Notice of Meeting of EPIF Securityholders

and Explanatory Statement

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Notice of Meeting and Explanatory Statement 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 this Notice of Meeting and Explanatory Statement, please contact the EPIF Securityholder Information Line on 1300 803 870 for callers within Australia or +61 2 8072 1472 for callers outside of Australia between 8:30am and 5:30pm Sydney time Monday to Friday.

Notice of Meeting of EPIF Securityholders

Notice is hereby given that a meeting of Securityholders of Elanor Property Income Fund I (ARSN 615 291 220) (**EPIF I**) and Elanor Property Income Fund II (ARSN 615 291 284) (**EPIF II**) (together **Elanor Property Income Fund** or **EPIF**) (**Securityholders**) will be held:

Wednesday, 8 May 2024
at 10.00am Sydney time
Automic Group
Level 5, 126 Phillip Street, Sydney NSW 2000

for the purpose of transacting the items of business set out in this Notice of Meeting.

Any amendments to the date, location or items of business of the Meeting will be communicated to Securityholders by email to their email addresses recorded with Automic Group and by update on the EPIF website at **https://www.elanorinvestors.com/epif**.

Voting on the Resolutions will be conducted by a poll.

Securityholders may also cast their votes at the Meeting by appointing a proxy (preferably the Chair of the Meeting) online via your Automic Investor Portal at **https://investor.automic.com.au/#/home** by 10:00am (Sydney time) on Monday, 6 May 2024.

If you wish to vote by proxy, please complete and return the Proxy Form provided to you by following the instructions set out in the Notice of Meeting in sufficient time so that it is received by Automic Group no later than 10.00am Sydney time, Monday, 6 May 2024.

This Notice of Meeting is issued by Elanor Funds Management Limited (ACN 125 903 031) (**EFML**) in its capacity as responsible entity for EPIF I and EPIF II (**Responsible Entity**).

The attached Explanatory Statement is provided to provide Securityholders with information to enable Securityholders to make an informed decision regarding the Resolutions set out in this Notice of Meeting. The Explanatory Statement is to be read in conjunction with this Notice of Meeting.

Terms and abbreviations are defined in the Glossary at the end of this Notice of Meeting and Explanatory Statement.

The Directors unanimously recommend that Securityholders vote IN FAVOUR of all Resolutions.

Contents

Letter from the Chair

28 March 2024

Dear Securityholder,

Elanor Property Income Fund (comprising Elanor Property Income Fund I and Elanor Property Income Fund II) (the **Fund** or **EPIF**) was established in November 2022 with an investment objective to provide monthly reliable income and potential for capital growth by investing in a diversified portfolio of high investment quality properties in Australia and New Zealand.

On 29 January 2024, Elanor Funds Management Limited (ACN 125 903 031), in its capacity as Responsible Entity of the Fund (the **Responsible Entity**), announced that it was conducting a strategic review of the Fund. At that time, the Responsible Entity also notified Securityholders that the redemption facility and distribution reinvestment plan would cease until further notice, and that redemption requests and subscription applications would not be accepted.

On 13 March 2024, the Responsible Entity advised Securityholders of the outcome of the strategic review including its consideration of a range of options to maximise value for Securityholders, including:

- continuing to manage the Fund with its current portfolio;
- a recapitalisation of the Fund; and
- an orderly wind up of the Fund, to realise its four assets and return capital to Securityholders as assets are sold (after repayment of debt and payment of transaction costs).

Given the broader economic and market outlook, the Responsible Entity has formed the view that the Fund's investment objectives (in terms of portfolio composition, capital growth and income distributions) are now not achievable in the timeframes and manner contemplated by the Fund. As a result, the Responsible Entity has considered what is in the best interests of Securityholders as a whole.

Having concluded that the Fund's underlying purpose and investment objectives are not achievable, and having considered a range of options, the Responsible Entity has determined that it is in the best interests of the Fund, and Securityholders as a whole, to proceed with an orderly wind up of the Fund, incorporating the realisation of the Fund's assets (namely Gladstone Square, Glenorchy Plaza, Manning Mall and Northway Plaza) and returning capital to investors as the assets are realised in accordance with the Fund's Product Disclosure Statement and the Fund's Constitution. The process to realise the Fund's assets is expected to be completed over a 12 to 18 month period, subject to market conditions.

Further to the above, as at 25 March 2024 (being the date at or around the time this Notice of Meeting was finalised), the Responsible Entity has received an offer, and intends to enter a contract, for the sale of Glenorchy Plaza at $19.75 million, with settlement expected in late June 2024.

The Responsible Entity recognises that, since the Fund's inception, a considerable number of investors have sought to redeem their units in the Fund each quarter under the Fund's liquidity facility. In response, and as part of the strategic review, the Responsible Entity has identified an appropriate mechanism to respond to the clear desire of many investors to receive liquidity through a return of capital. The Responsible Entity proposes to provide an initial return of capital to eligible Securityholders of approximately $0.27 per security, by way of increased drawn debt in the Fund, from its existing 42%[1] LVR to approximately 62%[1] LVR initially, with the proceeds of the debt drawdown to fund the Initial Return of Capital subject to Securityholders voting in favour of both Resolutions. The sale of Glenorchy Plaza, should it proceed, will not impact the Initial Return of Capital.

The Initial Return of Capital of approximately $0.27 per security is conditional upon Securityholders voting in favour of the Proposal as set out below. If the Resolutions are passed, it is expected that the Initial Return of Capital will be paid to eligible Securityholders within 14 days of the Meeting.

Securityholders are being asked to consider and vote on two Resolutions to facilitate the orderly wind up of the Fund and the Initial Return of Capital.

Proposal

The Proposal includes the following steps, which are outlined in greater detail in the Explanatory Statement to the Notice of Meeting:

1

Orderly wind up of the Fund incorporating the realisation of the Fund's assets (namely Gladstone Square, Glenorchy Plaza, Manning Mall and Northway Plaza).

2

Provide an initial return of capital to eligible Securityholders by way of increased drawn debt in the Fund, with the proceeds of the debt drawdown to fund the Initial Return of Capital.

Unanimous support of the Board

After careful consideration (including consideration of the various advantages and disadvantages of the Proposal, risk factors associated with the Proposal and alternative strategies), **the Directors have concluded that the Proposal is in the best interests of Securityholders as a whole and unanimously recommend that you vote in favour of all Resolutions** for the reasons outlined below and in this document. The Directors will be voting their own respective holdings in favour of all Resolutions (to the extent they are not excluded from voting on the Resolutions).

Resolutions

There are two Resolutions that must be passed by Securityholders in the Meeting to approve the Proposal. The Resolutions are set out in the Notice of Meeting and described in further detail in Sections 1 and 2 of the Explanatory Statement.

The two Resolutions are related and conditional to the extent that:

- Resolution 1 (Wind Up) is not conditional on Resolution 2 (Initial Return of Capital) being passed, in other words, if Resolution 2 is not passed, the wind up can still proceed if Resolution 1 is passed; and
- Resolution 2 (Initial Return of Capital) is conditional on Resolution 1 (Wind Up) being passed, in other words, if Resolution 1 is not passed, the Initial Return of Capital will not proceed.

[1] Gearing is defined as total borrowings less cash divided by total assets less cash

How to Vote

The Meeting will be held on Wednesday, 8 May 2024 at 10.00am at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 (subject to any update to that timing or venue before the Meeting which would be communicated to Securityholders by email to their email addresses recorded with Automic Group and by update on the EPIF website at **https://www.elanorinvestors.com/epif)**.

Securityholders are encouraged to attend the Meeting in person or to lodge a directed Proxy Form prior to the Meeting in accordance with the instructions in the Notice of Meeting.

Your vote is important

Full details of the Proposal, including matters which you should consider, are included in the Notice of Meeting and Explanatory Statement and I encourage you to read these carefully. If you have any questions, please contact the toll-free EPIF Securityholder Information Line on 1300 803 870 (within Australia) and +61 2 8072 1472 (outside Australia) between 8:30am and 5:30pm AEST Monday to Friday.

Your Directors would like to take this opportunity to thank you for your support and are unanimously recommending that you vote in favour of all Resolutions. The various ways you can cast your votes are set out in the Notice of Meeting and accompanying Explanatory Statement.

Yours sincerely,

Ian Mackie
Chair

Items of Business

Resolution 1 – Approval of Orderly Wind up of EPIF by way of Realisation of Assets

To consider and, if thought fit, pass the following Resolution as an ordinary resolution of EPIF:

"That, for all purposes, Securityholders approve the orderly wind up of Elanor Property Income Fund incorporating the realisation of the Fund's assets."

Resolution 2 – Approval of Initial Return of Capital

To consider and, if thought fit, pass the following Resolution as an ordinary resolution of EPIF:

"Subject to Resolution 1 set out in the notice convening this meeting being passed, that, for all purposes, Securityholders approve an initial return of capital to Eligible Securityholders by way of increased drawn debt in the Fund, with the proceeds of the debt drawdown to fund the initial return of capital of approximately $0.27 per EPIF Security held as at the Record Date."

Note: Resolution 1 and Resolution 2 are related and conditional to the extent that:

- Resolution 1 (Wind Up) is not conditional on Resolution 2 (Initial Return of Capital) being passed, in other words, if Resolution 2 is not passed, the wind up can still proceed if Resolution 1 is passed; and
- Resolution 2 (Initial Return of Capital) is conditional on Resolution 1 (Wind Up) being passed, in other words, if Resolution 1 is not passed, the Initial Return of Capital will not proceed.

How to Vote

These Voting Notes should be read together with, and form part of, this Notice of Meeting.

Securityholders are encouraged to attend the Meeting in person or to lodge a directed Proxy Form prior to the Meeting in accordance with the instructions in this Notice of Meeting.

