. If the Registry does not receive your Withdrawal/Amendment Form by this time, your withdrawal will be of no effect.

If you wish to amend your Buy-Back Election Form to increase or decrease the number of ERF Securities which you have elected to sell through returning your completed Buy-Back Election Form, then you must tick the 'Amendment' box on the Withdrawal/Amendment Form. You must then complete your ERF Securityholder details and details of the number of ERF Securities you wish to sell in accordance with the instructions shown on the Withdrawal/Amendment Form and sign and return the form so that it is received by no later than 5.00pm on Friday, 21 October 2022. If the Registry does not receive your Withdrawal/Amendment Form by this time, or if your Withdrawal/Amendment Form is incomplete or incorrect, you will not have successfully amended your Buy-Back Election Form.

The effect of amending, through submitting a Withdrawal/Amendment Form, your offer to sell ERF Securities (made by submitting your Buy-Back Election Form) will be to replace the offer made by you

to sell the number of ERF Securities indicated on your submitted Buy-Back Election Form with a new offer detailed on your Withdrawal/Amendment Form.

If your Withdrawal/Amendment Form is incomplete or incorrect, the Registry will make two attempts to contact you before the Buy-Back Closing Date. Where there is insufficient time or you cannot be contacted, your Withdrawal/Amendment Form will not be accepted.

3. Declarations – Participation in Buy-Back

The effect of submitting an Offer is as follows:

- (a) By submitting an Offer, and if you do not, before 5.00pm (Sydney time) on the Buy-Back Closing Date, withdraw that Offer, you are irrevocably offering to sell the number of ERF Securities you specified in your Offer (**Nominated Securities**) to the Responsible Entity under the Buy-Back on the terms set out in this Booklet.
- (b) Submission of your Offer does not, of itself, constitute a binding contract for the sale of your ERF Securities. No agreement for a buy-back of ERF Securities by the Responsible Entity will be formed before the Responsible Entity accepts your Offer, which will not be before 5.00pm on the Buy-Back Closing Date.
- (c) If you have lodged a validly completed Buy-Back Election Form (or Withdrawal/Amendment form in the case of amendment) prior to 5.00pm on the Buy-Back Closing Date, and you also have not, before 5.00pm on the Buy-Back Closing Date, withdrawn your Offer, then, following 5.00pm on the Buy-Back Closing Date the Responsible Entity can accept your offer meaning a binding contract will be formed between you and the Responsible Entity for you to sell, and the Responsible Entity to buy back, your Nominated Securities on the terms and conditions set out in this Booklet and your Buy-Back Election Form.
- (d) By making an Offer, and you do not withdraw that offer before 5.00pm on the Buy-Back Closing Date, you are taken to:
 1. agree to the terms and conditions set out in this Booklet;
 2. irrevocably offer to sell to the Responsible Entity on the Buy-Back Effective Date your Nominated Securities;
 3. agree that upon acceptance of your offer as set out in paragraph (c) above, a binding contract would be formed for you to sell your Nominated Securities on the terms and conditions set out in this Booklet and your Buy-Back Election Form;
 4. agree that the Responsible Entity may amend the timetable for the Buy-Back (including the Buy-Back Closing Date, Buy-Back Effective Date and Buy-Back Payment Date) as permitted by law and as described in this Booklet;
 5. waive any requirement to receive further notices or communications from the Responsible Entity in respect of an Offer submitted by you;
 6. warrant to the Responsible Entity that:
 - at all times after you submit your Offer, and on the Buy-Back Effective Date you are and will be the registered holder of your Nominated Securities and that these securities are free from any mortgage, charge, lien or other encumbrance or security interest (whether legal or equitable) and from any third-party rights and are otherwise able to be sold freely by you;