Securityholders Eligible to Attend and Vote

In accordance with sections 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, EPIF has determined that for the purposes of the Meeting, all EPIF Securities will be taken to be held by the registered holders at 7:00pm Sydney time on Monday, 6 May 2024.

Accordingly, EPIF Security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Admission to Meeting

Admission to the Meeting is restricted to Securityholders or their appointed proxy, attorney or corporate authorised representative.

If you will be attending the Meeting and you will not appoint a proxy, please bring your Proxy Form (accompanying this Notice of Meeting) to the meeting to help speed admission. Your Proxy Form contains identification details that can be scanned upon entry. You will be able to register from 9:00am on the day of the Meeting. If you do not bring your Proxy Form with you, you will still be able to attend and vote at the Meeting, but representatives from Automic Group will need to verify your identity.

Voting on the Resolutions will be conducted by a poll.

Proxies

If you are eligible to vote but do not plan to attend the Meeting, you are encouraged to complete and return a Proxy Form. You are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes.

A proxy need not be a Securityholder. If you want to appoint one proxy, you can use the Proxy Form provided. If you want to appoint two proxies, please follow the instructions on the Proxy Form. If you sign and return a Proxy Form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

Securityholders are encouraged to attend the Meeting in person or to lodge a directed Proxy Form prior to the Meeting in accordance with the instructions in this Notice of Meeting.

Where to Lodge Your Proxy

You may lodge a proxy by following the instructions set out on the Proxy Form accompanying this Notice of Meeting.

To be effective the proxy must be received by Automic Group in accordance with the instructions on the Proxy Form at the postal address, email address, fax number or website below, by **no later than 10.00am Sydney time on Monday, 6 May 2024**:

Automic Group
In Person: Level 5, 126 Phillip Street, Sydney NSW 2000
By Mail: GPO Box 5193, Sydney NSW 2001
By Email: meetings@automicgroup.com.au
By Fax: +61 2 8583 3040
Online via your Automic Investor Portal at https://investor.automic.com.au/#/home

Corporate Representatives

A corporate Securityholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a letter, certificate or form authorising him or her as the corporate Securityholder's representative, executed in accordance with the corporate Securityholder's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporate Securityholder.

A form may be obtained from the Automic Group website at **www.automicgroup.com.au**.

Appointment of the Chair or Other Associate as Your Proxy

Due to the voting exclusions and requirements referred to in the Notice of Meeting, if you intend to appoint any person who is excluded from voting under the "Voting Exclusions" section, other than the Chair, as your proxy, you must direct your proxy on how to vote on the resolutions by marking either "For", "Against" or "Abstain" on the Proxy Form for the relevant item of business.

If you do not direct such a proxy on how to vote on that Resolution, they will not be able to vote an undirected proxy and your vote will not be counted on that Resolution. If the Chair is appointed as proxy and you have not directed the Chair how to vote, the Chair has confirmed his intention to vote all proxy votes in favour of the Resolutions. Accordingly, proxies appointing the Chair, which would otherwise be treated as undirected, are to be treated as directed proxy votes in favour of the Resolutions.

How the Chair will deal with undirected proxies

You should note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to have authorised the Chair to exercise the proxy. If you appoint the Chair as your proxy but have not directed the Chair how to vote on the Resolutions, the Chair has confirmed his intention to vote these proxy votes in favour of the Resolutions. Accordingly, proxies in favour of the Chair which would otherwise be treated as undirected are to be treated as directed proxy votes in favour of the Resolutions. If you wish to direct your proxy (including the Chair) as to how to vote, simply mark your voting directions on the Proxy Form before you return it.

Voting exclusion statement

Section 253E of the *Corporations Act 2001 (Cth)* (**Corporations Act**) provides that a responsible entity of a managed investment scheme and its associates are not entitled to vote their interest on any Resolution if they have an interest in the Resolution other than as a member, unless the vote is cast as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form.

In accordance with section 253E, no votes may be cast in respect of the Resolutions by the Responsible Entity or any of its associates, unless the vote is cast as a proxy for a person who is entitled to vote and in accordance with the directions on the Proxy Form.

However, this does not apply to a vote cast in favour of a Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the meetings as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides, as the Chair has confirmed his intention to cast all such votes in favour of the Resolutions; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Important Notes

Concurrent meetings

Each EPIF Security consists of a unit in EPIF I and a unit in EPIF II. The Responsible Entity of EPIF I and EPIF II is EFML. The units are "stapled" together.

As EPIF I and EPIF II are separate entities, each is required to conduct a separate meeting. The Chair of the meetings has determined that because the Resolutions to be proposed at the two meetings and the persons eligible to vote on the Resolutions are the same, both meetings will be conducted concurrently so that, from an administrative and attendee point of view, the conduct of the meetings will be as if they were one single meeting.

Quorum

The Constitutions of EPIF I and EPIF II provide that two (2) Securityholders present in person or by proxy, attorney or representative who are entitled to vote shall be a quorum for the Meeting.

Required voting thresholds

The vote on the Resolutions will be conducted by way of a poll.

On a poll, each Securityholder has one vote for each EPIF Security held at 7:00pm Sydney time on Monday, 6 May 2024.

As the Resolutions are both ordinary resolutions, they will be passed if more than 50% of the votes cast on the Resolution are in favour, noting that Resolution 2 (Initial Return of Capital) is conditional on Resolution 1 (Wind Up) being passed.

Attendance

If you plan to attend the Meeting, we ask that you arrive at the venue at least 30 minutes prior to the time designated for the Meeting so that we may check the number of your EPIF Securities and register your attendance.

Attendance at the Meeting is restricted to Securityholders or their appointed proxy, attorney or corporate authorised representative.

Joint holdings

If your EPIF Securities are jointly held, only one of the joint holders is entitled to vote. If more than one Securityholder votes in respect of that interest, only the vote of the Securityholder whose name appears first in the register of members counts.

Appointment of Chair

Pursuant to the authority of EFML under clause 22.7 of the Constitutions, the Chair of the Board, Mr Ian Mackie, is to be the Chair of the Meeting. Failing him, another person appointed by EFML will act as Chair of the Meeting.

By order of the Board

Symon Simmons
Company Secretary

Thursday, 28 March 2024

Explanatory Statement to the Notice of Meeting

Important Notices

Purpose of this Explanatory Memorandum

This Explanatory Statement is dated Thursday, 28 March 2024 and is issued by EFML in its capacity as Responsible Entity of EPIF I and EPIF II of which the EPIF Securities are stapled as Elanor Property Income Fund.

EPIF is a stapled group comprising both EPIF I and EPIF II. Meetings of EPIF I and EPIF II are being held at the same time, as both EPIF I and EPIF II have identical Securityholders since a unit in EPIF I is stapled to a unit in EPIF II.

This Explanatory Statement has been prepared by the Responsible Entity and explains the business to be conducted at the Meeting. The purpose of the Explanatory Statement is to provide all information to Securityholders which is known to the Responsible Entity which it believes is material to the decision on how to vote on the Resolutions in the Notice of Meeting. The Explanatory Statement forms part of and should be read in conjunction with the Notice of Meeting.

The purpose of this Explanatory Statement and the Notice of Meeting is to provide information about a proposed orderly wind up of EPIF and initial return of capital, as described further in this Explanatory Statement and the Notice of Meeting and to provide such other information that may be considered material to Securityholders in determining how to vote on the Resolutions set out in the Notice of Meeting.

All information in this document forms part of the Notice of Meeting.

This Explanatory Statement and the Notice of Meeting:

- is not a product disclosure statement under Chapter 7 of the Corporations Act; and
- does not contain all information which would be required to be included in a product disclosure statement under Chapter 7 of the Corporations Act.

It is therefore important that you read previously disclosed publicly available information about EPIF (for example on the Elanor website at **https://www.elanorinvestors.com/epif)** before deciding how to vote on the Resolutions.

If you have any queries or are uncertain about any aspect of the proposed wind up and initial return of capital, you should consult your financial, legal, tax or other professional adviser.

None of the Responsible Entity, their advisors nor any other person guarantees:

- any specific rate of return in respect of realisation of real estate assets held by EPIF;
- the performance of EPIF;
- the time it will take to divest all of EPIF's assets and wind up EPIF;
- return of capital from EPIF; or
- any particular tax treatment.

How to participate in the Meeting

The Meeting will be held in person on Wednesday, 8 May 2024 at 10:00am (Sydney time) at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 for the purpose of voting on the Resolutions.

Any amendments to the date, location or items of business of the Meeting will be communicated to Securityholders by email to their email addresses recorded with Automic Group and by update on the EPIF website at **https://www.elanorinvestors.com/epif**.

Admission to the Meeting is restricted to Securityholders or their appointed proxy or corporate authorised representative.

Securityholders are encouraged to attend the Meeting in person or to lodge a directed Proxy Form prior to the Meeting in accordance with the instructions in the Notice of Meeting.

No investment advice

The information contained in this Explanatory Statement and the Notice of Meeting does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs.

It is important that you read the Explanatory Statement and the Notice of Meeting in its entirety before making any decision on how to vote on the Resolutions. If you are in any doubt on how to vote on the Resolutions, in relation to the proposed orderly wind up and initial return of capital from EPIF, or any action to be taken, you should contact your financial, legal, tax or other professional adviser.

Preparation and responsibility

This Explanatory Statement and the Notice of Meeting have been prepared by the Responsible Entity. Subject to law, the Responsible Entity and its Directors and officers do not assume any responsibility for the fairness, accuracy, correctness or completeness of any information contained in the Explanatory Statement and the Notice of Meeting.

To the maximum extent permitted by law, neither the Responsible Entity or the Manager nor any of their respective directors, officers, employees, agents or associates accepts any liability for any loss arising from the use of this Explanatory Statement and the Notice of Meeting.

The information in this Explanatory Statement and the Notice of Meeting remains subject to change without notice.