- you have read and understood this Booklet;
 - if you are a trustee or nominee having elected to participate in the Buy-Back on behalf of some or all beneficial holders on whose behalf you hold ERF Securities, such acceptances have been duly made in accordance with the instructions of the beneficial holders and/or the applicable trust or nominee arrangements and that participation in the Buy-Back on behalf of beneficial holders does not constitute a breach of trust, contract or any applicable law;
 - your receipt of this Booklet, and your participation in the Buy-Back is permitted under the laws of the jurisdiction in which you are resident;
 - you have not distributed or sent this Booklet or other document referring to the Buy-Back into any jurisdiction where it would not be lawful to do so; and
7. accept responsibility for observing the laws and regulatory requirements of any relevant jurisdictions that apply to you in connection with this Booklet, the Buy-Back, including obtaining any governmental, exchange control or other consents, the making of any filings that may be required, the compliance with other necessary formalities and the payment of any taxes or other requisite payments due in such jurisdictions;
 8. undertake not to sell or offer to sell ERF Securities to any other person if, as a result, you will at any time after you submit your Buy-Back Election Form until the Buy-Back Effective Date hold fewer ERF Securities than your Nominated Securities;
 9. authorise the Responsible Entity (and its officers, agents, contractors or advisers) to correct any error in or omission from your Buy-Back Election Form and to insert any missing details therein;
 10. acknowledge that neither the Responsible Entity nor any other party related or connected to the Responsible Entity has provided you with financial product, tax or investment advice, or any securities recommendation, or has any obligation to provide this advice or recommendation, concerning your decision to participate in the Buy-Back or the manner of any such participation;
 11. authorise the Responsible Entity to arrange payment of your Buy-Back Consideration:
 - if you have a direct credit authority, by direct credit to your nominated account as recorded on the Register at 5.00pm (Sydney time) on the Buy-Back Closing Date; or
 - if you do not have a direct credit authority, by cheque mailed to your address as recorded on the Register at 5.00pm (Sydney time) on the Buy-Back Closing Date; and
 - in either case, you acknowledge that payments made in accordance with such instructions will satisfy all obligations to you for payment under the Buy-Back;
 12. agree that damages are not an adequate remedy for breach of these covenants, undertakings, agreements and warranties. If you sell ERF Securities in breach of these terms, you will be deemed to have appointed the Responsible Entity or its agent as your attorney to purchase ERF Securities in your name and at your expense to satisfy your obligations under the Buy-Back. You will indemnify the Responsible Entity for all costs incurred by it in connection with such purchase;
 13. undertake that, if you breach any of these covenants, undertakings, agreements or warranties, you will indemnify the Responsible Entity for all its costs arising from the breach; and
 14. agree that any obligation of the Responsible Entity under the Buy-Back is conditional on your compliance with the covenants, undertakings, agreements and warranties listed above.

4. Important Information for Securityholders

4.1 General

(a) Withdrawal of Proposal

If any condition precedent is not satisfied or waived under the terms of the MA Investment Management Loan Facility, leaving inadequate funding to implement the Buy-Back, the Responsible Entity will withdraw the Proposal (including the Buy-Back) and the Proposal will not proceed.

(b) EPIF Know Your Customer Requirements

ERF Securityholders who remain in the Elanor Property Income Fund will be required to comply with customary identification and verification screening requirements in accordance with Australia's anti-money laundering and counter-terrorism financing legislation.

(c) Governing Law

This Booklet, the Buy-Back, and the contracts formed on acceptance of Buy-Back Election Forms are governed by the law applicable in New South Wales, Australia.

Each ERF Securityholder who participates in the Buy-Back submits to the jurisdiction of the courts of New South Wales, Australia.

(d) Taxation

There will be tax implications associated with participating in the Buy-Back. The tax implications of the Buy-Back will depend on your personal circumstances, and whether or not you decide to participate in the Buy-Back.

A general outline of the main Australian tax implications of the Proposal is set out in Section 10 of the Explanatory Statement. This outline is general in nature.