Forward looking statements

This Explanatory Statement and the Notice of Meetings 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 EPIF Securities, laws of applicable jurisdictions and include, but are not limited to, the outcome and effects of the sale of assets held by EPIF, proposed wind up of EPIF and Initial Return of Capital.

Forward looking statements may involve 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, and are unknown to, the Responsible Entity (and its officers, employees, agents or associates). In addition, the uncertainty in the economic and property market conditions increases the difficulty of making such judgements and analysis.

Unforeseen or unpredictable events and various risks could affect the future results of the realisation of assets held by EPIF, 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. There can be no assurance that actual outcomes will not differ materially from these forward looking statements. Refer to Section 10 (*Risks Factors*) of this Explanatory Statement for a summary of certain general and EPIF specific risk factors that may affect EPIF's orderly wind up and initial return of capital. 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 Explanatory Statement in light of these disclosures.

The forward looking statements are based on information available to the Responsible Entity as at the date of this Explanatory Statement and the Notice of Meeting. Except as required by law or regulation, 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 EPIF Security price performance, cannot be relied upon as an indicator of (and provides no guidance as to) future EPIF performance including future EPIF Security price performance.

Defined terms

Capitalised terms used in this Explanatory Statement and the Notice of Meeting are defined in the Glossary.

Time

Unless stated otherwise, all times expressed in this Explanatory Statement and the Notice of Meeting refer to Sydney time.

Times and dates in this Explanatory Statement and the Notice of Meeting are (except where historical) indicative only and subject to change.

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 Explanatory Statement are due to rounding.

Updated information

EPIF may update the information contained in this Explanatory Statement and the Notice of Meeting to Securityholders by email to their email addresses recorded with Automic Group and by update on the EPIF website at **https://www.elanorinvestors.com/epif.**

Privacy

The Responsible Entity may collect personal information in the process of conducting the Meeting and implementing the Resolutions, if approved.

Such information may include the Securityholder's name, contact details and EPIF Security holding, and the name of persons they have appointed to act as a proxy, corporate representative or attorney at the Meeting. The primary purpose of collecting personal information is to assist the Responsible Entity to conduct the Meeting and implement the Resolutions, if approved. 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. Securityholders and persons appointed to act as a proxy, corporate representative or attorney at the Meeting 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.

Frequently asked questions

Question	Answer	More information
Overview		
What is the Proposal?	The Proposal is to: • commence an orderly wind up of the Fund incorporating the realisation of the Fund's assets (namely Gladstone Square, Glenorchy Plaza, Manning Mall and Northway Plaza), expected to be completed over a 12 to 18 month period, subject to market conditions; • to provide an initial return of capital to Eligible Securityholders of approximately $0.27 per EPIF Security held as at the Record Date, by way of increased drawn debt in the Fund, from its existing 42%[1] LVR to approximately 62%[1] LVR initially, with the proceeds of the debt drawdown to fund the Initial Return of Capital. The Initial Return of Capital is conditional upon Securityholders passing both the Wind Up Resolution and the Initial Return of Capital Resolution. The wind up of EPIF can proceed even if Securityholders do not resolve to approve the Initial Return of Capital Resolution.	*Section 1*
What are the Resolutions?	At the Meetings, Securityholders will be asked to consider, and if thought fit, to pass: • the Wind Up Resolution to facilitate the Responsible Entity proceeding with wind up of EPIF by way of an orderly realisation of the Fund's assets; • the Initial Return of Capital Resolution to facilitate an initial return of capital to Eligible Securityholders of approximately $0.27 per EPIF Security held as at the Record Date by way of increased drawn debt in the Fund, from its existing 42%[1] LVR to approximately 62%[1] LVR initially, with the proceeds of the debt drawdown to fund the Initial Return of Capital. Resolution 1 and Resolution 2 are related and conditional to the extent that:	*Section 2*

[1] Gearing is defined as total borrowings less cash divided by total assets less cash

Question	Answer	More information
	• Resolution 1 (Wind Up) is not conditional on Resolution 2 (Initial Return of Capital) being passed, in other words, if Resolution 2 is not passed, the orderly wind up can still proceed if Resolution 1 is passed; • Resolution 2 (Initial Return of Capital) is conditional on Resolution 1 (Wind Up) being passed, in other words, if Resolution 1 is not passed, the Initial Return of Capital will not proceed.	
What options were considered as part of the strategic review?	The Responsible Entity considered the following options as part of the strategic review: • continuing to manage the Fund with its current portfolio; • a recapitalisation of the Fund; and • an orderly wind up of the Fund, to realise its four assets and return capital to investors as assets are sold (after repayment of debt and payment of transaction costs).	*Section 4*
What does the Board recommend?	The Board of EPIF unanimously recommends that Securityholders vote in favour of all Resolutions. If they are entitled to do so, the Board members intend to vote in favour of all Resolutions in relation to their own EPIF Securities (if any).	*Section 7*
What are the advantages of the Proposal?	The Responsible Entity considers the advantages of the Proposal to be: • the orderly wind up incorporating the realisation of assets provides Securityholders with liquidity events for their investment in the Fund, with a return of capital to Securityholders after the successful sale of each asset, after repayment of debt and payment of transaction costs; • the Initial Return of Capital of approximately $0.27 per EPIF Security held as at the Record Date provides an earlier and certain significant liquidity event to Eligible Securityholders, subject to the commencement of the orderly wind up process.	*Section 5*

Question	Answer	More information
What are the disadvantages of the Proposal?	The Responsible Entity considers the potential disadvantages of the Proposal to be: • Securityholders will lose their exposure to the Fund's portfolio and the financial performance of the portfolio as assets are realised, thereby decreasing the amount of distributions to be expected by Securityholders; • the time taken to implement an orderly realisation program may be over an 12 to 18 month period, subject to market conditions and could take longer; • an increase in the Fund's level of gearing increases the interest cost paid by the Fund, and therefore reduces the amount of distributions to be expected by Securityholders; • an increase in the Fund's level of gearing reduces earnings and may increase the level of financial risk, including the risk of default under the Fund's financing facilities; and • the Proposal may have tax implications for Securityholders. Information on the tax implications for Australian tax resident individual Securityholders is contained in Section 9 of this Explanatory Statement. Securityholders should seek their own professional advice regarding the tax consequences of the Proposal.	*Section 5*
How will the orderly wind up be undertaken and how long will it take?	The Responsible Entity will explore all appropriate options for the realisation of the Fund's portfolio of assets to maximise value for Securityholders. This is expected to include taking each asset to market at the most appropriate time while also exploring the opportunity to sell the entire Fund asset portfolio subject to market demand. The Responsible Entity will also take advantage of the opportunity to complete leasing initiatives currently underway at some of the assets to maximise the value for those assets. At this stage, subject to market conditions, the Responsible Entity expects the orderly realisation process to be completed over a 12 to 18 month period.	*Sections 1 and 2*

Question	Answer	More information
How much can Eligible Securityholders expect to receive for the Initial Return of Capital and when is it expected to be paid?	The Initial Return of Capital, facilitated by increasing the Fund's drawn debt, is subject to: • approval of both Resolution 1 (Wind Up) and Resolution 2 (Initial Return of Capital); and • satisfaction of market standard financier conditions. Facility documents in relation to the increase in drawn debt of the Fund are expected to be executed in advance of the Meeting. Subject to Resolution 1 and Resolution 2 passing, the Responsible Entity expects the Initial Return of Capital to be paid within 14 days after the Meeting. The Initial Return of Capital is expected to be approximately $0.27 per EPIF Security held as at the Record Date.	*Sections 1 and 2*
What debt repayments will be required from the sale of each asset prior to the payment of capital returns after the Initial Capital Return	The credit approved terms for the increase in drawn debt in the Fund require repayment of debt from the net proceeds of each asset sale sufficient to achieve a progressive stepdown in the LVR (drawn debt divided by the value of the remaining assets) as follows: **Sale Number** — **LVR post sale** Asset Sale 1 — 60% Asset Sale 2 — 55% Asset Sale 3 — 50% Asset Sale 4 — 0%	
Who will receive the Initial Return of Capital?	Persons who are registered as a holder of EPIF Securities as at the Record Date are eligible to receive the Initial Return of Capital.	*Sections 1 and 2*
What will happen if the Wind Up Resolution is not passed?	Based on feedback received from Securityholders, the Responsible Entity is confident that the Wind Up Resolution will pass by the Requisite Majority. In the unlikely event that the Wind Up Resolution is not passed by the Requisite Majority, the Responsible Entity will review the options considered under the strategic review. The Responsible Entity may determine that it is in the best interests of Securityholders to proceed with the realisation of the Fund's assets.	*Sections 2 and 5.3*

Question	Answer	More information
What will happen if the Initial Return of Capital Resolution is not passed?	If the Initial Return of Capital Resolution is not passed by the Requisite Majority, the existing debt facility will not be increased, the existing gearing level will remain and there will be no Initial Return of Capital paid to Eligible Securityholders.	*Sections 2 and 5.3*
What will happen if the Initial Return of Capital Resolution is passed but the increase in the finance facility does not proceed?	While the Responsible Entity has received credit approved terms from the Fund's existing financier, a major Australian bank, for the debt increase, there are market standard conditions associated with the finance terms including Securityholder approval of the orderly realisation of Fund's assets and wind up process. In the event that those conditions were not satisfied then the increased debt would not be provided and the Initial Return of Capital would not be paid.	*Section 10.1*
Will the Responsible Entity re-open the redemption facility?	The Responsible Entity does not expect that the redemption facility will re-open irrespective of whether the Fund proceeds to be wound-up or continues in its current state.	*N/A*
Will the EPIF Distributions continue?	Yes, Securityholders will continue to receive monthly distributions.	*N/A*
What opportunity will I have to sell my EPIF Securities before EPIF is wound up?	There will be no change to the ability of Securityholders to sell or transfer their EPIF Securities off-market in the usual manner.	*N/A*
Will the Responsible Entity earn any fees out of the Proposal?	The Responsible Entity does not expect to earn any additional fees from the Proposal other than the usual fees it currently earns, and costs it is entitled to recover, for managing the Fund in accordance with the EPIF Constitution and EPIF PDS.	*N/A*

Question	Answer	More information
What are the taxation implications for me if the Proposal proceeds?	The Proposal will have tax implications for Securityholders. Information on the tax implications for Australian tax resident individual Securityholders is contained in Section 9 of this Explanatory Statement. Securityholders should seek their own professional advice regarding the tax consequences of the Proposal.	*Section 9*
Meeting details and voting		
When and where will the meeting be held?	Subject to any update to timing or venue before the Meeting which would be communicated to Securityholders by email to their email addresses recorded with Automic Group and by update on the EPIF website, the Meeting will be held in person at: • 10.00am Sydney time on Wednesday, 8 May 2024; • Automic Registry, Level 5, 126 Phillip Street, Sydney NSW 2000, for the purpose of voting on the Resolutions.	*Notice of Meeting on page 2*
Can I attend the Meeting, and vote, online or in person?	The Meeting will be held in person at Automic Registry, Level 5, 126 Phillip Street, Sydney NSW 2000 for the purpose of voting on the Resolutions. Further information about attending the Meeting can be found in the Notice of Meeting. Admission to the Meeting will be restricted to Securityholders or their appointed proxy or corporate authorised representative.	*Section 8 and Notice of Meeting on page 2*
Who is entitled to vote on the Resolutions?	You will be entitled to attend and vote on the Resolutions if you are registered as a Securityholder on the Register at 7.00pm on the date which is two calendar days prior to the meetings (two calendar days prior is currently expected to be Monday, 6 May 2024).	*Notice of Meeting on page 2*
What are the Securityholder approval thresholds for the Resolutions?	In relation to each of the Resolutions, the Requisite Majority of votes in favour required for each Resolution to pass is more than 50% of the total number of votes cast by Securityholders entitled to vote on the Resolution.	*Section 8*

Question	Answer	More information
How can I vote?	Subject to any update to timing or venue before the Meeting which would be communicated to Securityholders by email to their email addresses recorded with Automic Group and by update on the EPIF website, the Meeting will be held in person on Wednesday, 8 May 2024 at 10:00am at Automic Registry, Level 5, 126 Phillip Street, Sydney NSW 2000 for the purpose of voting on the Resolutions. If you would like to vote but cannot attend the Meeting, you can vote by appointing a proxy, attorney or corporate representative (if applicable) to vote on your behalf, including by lodging your Proxy Form online via your Automic Investor Portal at https://investor.automic.com.au/#/home and following the instructions on your Proxy Form.	*Section 8 and Notice of Meeting on page 2*
Other questions		
Where can I get further information?	If, after reading this Explanatory Statement, you have any questions regarding the Proposal, please call 1300 803 870 (within Australia) or +61 2 8072 1472 (outside Australia), or consult your financial, legal, tax or other professional adviser.	*N/A*

1. Summary of the Proposal

Elanor Property Income Fund (EPIF or Fund) was established in November 2022 under a Product Disclosure Statement dated 8 November 2022 (EPIF PDS). The Fund's key investment objective is to provide reliable, monthly, income and potential for capital growth by investing in a diversified portfolio of high investment quality properties in Australia and New Zealand. Since the Fund's establishment, its portfolio of real estate assets has performed strongly for EPIF investors, having delivered consistent, reliable monthly distributions.

Notwithstanding the strong income performance of the Fund's assets since its establishment, prevailing market conditions and the broader economic outlook are impacting the Fund's ability to achieve its strategic objectives to originate investments and grow a diversified portfolio of real estate assets with exposure to multiple property sectors. Furthermore, the volume of quarterly redemption requests from Securityholders is significantly in excess of applications for new units in the Fund. Consequently, and consistent with other similar funds in the market, EPIF currently has insufficient liquid resources to continue to meet redemption requests.

The Responsible Entity is of the view that capital raising for the Fund will continue to be challenging for at least the next 12 to 18 months due to prevailing market conditions.

As a result of the prevailing market conditions and the volume of redemption requests received from Securityholders, the Responsible Entity undertook a strategic review of the Fund to determine whether the Fund would be able to achieve its investment objectives in the foreseeable future and, if not, the options that would be available to maximise value for Securityholders. The strategic review considered a range of options to maximise value for Securityholders as detailed in Section 4 of the Explanatory Statement.

After having taken into consideration the outcome of the strategic review, the Responsible Entity has formed the view that the Fund will not be able to achieve its investment objectives in the foreseeable future. In considering and assessing the range of strategic options available in these circumstances, the Responsible Entity has formed the view that it would be in the best interests of Securityholders as a whole to proceed with an orderly realisation of the Fund's assets (namely Gladstone Square, Glenorchy Plaza, Manning Mall and Northway Plaza), return capital to investors progressively as the assets are realised, after repayment of debt and payment of transaction costs, and ultimate wind up of the Fund. The process to realise the Fund's assets is expected to be completed over a 12 to 18 month period, subject to market conditions.

The Responsible Entity is of the view that the orderly realisation of assets and wind up of the Fund provides the best current opportunity of maximising value for Securityholders.

The Responsible Entity recognises that, since the Fund's inception, a considerable number of Securityholders have sought to redeem their Securities each quarter under the Fund's liquidity facility. In response, and as part of the strategic review, the Responsible Entity has identified an appropriate mechanism to respond to the clear desire of many investors to receive liquidity through a return of capital. The Responsible Entity proposes to provide an initial return of capital to Eligible Securityholders of approximately $0.27 per EPIF Security held as at the Record Date, subject to certain conditions, by way of increased drawn debt in the Fund, from its existing 42%[1] LVR to approximately 62%[1] LVR initially, with the proceeds of the debt drawdown to fund the Initial Return of Capital. The Responsible Entity expects the Initial Return of Capital to be paid within 14 days after the Meeting.

[1] Gearing is defined as total borrowings less cash divided by total assets less cash

On 13 March 2024, the Responsible Entity announced the proposed wind up of the Fund and Initial Return of Capital. Securityholders are being asked to consider and vote on two Resolutions to facilitate the wind up of the Fund and the Initial Return of Capital.

The Board believes the Proposal has the following merits:

Liquidity and progressive return of capital

The Proposal provides Securityholders with liquidity of their investment as assets are realised over an expected 12 to 18 month period, subject to market conditions, with capital returned to Securityholders as assets are sold (after repayment of debt and payment of transaction costs)

Proposal presents the best current opportunity to maximise value for Securityholders

An orderly realisation program presents the best current opportunity to maximise value for Securityholders

Initial Return of Capital

The Proposal will facilitate an initial return of capital to Eligible Securityholders of approximately $0.27 per EPIF Security held as at the Record Date, subject to approval of an orderly realisation of assets and wind up process

Certainty of outcome

The Proposal is expected to receive strong support from Securityholders and is therefore likely to be approved

2. Summary of the Resolutions

2.1 What is the Proposal

In summary, the Proposal will operate as follows:

- the Fund will be wound up by way of orderly realisation of the Fund's assets, with the net cash realised from each asset sale, after repayment of debt and payment of transaction costs, being returned to EPIF Securityholders;
- an increase in the debt facility and gearing level under the existing debt facility with the Fund's existing financier, a major Australian bank, with the additional debt being used to facilitate the Initial Return of Capital to Eligible Securityholders; and
- the proceeds of the debt increase will be used to fund the Initial Return of Capital to Eligible Securityholders of approximately $0.27 per EPIF Security held as at the Record Date;

The Initial Return of Capital to Eligible Securityholders will occur only if both Resolution 1 (Wind Up) and Resolution 2 (Initial Return of Capital) are passed by the Requisite Majority.

2.1.1 Wind Up of EPIF

Subject to Resolution 1 being passed by the Requisite Majority, the Responsible Manager will undertake an orderly realisation of the Fund's assets expected to be completed over a 12 to 18 month period, subject to market conditions. The orderly realisation process is expected to achieve maximum value for the assets at the point in time at which they are most marketable and providing sufficient time to run a competitive sale process.

The EPIF portfolio comprises four assets situated across New South Wales, Queensland and Tasmania. The properties are valued collectively at approximately $106 million as at 31 December 2023.

	NSW Manning Mall ($m)	QLD Gladstone Square ($m)	TAS Glenorchy Plaza ($m)	QLD Northway Plaza ($m)	Total ($m)
Valuation ($m)	38.0	29.0	20.6	19.2	**106.8**

After successful completion of each asset realisation, the net cash sale proceeds will be returned to Securityholders after repayment of debt and payment of transaction costs.

As at 25 March 2024 (being the date at or around the time this Notice of Meeting was finalised), the Responsible Entity has received an offer, and intends to enter a contract for, the sale of Glenorchy Plaza at $19.75 million, with settlement expected in or about late June 2024.

Upon realisation of all assets of the Fund, the wind up process will be completed.

2.1.2 Initial Return of Capital by way of increased drawn debt in the Fund

Subject to Resolutions 1 and 2 being passed by the Requisite Majority, the existing debt facility will be increased by $19 million with permitted drawn debt level of up to 65% LVR of the valuation of the Fund's properties.

The Fund has received credit approved terms from its existing financier for this increased drawn debt, subject to approval of an orderly realisation of assets and wind up process.

The increased debt facility will facilitate a debt drawdown to be used to pay an Initial Return of Capital to Eligible Securityholders of approximately $0.27 per EPIF Security held as at the Record Date. If the sale of the Glenorchy Plaza property proceeds, this will not impact the Initial Return of Capital.