You should consult with your own tax advisers for detailed tax advice regarding the Australian and, if applicable, foreign tax implications of participation in the Buy-Back in light of your particular circumstances before making a decision as to how, and whether, to participate in the Buy-Back.

(e) Information availability

Buy-Back Eligible Securityholders can obtain a copy of this Booklet on the ERF website at <https://www.elanorinvestors.com/erf/> or by calling the ERF Securityholder Information Line on 1300 631 217 for callers within Australia or on +61 3 9415 4665 for callers outside Australia between 8.30am to 5.00pm (Sydney time) Monday to Friday.

Persons who access the electronic version of this Booklet should ensure that they download and read the entire Booklet. The electronic version of this Booklet on the ERF website will not include a Buy-Back Election Form. Replacement forms can be requested by calling the ERF Securityholder Information Line.

4.2 Buy-Back

(a) Cancellation of interests

A buy back is a process used by ASX-listed entities, whereby the entity invites its securityholders to offer to sell some or all of their securities to the entity. ERF Securities bought back by the entity are cancelled, reducing the number of securities the entity has on issue.

Accordingly, ERF Securities which are bought back from ERF Securityholders under the Buy-Back will be transferred to the Responsible Entity and cancelled.

(b) Payment of Buy-Back Consideration

The Responsible Entity will pay ERF Securityholders the Buy-Back Consideration, being \$0.79 per ERF Security that the Responsible Entity buys back, unless it is prohibited from doing so by law or on the terms of the Buy-Back set out in this Booklet.

If you wish to change your current direct credit instructions you can do so by providing written instructions to the Registry before the Buy-Back Closing Date. Please note that if you do alter your nominated bank account details this will be taken to be your nominated bank account for any future payments by the Responsible Entity.

In all other cases, you will be sent a cheque for your Buy-Back Consideration in Australian dollars to your address, being the address recorded in the Register on the Buy-Back Closing Date.

Payments to bank accounts and the dispatch of cheques are expected to be completed by Monday, 31 October 2022.

Payments to these accounts and the dispatch of cheques to those addresses will satisfy the Responsible Entity's obligation to pay any Buy-Back Consideration.

(c) Withdrawals

Once you have submitted your Buy-Back Election Form, it can only be withdrawn or amended by following the procedure set out in section 2.3 of this Booklet.

(d) Right to accept or reject Buy-Back Election Forms

At any time, the Responsible Entity may (at its sole discretion):

- (i) accept or reject any Buy-Back Election Form; or
- (ii) accept or reject a Buy-Back Election Form not made on the terms and conditions, or a Buy-Back Election Form not submitted in accordance with the procedures, set out in this Booklet and the Buy-Back Election Form.

The Responsible Entity may do each of these things in relation to all or some of the Buy-Back Election Forms it receives, in its absolute discretion.

The Responsible Entity will not accept any offer to sell ERF Securities through lodgement of a valid Buy-Back Election Form that it may not lawfully accept or which, if accepted, would give rise to an illegal or unenforceable contract or a contract that the Responsible Entity cannot otherwise perform.

(e) Right to terminate Buy-Back

Without limitation, the Responsible Entity reserves the right to terminate the Buy-Back at any time prior to the date on which the Responsible Entity enters into contracts with ERF Securityholders to buy back the ERF Securities by making an announcement to the ASX to that effect.

(f) Margin lending and other arrangements

If you hold ERF Securities under margin lending arrangements or if the ERF Securities are held as security for a loan, you should ensure that your participation in the Buy-Back is permitted by those lending arrangements.

(g) Securityholders with more than one holding

You will receive the Buy-Back Election Form for each separate registered holding of ERF Securities. For example, if you hold some ERF Securities in your name and some ERF Securities jointly with your spouse, you will receive two Buy-Back Election Forms. You may apply to sell your ERF Securities from any or all of your separate registered holdings, provided that you complete the relevant Buy-Back Election Form and follow the instructions for each holding.