The level of debt and gearing levels will be progressively reduced as assets are realised over the course of the Fund's winding up. The credit approved terms for the increase in drawn debt in the Fund require repayment of debt from the net proceeds of each asset sale sufficient to achieve a progressive stepdown in the LVR (drawn debt divided by the value of the remaining assets) as follows:

Sale Number	LVR post sale
Asset Sale 1	60%
Asset Sale 2	55%
Asset Sale 3	50%
Asset Sale 4	0%

3. Summary of the strategic review

The objective of the strategic review was to determine if the Fund will be able to achieve its investment objectives within the foreseeable future, given the prevailing market conditions and the volume of redemption requests received from Securityholders.

The investment objectives of the Fund as set out in the EPIF PDS, together with the Responsible Entity's review of the Fund's ability to meet these objectives, are presented below:

Fund Objective	Review
Monthly reliable income distributions	• Since inception, the Fund has paid a 5.5%-6.0% p.a. monthly distribution to investors. • The Responsible Entity is of the view that this level of distribution is not sustainable and is forecast to fall to approximately 4.0% p.a. when the Fund's current interest rate hedging expires in October 2024. • The Responsible Entity is of the view that the Fund will not be able to meet this objective in the foreseeable future.
Invest in and grow a diversified portfolio of properties	• The Fund's efforts to raise new capital have been unsuccessful, which has limited the Fund's ability to execute the acquisition of new assets to grow the portfolio. The Fund's property portfolio remains as the initial seed assets at inception of the Fund in November 2022. • The Responsible Entity is of the view that it will continue to remain challenging to raise capital for the Fund for the foreseeable future, given prevailing market conditions, and therefore the Fund will not be able to meet this objective in the foreseeable future.
Provide regular liquidity to investors	• Since inception, requests for redemptions from Securityholders have materially exceeded the 5% maximum redemptions each quarter under the redemption facility as outlined in the EPIF PDS. • Due to insufficient liquidity in the Fund, redemption requests have been scaled back, culminating in the suspension of the Fund's redemption facility. • To meet future redemption requests, asset sales would be required, which would not be sustainable and is inconsistent with the ongoing achievement of the Fund's strategic objectives. • The Responsible Entity is of the view that the Fund will not be able to meet this objective in the foreseeable future.

Based on the analysis set out above, the Responsible Entity has formed the view that the Fund will not be able to achieve its investment objectives in the foreseeable future. Having formed this view, the Responsible Entity has assessed and considered several options for the Fund with the goal of providing liquidity and maximising the investment value for Securityholders.

4. Options considered by the Responsible Entity

The Responsible Entity is of the view that the orderly realisation of the Fund's assets and wind up of the Fund represents the most favourable option to maximise value for Securityholders.

In reaching this view, the Responsible Entity considered the following options:

4.1 The Fund continuing to operate with its current portfolio

The Responsible Entity considered whether the Fund was capable of achieving its investment objectives to originate investments and grow a diversified portfolio of real estate assets with exposure to multiple property sectors in the foreseeable future. Based on the following factors, the Responsible Entity has formed the view that the Fund is not capable of achieving its investment objectives in the foreseeable future:

- prevailing market conditions and the broader economic outlook;
- the Fund having insufficient liquid resources to meet the volume of quarterly redemption requests consistently received from Securityholders that significantly exceed the number of applications for new Securities in the Fund; and
- the difficulty in raising new capital which constrains the Fund's ability to acquire new assets as well as to meet redemption requests from Securityholders.

For the reasons outlined above, the Responsible Entity is of the view that this option is not viable and is not in the best interests of Securityholders.

4.2 Recapitalisation of the Fund

The Responsible Entity considered whether there was an ability for the Fund to provide liquidity to Securityholders through a recapitalisation of the Fund. The Responsible Entity is of the view that, for the reasons outlined at Section 4.1 above in relation to the challenges in raising new capital, it would be difficult to raise sufficient capital to provide a full or partial liquidity event for Securityholders.

The Responsible Entity envisages an additional hurdle in relation to a Fund recapitalisation in respect of the significant transaction costs that would be incurred by incoming investors, including stamp duty. The resulting returns for incoming investors would therefore be lower than current Fund returns, which would in turn create difficulties in attracting new capital. A significant discount to the NAV entry price into the Fund would be required to provide an appropriate return and to attract new investors.

For the reasons outlined above, the Responsible Entity is of the view that this option is not viable and is not in the best interests of Securityholders.

4.3 Orderly wind up of the Fund by realisation of the Fund's assets and return of capital to Securityholders as assets are sold

The Responsible Entity considered the option of selling the Fund's assets in an orderly manner, expected to be completed over a 12 to 18 month period, subject to market conditions, with a return of capital being paid to investors as the assets are sold, after repayment of debt and payment of transaction costs. The Responsible Entity is of the view that this option presents the greatest opportunity of achieving maximum value of the Fund's assets at the point in time at which they are the most marketable for the following reasons:

- an orderly asset realisation program provides sufficient time for the Responsible Entity to undertake a considered market sale process without the pressure of needing to accept a significant discount on the sale price of the assets;
- an orderly asset realisation program will avoid potential negative market perception about the assets being sold in a distressed market state;
- based on unsolicited interest received in relation to certain of the assets, the Responsible Entity considers that there is an opportunity to realise one or more of the assets early in the asset realisation process;
- an orderly asset realisation program provides an opportunity for the Responsible Entity to complete the implementation of leasing initiatives currently underway at some of the assets to ensure the Fund maximises the value obtained for those assets; and
- an orderly asset realisation process provides Securityholders with liquidity of their investment as assets are realised, expected to be completed over a 12 to 18 month period, subject to market conditions, with capital returned to Securityholders after the sale of each asset, after repayment of debt and payment of transaction costs.

For the reasons outlined above, the Responsible Entity is of the view that this option presents the best current opportunity for the Fund to realise the assets at or around book value and is in the best interests of Securityholders.

Further to the above, as at 25 March 2024 (being the date at or around the time this Notice of Meeting was finalised), the Responsible Entity has received an offer, and intends to enter a contract, for the sale of Glenorchy Plaza at $19.75 million, with settlement expected in late June 2024. If the sale of the Glenorchy Plaza property proceeds, this will not impact the Initial Return of Capital.

5. Advantages and Disadvantages of the Proposal

5.1 Advantages of the Proposal

The Proposal achieves the following benefits for EPIF Securityholders:

- an Initial Return of Capital to Eligible Securityholders funded by the increased debt limit and gearing under the Fund's existing finance facility held with a major Australian bank. The credit approved terms for the additional debt limit provide for the maintenance (no increase) in the margin payable on the Fund's debt facility;
- an ability to realise the Fund's assets in an orderly manner to provide the best opportunity to maximise the realisable value, subject to market conditions;
- Securityholders will receive further returns of capital progressively as assets are realised from time to time, with the return of capital expected to be equivalent to the net cash sale proceeds, after repayment of debt and payment of transaction costs noting the required stepdown in LVR following the sale of each asset; and
- continued monthly distributions derived from the revenue generated from the remaining Fund assets.

5.2 Disadvantages of the Proposal

The Proposal is subject to the following potential disadvantages for EPIF Securityholders:

- if Resolution 2 (Initial Return of Capital) is approved, increased gearing creates an increased exposure of the Fund to any changes in interest rates and increases its exposure to movements in the value of its property portfolio. As a direct result of an increase in drawn debt, the Fund's gearing will increase from 42%[1] to a level up to approximately 62%[1] initially;
- an increase in the Fund's level of gearing increases the level of financial risk, including the risk of default under the Fund's financing facilities. Higher gearing may also affect the Fund's ability to further refinance its financing facilities in the unlikely event that is required in future;
- as a result of the increased drawn debt in the Fund utilised to pay the Initial Return of Capital, the interest cost of the additional drawn debt is estimated to be approximately 1.7 cents p.a. per EPIF Security;
- Securityholders will reduce their investment in the Fund's portfolio and the financial performance of the portfolio as assets are realised, thereby decreasing the amount of distributions to be expected and effectively requiring Securityholders to find a new investment to replace their EPIF Securities;
- upon realisation of all assets in the Fund, monthly distributions will cease entirely;
- the costs of implementing the Proposal will be borne by the Fund, the funding of the transaction costs associated with the Proposal may result in a lower return of capital to Securityholders; and
- there will be tax implications for Securityholders. Information on the tax implications for Australian tax resident individual Securityholders is contained in Section 9 of this Explanatory Statement. Securityholders should seek their own professional advice regarding the tax consequences of the Proposal.

5.3 Consequences if the Resolutions are not passed

Resolution 1 (Wind Up)

In the unlikely event that the Wind Up Resolution is not passed by the Requisite Majority, the Responsible Entity will review the options considered under the strategic review. The Responsible Entity may determine that it is in the best interests of Securityholders to proceed with the realisation of the Fund's assets.

Resolution 2 (Initial Return of Capital)

The following consequences are expected if Resolution 2 (Initial Return of Capital) does not proceed:

- the level of debt funding and gearing under the existing finance facility will remain unchanged; and
- Eligible Securityholders will not receive an Initial Return of Capital.

[1] Gearing is defined as total borrowings less cash divided by total assets less cash

6. Financial impact on EPIF and Securityholders if the Proposal proceeds

6.1 Financial impact on EPIF and Securityholders if the Proposal proceeds

6.1.1 Initial Return of Capital

The Initial Return of Capital will have the following financial impact on EPIF:

- the Fund's drawn debt will increase from its current gearing level of 42%[1] to approximately 62%[1] initially;
- an initial return of capital will be paid to investors of approximately $0.27 per EPIF Security held as at the Record Date, utilising the cash from the increase in drawn debt, expected to be paid within 14 days after the Meeting;
- the pro forma Net Asset Value of EPIF is forecast to reduce by the Initial Return of Capital of approximately $0.27 from $0.78 (as at 29 February 2024) to $0.51 immediately after the Initial Return of Capital.