(h) Joint securityholders

If you hold your ERF Securities jointly with another person (for example, your partner), you must complete and return the Buy-Back Election Form in accordance with the instructions for joint holdings on the Buy-Back Election Form.

(i) ERF Securities held by trustees and nominees

Trustees and nominees who hold ERF Securities should inform the beneficial owners of the ERF Securities about the Buy-Back, subject to any legal restrictions in the countries where such beneficial owners are resident, and then aggregate all Buy-Back applications from beneficial owners who are Buy-Back Eligible Securityholders. It is the responsibility of the trustee or nominee to complete one aggregated Buy-Back Election Form on behalf of all beneficial owners or make arrangements to lodge a series of individual Buy-Back Election Forms on behalf of all beneficial owners.

(j) Foreign Restrictions

This Booklet does not constitute an offer to purchase securities in any jurisdiction in which it would be unlawful. ERF Securities may not be offered for purchase in any country outside Australia and New Zealand.

The Responsible Entity has received approval from ASIC to provide relief from the equal treatment provisions for foreign ERF Securityholders, on the basis that it would be unreasonable to extend the Buy-Back to ERF Securityholders residing outside of Australia and New Zealand having regard to the number and value of ERF Securities held by such ERF Securityholders and the costs of complying with the legal and regulatory requirements which would apply.

(k) ASIC Relief

The Responsible Entity has made an application to ASIC, and has received approval, for the following technical relief to facilitate implementation of the Buy-Back:

- (i) for the Responsible Entity:
 - (A) relief from s 601GA(4) and the withdrawal provisions in Part 5C.6 of the Corporations Act, which will allow the Responsible Entity to undertake the Buy-Back and fund the Buy-Back through an increase in its debt facilities, rather than selling its existing assets, as would be required under the Corporations Act if such relief had not been granted;
 - (B) for the Responsible Entity, relief from section 601FG(1)(a) of the Corporations Act to facilitate the Buy-Back at the Buy-Back Price even if the ERF Securities trade at a higher price than the Buy-Back Price;
 - (C) for the Responsible Entity, relief from section 601FC(1)(d) of the Corporations Act to provide relief from the equal treatment provisions for foreign ERF Securityholders;
 - (D) for the Responsible Entity, relief from Division 5A of Part 7.9 of the Corporations Act to permit the Buy-Back offer materials to be sent to ERF Securityholders; and
 - (E) modify s 609(4) of the Corporations Act so that the Responsible Entity entering into an agreement to buy back the ERF Securities will not give rise to "relevant interests" under s 606.
- (ii) for the Responsible Entity and ERF Securityholders, modify s 611 of the Corporation Act to allow the Responsible Entity and ERF Securityholders to acquire a relevant interest in ERF Securities above the 20% permitted 'takeovers threshold' as a consequence of the Buy-Back.

This relief is subject to conditions consistent with the precedent customary relief.

Glossary

In this Buy-Back Booklet, unless the context otherwise provides, defined terms have the meaning shown below:

Term	Meaning
ASX Listing Rules	the official listing rules of ASX, as amended from time to time
Board	the board of the Responsible Entity
Booklet	this Buy-Back Booklet
Buy-Back	the proposed off-market buy-back under which ERF Securityholders may sell their ERF Securities subject to the terms and conditions set out in this Booklet
Buy-Back Closing Date	Friday, 21 October 2022
Buy-Back Consideration	the cash consideration to be paid by the Responsible Entity to each Selling Securityholder for ERF Securities bought back under the Buy-Back
Buy-Back Effective Date	the date on which the sale of ERF Securities under the Buy-Back will become effective, currently expected to be Monday, 24 October 2022
Buy-Back Election Form	the personalised Buy-Back election form which accompanies this Booklet
Buy-Back Eligible Securityholder	a person who is registered as a holder of ERF Securities as at the Record Date, currently expected to be Friday, 26 August 2022, unless the person resides, or is acting on behalf or for the account of a person who resides outside of Australia and New Zealand.
Buy-Back Payment Date	the date on which the cash consideration in respect of that sale will be paid to Selling Securityholders, currently expected to be Monday, 31 October 2022
Buy-Back Price	\$0.79 per ERF Security
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Delisting Date	Friday, 4 November 2022
Directors	the directors of the Responsible Entity
ENN or Elanor Investors Group	Elanor Investors Group comprises Elanor Investors Limited (ABN 33 169 308 187) and Elanor Funds Management Limited (ACN 125 903 031) as the responsible entity for the Elanor Investment Fund (ARSN 169 450 926) (whose securities are stapled and listed on the ASX)