The Initial Return of Capital will have the following financial impact on Securityholders:

- Eligible Securityholders will receive an Initial Return of Capital in cash of approximately $0.27 per EPIF Security held as at the Record Date;
- EPIF Security held by Eligible Securityholders will have their cost base reduced by approximately $0.27 immediately after the Initial Return of Capital; and
- monthly distributions will be reduced as a result of increased drawn debt and associated interest costs, with the interest cost of the additional drawn debt estimated to be approximately 1.7 cents p.a. per EPIF Security.

6.1.2 Orderly Wind up

The Orderly Wind up will have the following impact on EPIF:

- the Fund will realise each of its four assets over the course of the orderly wind up. Sales proceeds, after repayment of debt and payment of transaction costs, will be utilised to return capital to investors; and
- upon selling its last asset, the Fund will pay a final return of capital to Securityholders that incorporates the net sale proceeds of the last asset after the discharge of the remaining debt, as well as the realisation of all of its other assets and liabilities, net of wind up costs.

The Orderly Wind up will have the following impact on Securityholders:

- Securityholders will receive a return of capital from the Fund after the sale of each asset, which represents the net sale proceeds after the repayment of debt and the payment of transaction costs; and
- Securityholders will receive a final return of capital from the Fund after the sale of the last asset and the discharge of the remaining debt, which will incorporate the realisation of all of the Fund's other assets and liabilities, including wind up costs.

[1] Gearing is defined as total borrowings less cash divided by total assets less cash

7. Board Recommendations and Intentions

7.1 Current Directors' Interests

The Directors' current interests as Securityholders are set out below:

Name	EPIF Security holding	Voting Power
Ian Mackie	-	-
Glenn Willis	485,205	0.60%
Nigel Ampherlaw	109,630	0.14%
Tony Fehon	60,000	0.07%
Lim Su Kiat	-	-
Karyn Baylis AM	-	-
Victor Rodriguez	-	-
Kathy Ostin	-	-

7.2 Recommendations and Intentions of the Directors

After careful consideration, the Directors unanimously recommend that Securityholders vote in favour of all the Resolutions.

The Directors will be voting their holdings in favour of all Resolutions (to the extent they are not excluded from voting on the Resolutions).

8. What should you do in relation to the Proposal?

8.1 Read the Notice of Meeting and Explanatory Statement in its entirety

This Explanatory Statement contains information that is material to your decision whether or not to approve the Proposal by voting in favour of the Resolutions. This Explanatory Statement also contains disclosure regarding the Initial Return of Capital to Eligible Securityholders funded by an increase in drawn debt in the Fund. Accordingly, you should read this Explanatory Statement in its entirety before making a decision on how to vote on the Proposal.

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

Answers to some common questions are contained in the section of this Explanatory Statement titled 'Frequently Asked Questions'. If you have any questions about the Proposal, please call the EPIF Securityholder Information Line on 1300 803 870 for callers within Australia or +61 2 8072 1472 for callers outside of Australia between 8:30am and 5:30pm Sydney time Monday to Friday.

8.2 Vote on the Resolutions

8.2.1 Overview

If you are a Securityholder on Monday, 6 May 2024 at 7:00pm (Sydney time) (subject to any update to that timing before the Meeting which would be emailed to Securityholders to their email addresses recorded with Automic Group and by update released on the EPIF website), you are entitled to vote on the Resolutions at the Meeting. The Meeting will be held on Wednesday, 8 May 2024 at 10:00am at Automic Registry, Level 5, 126 Phillip Street, Sydney NSW 2000 for the purpose of voting on the Resolutions.

Further information about attending the Meeting can be found in the Notice of Meeting.

The Resolutions must be passed by the Requisite Majorities of Securityholders for the Proposal to proceed.

Please see Section 2 of this Explanatory Statement for further details on the approvals required for the Resolutions.

If you have any questions about the Resolutions, please call the EPIF Securityholder Information Line on 1300 803 870 for callers within Australia or +61 2 8072 1472 for callers outside of Australia between 8:30am and 5:30pm Sydney time Monday to Friday.

If you are in any doubt on how to vote on the Resolutions or the action to be taken, you should contact your financial, legal, tax or other professional adviser without delay.

8.2.2 How to vote

Proxy Forms, powers of attorney and certificates of appointment of corporate representatives must be lodged no later than 48 hours before the Meeting, which as at the date of this Explanatory Statement is a deadline of 10.00am (Sydney time) on Monday, 6 May 2024.

As a Securityholder, it is your right to vote on whether the Proposal proceeds. Your vote is important and you are encouraged to vote on the Resolutions.

A Securityholder can vote by doing one of the following:

Voting in person	Voting by proxy
The Meeting will be held in person on Wednesday, 8 May 2024 at 10:00am at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 for the purpose of voting on the Resolutions. Further information about attending the Meeting can be found in the Notice of Meeting; OR	By completing and returning to the Automic Group the enclosed Proxy Form for the Meeting, which must be received by Automic Group by no later than 48 hours before the Meetings, current deadline being 10.00am (Sydney time) on Monday, 6 May 2024 at: **Mailing Address** Automic Group GPO Box 5193 Sydney NSW 2001 Australia **Email** meetings@automicgroup.com.au **Fax** +61 2 8583 3040

Alternatively, you can lodge your Proxy Form online via your Automic Investor Portal at https://investor.automic.com.au/#/home (see the Proxy Form for online lodgement instructions):

Voting by attorney	Voting by corporate representative
By providing to Automic Group the original (or certified copy) of the instrument appointing an attorney by no later than 10.00am (Sydney time) on Monday, 6 May 2024 (unless a copy has already been provided to Automic Group); OR	By appointing a corporate representative to act as its representative. The appointment must comply with section 250D of the Corporations Act. A corporate Securityholder or corporate proxy should obtain a certificate of appointment of body corporate form from Automic Group, and complete and sign the form in accordance with the instructions on it.

Please refer to the voting instructions (including the voting exclusion statement) in the Notice of Meeting where these voting options are set out in full.

9. Tax implications and considerations

The Responsible Entity does not provide taxation advice. Each Securityholder must take full and sole responsibility for the associated taxation implications arising from the Proposal including any Initial Return of Capital.

The taxation information provided in this Explanatory Statement is general in nature and is based on the law and administrative practices of the Australian Taxation Office (**ATO**) as at the date of this Explanatory Statement.

The impact of tax varies according to individual circumstances and Securityholders should seek their own tax advice in respect of the Proposal including the Initial Return of Capital.

The following summary is intended for Australian tax resident individual taxpayers and assumes that the Securityholder holds EPIF Securities on capital account for tax purposes, and do not hold the EPIF Securities in the course of trading or dealing in EPIF Securities or otherwise hold the EPIF Securities on revenue account, as trading stock, or as a financial arrangement subject to the taxation of financial arrangements (**TOFA**) rules. It does not cover all tax implications of the Proposal.

9.1 EPIF Structure

An investment in EPIF Securities should be treated for Australian taxation purposes as an investment in each of the individual EPIF Securities. As such, an EPIF Securityholder should be regarded for Australian taxation purposes as holding one unit in EPIF I and one unit in EPIF II per EPIF Security.

Each of EPIF I and EPIF II has previously made an election to be subject to tax under the attribution managed investment trust (**AMIT**) regime. The requirements to qualify as an AMIT are ongoing and need to be assessed in relation to each income year. The Responsible Entity will notify Securityholders of any changes to the AMIT status of EPIF I and/or EPIF II.

Each of EPIF I and EPIF II has also previously made a capital account election. If EPIF I and/or EPIF II qualifies as a managed investment trust for an income year, this election should deem EPIF I and/or EPIF II to recognise the sale of certain assets (including land and interests in land) on capital account.

Cost base of EPIF Securities

For capital gains tax (**CGT**) purposes, the cost base (and reduced cost base) of each EPIF Security will include the amount each Securityholder paid to acquire the EPIF Security plus any incidental capital costs of acquisition and disposal. The CGT cost base of each EPIF Security acquired by a Securityholder should be apportioned to the EPIF Security on a reasonable basis. One possible method of apportionment is based on the relative net asset value of EPIF I Units and EPIF II Units at the time they were acquired by the Securityholder. Please refer to the tax disclosures on the EPIF website **https://www.elanorinvestors.com/epif.**

The cost base (and reduced cost base) of each EPIF Security may also have been adjusted as follows:

- reduced by tax deferred distributions in respect of an EPIF Security for income years where EPIF I and EPIF II are not subject to taxation under the AMIT regime; or
- for income years where EPIF I and EPIF II are subject to taxation under the AMIT regime, reduced or increased as set out in AMIT member annual (AMMA) statements issued to Securityholders, broadly reflecting the difference between the amounts distributed to a Securityholder and the taxable components attributed by the Responsible Entity to the Securityholder pursuant to the AMIT rules.

9.2 Initial Return of Capital

The Initial Return of Capital by EPIF to Eligible Securityholders should not be assessable to the Eligible Securityholder, but will generally reduce the cost base (and reduced cost base) of the relevant EPIF Security held by the Eligible Securityholder for CGT purposes. The cost base (and reduced cost base) of the EPIF Security may have already been reduced previously as a result of earlier distributions and in this regard, refer to the comments above.

To the extent that the Initial Return of Capital exceeds an Eligible Securityholder's cost base in the relevant EPIF Security, a capital gain should arise for the Eligible Securityholder equal to the excess. Where this happens, the cost base and reduced cost base of the EPIF Security in the hands of the Eligible Securityholder is reduced to nil for CGT purposes. Please refer to comments below in relation to the calculation of any net capital gain for a Securityholder.

9.3 Realisation of assets held by EPIF

After successful completion of each asset realisation, the net cash sale proceeds will be distributed to Securityholders after repayment of debt and payment of transaction costs.

The Responsible Entity proposes to attribute or distribute (as relevant) any capital gains (reduced by any CGT discount) arising in an income year in relation to realisations of EPIF's assets to Securityholders.

The Responsible Entity may also distribute non-assessable returns of capital and any CGT discount in respect of asset realisations. Returns of capital should reduce the cost base (and reduced cost base) of the relevant EPIF Securities held by the Securityholder. A Securityholder's cost base will not be reduced where the non-assessable amount relates to the part of any capital gain of EPIF that has been sheltered by the CGT discount. To the extent that any reduction exceeds a Securityholder's cost base in the relevant EPIF Security, a capital gain should arise for the Securityholder. Where this happens, the cost base and reduced cost base of the relevant EPIF Security in the hands of the Securityholder is reduced to nil. Please refer to comments below in relation to the calculation of any net capital gain for a Securityholder.

Information on the split between any capital gain, return of capital and CGT discount components will be provided to Securityholders in their AMMA statements or distribution statements (as relevant).

9.4 Wind up of EPIF

Broadly, the wind up of EPIF should constitute a disposal of the EPIF Securities by a Securityholder for CGT purposes, and may result in a capital gain and/or capital loss to a Securityholder.

A capital gain (or capital loss) may arise to a Securityholder where the capital proceeds from the disposal of an EPIF Security is greater (or less) than the cost base (or reduced cost base) of the EPIF Security for CGT purposes. The cost base (and reduced cost base) may have already been reduced as a result of earlier distributions and in this regard, refer to the comments above.

Please refer to comments below in relation to the calculation of any net capital gain for a Securityholder.

9.5 Calculation of net capital gain and CGT discount

A Securityholder may realise capital gains in relation to the Proposal as follows:

- capital gains (reduced by any CGT discount) attributed or distributed (as relevant) to Securityholders in relation to realisations of EPIF's assets;

- capital gains arising from non-assessable distributions in excess of a Securityholder's cost base in the relevant EPIF Security; and/or
- capital gains on wind up of EPIF.

A Securityholder may realise capital losses in relation to the wind up of EPIF, as noted above.

A Securityholder will calculate any net capital gain for an income year as follows:

- capital gains reduced by the CGT discount that have been attributed or distributed (as relevant) to Securityholders in relation to realisations of EPIF's assets must first be doubled;
- capital gains for the income year should then be aggregated with any other capital gains that the Securityholder may have in the income year; and
- capital gains are then reduced by capital losses for the income year and any available capital losses from prior income years to determine the Securityholder's overall capital gain for the income year.

If a Securityholder has an overall capital gain for an income year, the Securityholder may be eligible to apply the CGT discount to one or more capital gains. If a capital gain relates to an EPIF Security, in order to be eligible for the CGT discount, the relevant EPIF Security must have been held for at least 12 months and certain other integrity measures must be satisfied. Where the CGT discount is available in relation to a capital gain, the Securityholder may discount the capital gain by one half in the case of an individual.

Any net capital gain, after applying the CGT discount (where applicable), is included in the Securityholder's assessable income.

If a Securityholder has an overall capital loss for an income year this can only be offset against capital gains. Capital losses may be carried forward and offset against future taxable capital gains, subject to the satisfaction of any relevant loss carry forward rules.

10. Risk Factors

This Section describes some of the potential risks associated with the Proposal:

- Section 10.1 sets out some of the risks associated with implementation of the Proposal, and risks preventing or delaying implementation of the Proposal; and
- Section 10.2 sets out some of the general risks related to EPIF and its business.

These risks could, if they were to eventuate, have a material adverse effect on EPIF's financial position, operating and financial performance and the value of the EPIF Securities. Many of the circumstances giving rise to these risks are partially or completely outside the control of the Responsible Entity or its Directors or management and either cannot be mitigated or can only be partially mitigated.

You should note that this Section 10 is a summary only and is not an exhaustive list of the risks relating to EPIF and the Proposal. There may be additional risks and uncertainties not currently known to EPIF, or not currently considered material, which may have a material adverse effect on EPIF's financial position, operating and financial performance and the value of the EPIF Securities.

This Explanatory Statement does not take into account the investment objectives, financial situation, or the particular needs or risk profiles of individual Securityholders. You should carefully consider the following risks, as well as the other information contained in this Explanatory Statement, and seek professional advice from your financial, legal, tax or other professional adviser before making any decision in relation to your EPIF Securities.

10.1 Risks associated with the Proposal

10.1.1 Risks associated with implementation of the Proposal

This Section sets out some of the key risks relating to the Proposal. These are additional to those general risks set out in Section 10.2 that apply to your current investment in EPIF Securities.

(a) Tax consequences for Securityholders

The Proposal will have tax implications for Securityholders. Information on the tax implications for Australian tax resident individual Securityholders is contained in Section 9 of this Explanatory Statement. Securityholders should seek their own professional advice regarding the tax consequences of the Proposal.

(b) Increase in gearing

As a result of the increased debt facility, the level of gearing of the Fund will increase. As described in Section 10.2 below, gearing exposes EPIF to any changes in interest rates and increases its exposure to movements in the value of its property portfolio or performance measures, potentially leading to an increase in the volatility of earnings. A higher level of borrowings also increases the risk associated with the use of debt, including having to sell assets on disadvantageous terms in order to keep within loan covenants.

If the value of EPIF's assets fall and gearing increases above the proposed increased LVR covenant level of 65% or stepdown LVR covenant as set out in Section 2.1.2, the Responsible Entity may need to implement a strategy to restore the level of gearing to the required level, which could conceivably include an equity capital raising. As part of the wind up, asset sales will be pursued by the Responsible Entity to reduce gearing. However, there is no guarantee that sale opportunities on commercially appropriate terms will be available to the Responsible Entity for this purpose within any specific time frame.

10.1.2 Risks preventing or delaying implementation of the Proposal

(a) Financing

While the Responsible Entity has obtained credit approved terms for the increased debt facility and increased gearing, the funding arrangements contain market standard conditions to the drawdown of the additional debt as summarised in Section 11.2. If a condition of that funding could not be satisfied and the relevant funder relied on that matter to not provide the refinance and increased gearing, the Initial Return of Capital may not be able to be paid to Eligible Securityholders.

(b) Securityholder approval and conditions

The Proposal is subject to a number of conditions, including Securityholder approval of the Resolutions.

The two Resolutions are related and conditional to the extent that:

- Resolution 1 (Wind Up) is not conditional on Resolution 2 (Initial Return of Capital) being passed, in other words, if Resolution 2 is not passed, the wind up can still proceed if Resolution 1 is passed; and
- Resolution 2 (Initial Return of Capital) is conditional on Resolution 1 (Wind Up) being passed, in other words, if Resolution 1 is not passed, the Initial Return of Capital will not proceed.

There is a risk that Securityholder approval may not be obtained for all or some of the proposed Resolutions. If Resolution 2 (Initial Return of Capital) is not passed by the Requisite Majority, the Responsible Entity will not be able to pay the Initial Return of Capital to Eligible Securityholders.

10.1.3 Risks if the Proposal is not implemented

If the Proposal is not implemented:

- the Fund will continue to operate in its current form, subject to further strategic reviews by the Responsible Manager from time to time. The Responsible Entity has formed the view that the Fund is not capable of achieving its investment objectives in the foreseeable future and will not be able to re-open the redemption facility in the foreseeable future, thereby limiting the ability of Securityholders to redeem their Securities; and
- Securityholders will continue to hold their EPIF Securities in an unlisted market. There may be relatively few potential buyers or sellers of the EPIF Securities on the unlisted market at any time. Further, EPIF will have incurred transaction costs in relation to the Proposal even if it does not proceed.

10.2 General Risks

Set out below are some of the general risks related to EPIF and its business. These are in addition to the Key Risks set out in Section 10.1 that apply to your current investments in EPIF Securities.

10.2.1 Property valuations

The Responsible Entity has disclosed the carrying value of each of the properties in the portfolio as at 31 December 2023 as outlined in section 2.1.1. There is a risk that the best offer the Responsible Entity receives for a property is less than its carrying value. The Responsible Entity will periodically review those values and may engage an independent valuer in accordance with EPIF's valuation policy. Valuations ascribed to each property will be influenced by a number of ongoing factors affecting the Australian property market generally, as well as EPIF in particular, including:

- supply and demand for retail properties;
- general property market conditions; and
- the ability to attract and implement economically viable leasing arrangements.

In addition, the independent valuations of the Properties are the best estimates of the independent valuers at a certain point in time and may not reflect the actual price a property would realise if sold. The independent valuations are subject to a number of assumptions which may not be accurate. A reduction in the value of any Property may have a negative impact on EPIF's income statement and may adversely affect the value of EPIF

Securities. It may also impact on EPIF's financing arrangements, particularly the increased debt proposed as part of the Initial Return of Capital.

10.2.2 Funding and extension and refinancing of debt

EPIF's ability to raise funds from either debt or equity markets in the future, on favourable terms for future activities, depends on a number of factors, including the:

- state of debt and equity markets at the time;
- general economic and political climate;
- appetite of finance providers to provide debt to retail asset owners;
- appetite of finance providers to provide debt to unlisted vehicles as opposed to listed vehicles;
- performance, reputation and financial strength of EPIF; and
- value of EPIF's business and properties in its portfolio.

If EPIF was required to raise further equity funding this may dilute the interest of Securityholders if they are not provided with an opportunity to participate, or do not participate, in the equity issue.

There is a risk that EPIF may not be able to refinance its debt before expiry or may not be able to do so on as favourable terms as its current financing facilities.

10.2.3 Facility undertakings and covenants risk

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

10.2.4 Interest rate risk

To the extent that interest rates are not hedged, unfavourable movements in interest rates could lead to increased interest being incurred by EPIF in respect of its current and future debt facilities. Any such movement may have a negative impact on EPIF's financial position and results.

Increased general interest rates may also result in a reduction in consumers' discretionary income (which may affect EPIF's operations), increased capitalisation rates for retail real estate (which may negatively impact the valuation of EPIF's existing assets) and a reduction in the attractiveness of debt funding for EPIF's growth initiatives such as refurbishments and acquisitions.