Term	Meaning
EPIF or Elanor Property Income Fund	ERF after it has been delisted under the Privatisation and Delisting, to be known as the Elanor Property Income Fund
ERF	Elanor Retail Property Fund I (ARSN 615 291 220) and Elanor Retail Property Fund II (ARSN 615 291 284)
ERF Security	a stapled security in ERF, comprising an ordinary unit in ERPF I stapled to an ordinary unit in ERPF II
ERF Securityholder	a registered holder of ERF Securities
ERF Securityholder Information Line	1300 631 217 for callers within Australia and +61 3 9415 4665 for callers outside of Australia between 8:30am and 5:00pm Sydney time Monday to Friday
Explanatory Statement	the explanatory statement in respect of the Proposal forming part of the Notice of Meetings dated, and released to the ASX on, Wednesday, 20 July 2022
Listed	admitted to the Official List
MA Investment Management Loan Facility	the new senior facility of up to \$67.5 million to be provided by MA Investment Management Ltd for the purposes of funding the Buy-Back
Manager or EAS	Elanor Asset Services Pty Limited, a wholly-owned subsidiary of Elanor Investors Group will continue to act as the investment manager of EPIF
Nominated Securities	ERF Securities that an ERF Securityholder has nominated to sell under the Buy-Back
Offer	an offer (or amended offer) to sell ERF Securities to the Responsible Entity under the Buy-Back made by lodging a Buy-Back Election Form (or Withdrawal/Amendment Form)
Official List	has the same meaning given in the ASX Listing Rules
Opening Date	Tuesday, 30 August 2022
Privatisation and Delisting	the delisting of ERF from the Official List as described in the Explanatory Statement
Proposal	the proposal to delist ERF, conduct the Buy-Back and undertake the Tweed Mall Transaction resulting in payment of the Special Distribution, in each case, as described in the Explanatory Statement and this Booklet
Record Date	the record date for the Buy-Back, being 7:00pm (Sydney time) on Friday, 26 August 2022

Term	Meaning
Register	the register of ERF Securityholders
Registry	Computershare Investor Services Pty Limited
Responsible Entity	Elanor Funds Management Limited ABN 39 125 903 031 as Responsible Entity of Elanor Retail Property Fund I (ARSN 615 291 220) and Elanor Retail Property Fund II (ARSN 615 291 284)
Selling Securityholder	a Buy-Back Eligible Securityholder who elects to participate in the Buy-Back
Suspension Date	Wednesday, 2 November 2022
TMF or Tweed Mall Fund	a new ENN managed fund consisting solely of the Tweed Mall asset
Tweed Mall	the single level sub-regional shopping centre in Tweed Heads, NSW
Tweed Mall Transaction	the proposed sale of Tweed Mall asset for its current independent valuation (\$87 million) through a syndicate of institutional, wholesale and sophisticated investors including ENN in an underwriting capacity, which will operate as an unlisted single asset fund called Tweed Mall Fund
Withdrawal/ Amendment Form	form by that name which can be obtained by calling the ERF Securityholder Information Line, and which may be completed in order to withdraw or amend a submitted Buy-Back Election Form



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