10.2.5 Property liquidity risk

The properties in EPIF's portfolio are, by their nature, illiquid investments. There is a risk that EPIF may not be able to realise value for the properties within a 12 to 18 month period which may affect an investment in EPIF.

10.2.6 General economic conditions risk

EPIF currently only has operations in Australia, and its financial performance is subject to general economic conditions in Australia, as well as general economic conditions globally. Prolonged downturn in general economic conditions (including as a result of the COVID-19 pandemic) may impact the demand for EPIF's tenants' products and services, decreasing consumer demand and lowering sentiment or its assets, which may affect the ability of EPIF to fulfil its investment objectives and could result in a loss of some or all of Securityholders' capital invested in EPIF. These events could be expected to have a material impact on EPIF's business and financial performance.

10.2.7 Accounting standards

Changes to Australian Accounting Standards issued by the Australian Accounting Standards Board or changes to the application and interpretation of those standards could materially adversely affect the financial performance and position reported in EPIF's financial statements.

10.2.8 General business risks

EPIF is subject to a number of additional general business risks, including but not limited to environment and contamination, competition and sector concentration, and insurance risks, and the risk of counterparties failing to perform obligations under contracts with EPIF. Further information regarding these risks is disclosed in the EPIF PDS.

11. Additional information

11.1 Remedies Securityholders may pursue under the Corporations Act

The Corporations Act (section 601NC) provides that a responsible entity must give scheme members a notice in writing explaining any proposal to wind up a scheme and informing members of their rights to convene a meeting of members for the purposes of considering the proposed winding up of the scheme and to vote on any extraordinary resolution members propose about the winding up of the scheme. The notice must also inform the members that the responsible entity is permitted to wind up the scheme unless a meeting is called to consider the proposed winding up of the scheme within 28 days of the responsible entity giving the notice to the members. If no meeting is called within that 28 days to consider the proposed winding up, the responsible entity may wind up the scheme.

On 13 March 2024, the Responsible Entity issued a notice to Securityholders (**Securityholder Notice**), via their communication preferences recorded with Automic Registry and by notice on the EPIF website, notifying Securityholders of the outcome of the strategic review that had been announced in the Responsible Entity's earlier notice issued on 29 January 2024. The Securityholder Notice informed Securityholders of the proposal to wind up and the basis on which the Responsible Entity had formed the view that the Fund's underlying purpose is not achievable. The Securityholder Notice informed Securityholders that the Responsible Entity had determined to call a meeting of Securityholders to consider and vote on the proposed wind up and of the Fund and Initial Return of Capital.

The Securityholder Notice has been lodged with ASIC as required under section 601NC(2) of the Corporations Act.

As at 25 March 2024 (being the date at or around the time this Notice of Meeting was finalised), the Responsible Entity has not received notice that any Securityholder has exercised their right to convene a meeting of Securityholders for the purposes of considering the proposed winding up of EPIF.

11.2 Financing support

The Fund's existing financier, being a major Australian bank, has provided credit approved terms for the Fund to increase its existing facility by $19 million (taking the total debt facility limit from $50 million to $69 million), with increased gearing permitted up to 65% LVR, to facilitate the Initial Return of Capital, subject to the following conditions:

(a) approval of an orderly realisation of asset in the Fund portfolio and wind up process, with repayment of debt to meet a stepdown in LVR according the Responsible Entity's forecast settlement dates;

(b) completion of satisfactory legal and commercial due diligence; and

(c) full form documentation being agreed and entered to.

The Responsible Entity will proceed on that basis that commencement of the wind up will occur after the conclusion of the Meeting and, on that basis, subject to both Resolution 1 (Wind Up) and Resolution 2 (Initial Return of Capital) being passed by the Requisite Majority, the Responsible Entity expects the Initial Return of Capital to be paid to Eligible Securityholders within 14 days of the conclusion of the Meeting.

The Facility documents will contain standard terms and conditions relating but not limited to, events of default, indemnities, representations and warranties.

Glossary

In this Notice of Meeting and accompanying Explanatory Statement, unless the context otherwise provides, defined terms have the meaning shown below:

Term	Meaning
AMIT	Attribution Managed Investment Scheme
AMMA	AMIT member annual
ASIC	Australian Securities and Investments Commission
ATO	Australian Taxation Office
Automic or Registry	Automic Group
Board	The Board of Directors of the Responsible Entity
CGT	Capital gains tax
Corporations Act	The *Corporations Act 2001* (Cth)
Corporations Regulations	The *Corporations Regulations* 2001 (Cth)
Directors	The directors of the Responsible Entity
Elanor Property Income Fund, Fund or EPIF	The stapled entity comprising Elanor Property Income Fund I (ARSN 615 291 220) and Elanor Property Income Fund II (ARSN 615 291 284)
Eligible Securityholder	A person who is registered as a holder of EPIF Securities as at the Record Date
ENN or Elanor Investors Group	Elanor Investors Group comprises Elanor Investors Limited (ABN 33 169 308 187) and EFML as the responsible entity for the Elanor Investment Fund (ARSN 169 450 926)
EPIF Constitution	The Constitution of Elanor Property Income Fund I, as amended from time to time, and the Constitution of Elanor Property Income Fund II, as amended from time to time
EPIF PDS	The Product Disclosure Statement in respect of Elanor Property Income Fund dated 8 November 2022
EPIF Security	A stapled security in EPIF, comprising an EPIF I Unit stapled to an EPIF II Unit
EPIF I Unit	An ordinary unit in EPIF I

Term	Meaning
EPIF II Unit	An ordinary unit in EPIF II
Explanatory Statement	The explanatory statement in this document, including any attachments or revisions to it
Gearing	Total debt as a percentage of total assets
Initial Return of Capital	A return of capital to Eligible Securityholders of approximately $0.27 per EPIF Security held as at the Record Date, funded by an increase in drawn debt in the Fund
Initial Return of Capital Resolution	Resolution 2 set out in the Notice of Meeting to approve the Initial Return of Capital
Investment Management Agreement	The Investment Management Agreement between the Responsible Entity and the Manager
LVR	Loan to value ratio
Manager or EAS	Elanor Asset Services Pty Limited, a wholly-owned subsidiary of Elanor Investors Group
Meeting	The meeting of Securityholders of EPIF I and EPIF II to consider the Resolutions, scheduled to be held on Wednesday, 8 May 2024
Notice of Meeting	The notice of meeting set out on page 2 of this document, and which is taken to contain all information in this document
NTA	Net tangible assets and for the purposes of the EPIF Constitution Net Asset Value
Properties	Manning Mall (Taree, NSW), Gladstone Square (Gladstone, Qld), Glenorchy Plaza (Hobart, Tas) and Northway Plaza (Bundaberg, Qld)
Proposal	The proposal to wind up the Fund and pay the Initial Return of Capital to Eligible Securityholders, in each case, as described in the Notice of Meeting and accompanying Explanatory Statement
Proxy Form	The proxy form for the Meeting to be held on Wednesday, 8 May 2024 which accompanies this Notice of Meeting
Record Date	The record date for the Initial Return of Capital, being Monday, 6 May 2024 (7.00pm Sydney time)
Register	The register of EPIF Securityholders
Requisite Majorities	In relation to each of Resolutions 1 and 2, the Requisite Majority is an ordinary resolution passed by more than 50% of the total number of votes cast by Securityholders entitled to vote on the Resolution

Term	Meaning
Resolutions	The resolutions set out in the Notice of Meeting, being the Wind Up Resolution and the Initial Return of Capital Resolution
Responsible Entity	Elanor Funds Management Limited ABN 39 125 903 031 as Responsible Entity of Elanor Property Income Fund I (ARSN 615 291 220) and Elanor Property Income Fund II (ARSN 615 291 284)
Securityholder	A registered holder of EPIF Securities
TOFA	The taxation of financial arrangements
Wind Up Resolution	Resolution 1 set out in the Notice of Meeting to approve the wind up of the Fund by way of orderly realisation of the Fund's assets

PROPERTY
INCOME
FUND

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Elanor Property Income Fund | ARSN 615 291 220
Elanor Property Income Fund II ARSN 615 291 284
(together the "Fund")

Your proxy voting instruction must be received by **10.00am (AEST) on Monday 6 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Fund's security register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Securityholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Securityholder of the Fund. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any other proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy (other than the Chair) may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Securityholders must sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Fund's security registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au/

PHONE:
1300 803 870 (Within Australia)
+61 2 8072 1472 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Securityholder entitled to attend and vote at the General Meeting of Elanor Property Income Fund, to be held at **10.00am (AEST) on Wednesday, 8 May 2024 at Level 5, 126 Phillip Street, Sydney NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote proxies where an express direction is not given in favour of both Resolutions below and will take this as being the securityholders' direction to the Chair.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	Approval of Orderly Wind up of EPIF by way of Realisation of Assets	☐	☐	☐
2	Approval of Initial Return of Capital	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

EPIF

Corporate Directory

Elanor Property Income Fund

Elanor Funds Management Limited
as Responsible Entity of Elanor Property Income Fund I
and Elanor Property Income Fund II

Registered Office
Level 38
259 George Street
Sydney NSW 2000
T: +61 2 9239 8400

Directors of the Responsible Entity

Ian Mackie (Chair)
Glenn Willis
Nigel Ampherlaw
Anthony (Tony) Fehon
Lim Su Kiat
Karyn Baylis AM
Victor Rodriguez
Kathy Ostin

Company Secretary of the Responsible Entity

Symon Simmons

Manager

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Legal Advisor

Cowell Clarke Lawyers
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Sydney NSW 2000

Registry

Automic Group
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Sydney NSW 2000

Auditors

PricewaterhouseCoopers
One International Towers
Watermans Quay
Barangaroo NSW 2000

Website

www.elanorinvestors.com/epif

Elanor