

Arena REIT

Appendix 4D

For the period ended 31 December 2024

Name of entity:

Arena REIT (ARF) comprising the securities of Arena REIT Limited, Arena REIT No.1 and Arena REIT No.2

ARSN:

Arena REIT No.1 (ARSN 106 891 641)
Arena REIT No.2 (ARSN 101 067 878)

ACN:

Arena REIT Limited (ACN 602 365 186)

Reporting period

This report details the consolidated results of Arena REIT for the half-year ended 31 December 2024. Arena REIT is a stapled security comprising Arena REIT Limited, Arena REIT No.1 and Arena REIT No.2.

Results for announcement to the market

All comparisons are to the half-year ended 31 December 2023.

				\$A'000
Total income from ordinary activities	Up	10%	to	52,313
Profit from ordinary activities after tax attributable to Arena REIT stapled group investors	Up	87%	to	36,266
Net profit for the period attributable to Arena REIT stapled group investors	Up	87%	to	36,266

Distributions

Quarter	Cents per security	Paid/Payable
September Quarter	4.5625	7 November 2024
December Quarter	4.5625	6 February 2025
Total	9.1250	

Net assets per security

	Consolidated	
	31 December 2024	30 June 2024
Net asset value per ordinary security	\$3.44	\$3.41

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This information should be read in conjunction with the 31 December 2024 Half Year Financial Report of Arena REIT and any public announcements made during the period in accordance with the continuous disclosure requirements of the *Corporations Act 2001* and Listing Rules.

This report is based on the Arena REIT 31 December 2024 half-year financial statements which have been reviewed by PricewaterhouseCoopers. The Independent Auditor's Review Report provided by PricewaterhouseCoopers is included in the 31 December 2024 half year financial statements.

Signed:

A handwritten signature in black ink, appearing to read "David Ross".

David Ross
Chairman
12 February 2025

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Arena REIT

ARSN 106891641

Interim Report

31 December 2024

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Arena REIT

ARSN 106 891 641

Interim Report 31 December 2024

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These financial statements cover Arena REIT (the 'Group') comprising Arena REIT No. 1, Arena REIT No. 2, Arena REIT Limited, and their controlled entities. The financial statements are presented in Australian currency.

The Responsible Entity of Arena REIT No.1 and Arena REIT No. 2 (the 'Trusts') is Arena REIT Management Limited (ACN 600069761, AFSL 465754). The Responsible Entity's registered office is:

Level 32, 8 Exhibition Street
Melbourne VIC 3000

Directors' report

The directors of Arena REIT Limited ('ARL') and Arena REIT Management Limited ('ARML'), the Responsible Entity of Arena REIT No. 1 and Arena REIT No. 2 (the 'Trusts'), present their report together with the financial statements of Arena REIT for the half-year ended 31 December 2024 (the 'period'). The interim financial report covers ARL, Arena REIT No. 1 ('ARF1'), Arena REIT No. 2 ('ARF2'), and their controlled entities ('Arena REIT' or 'Group').

ARF1, ARF2 and ARL are separate entities for which the units and shares have been stapled together to enable trading as one security. The units of ARF1, ARF2 and shares of ARL cannot be traded separately. None of the stapled entities controls any of the other stapled entities, however for the purposes of statutory financial reporting the entities form a consolidated group.

Directors

The following persons held office as directors of ARL during the financial period and up to the date of this report:

David Ross (Chair, Independent, non-executive)
 Rosemary Hartnett (Independent, non-executive)
 Helen Thornton (Independent, non-executive)
 Adam Tindall (Independent, non-executive) (commenced 1 November 2024)
 Dennis Wildenburg (Independent, non-executive) (retired 22 November 2024)
 Rob de Vos (Executive)

The following persons held office as directors of ARML during the financial period and up to the date of this report:

David Ross (Chair, Independent, non-executive)
 Rosemary Hartnett (Independent, non-executive)
 Helen Thornton (Independent, non-executive)
 Adam Tindall (Independent, non-executive) (commenced 1 November 2024)
 Dennis Wildenburg (Independent, non-executive) (retired 22 November 2024)
 Rob de Vos (Executive)
 Gareth Winter (Executive)

Principal activities

The Group invests in a portfolio of investment properties and is listed on the Australian Securities Exchange under the code ARF.

There were no changes in the principal activities of the Group during the period.

Distributions to securityholders

The following table details the distributions declared to securityholders during the financial period:

	31 December 2024	31 December 2023	31 December 2024	31 December 2023
	\$'000	\$'000	cps	cps
September quarter	18,064	15,336	4.5625	4.3500
December quarter	18,129	15,394	4.5625	4.3500
Total distributions to securityholders	36,193	30,730	9.1250	8.7000

Operating and Financial Review

The Group operates with the aim of generating attractive and predictable distributions for securityholders with earnings growth prospects over the medium to long term.

The Group's strategy is to invest in property underpinned by relatively long leases and in sectors with supportive macro-economic trends. The Group will consider investment in sectors with the required characteristics, which may include:

- Early learning / childcare centres;
- Healthcare - including medical centres, diagnostic facilities, hospitals, disability accommodation, aged care and associated facilities;
- Education - including schools, colleges and universities and associated facilities.

Key financial metrics

	31 December 2024	31 December 2023	Change
Net profit (statutory)	\$36.3 million	\$19.4 million	+ 87%
Net operating profit (distributable income)	\$35.8 million	\$30.8 million	+ 16%
Distributable income per security	9.20 cents	8.72 cents	+ 6%
Distributions per security	9.125 cents	8.70 cents	+ 5%

	31 December 2024	30 June 2024	Change
Total assets	\$1,779 million	\$1,623 million	+ 10%
Investment properties	\$1,734 million	\$1,579 million	+ 10%
Borrowings	\$382 million	\$377 million	+ 1%
Net assets	\$1,366 million	\$1,214 million	+ 13%
Net Asset Value (NAV) per security	\$3.44	\$3.41	+ 1 %
Gearing *	20.8%	22.6%	- 180 bps

* Gearing calculated as $\text{Net Borrowings} / \text{Total Assets less Cash}$

31 December 2024 half-year highlights

- Half-year net statutory profit was \$36.3 million, up 87% on the previous half-year comparative period. This is primarily due to revaluation gains on investment properties compared to revaluation losses in the prior period, and an increase in net operating profit compared with the prior period;
- Half-year net operating profit was \$35.8 million, up 16% on the previous half-year comparative period. This is primarily driven by an increase in rental income arising from periodic rent reviews, lease commencements on completion of ELC developments and new acquisitions;
- Distributions for the period were 9.125 cents per security, up 5% on the previous half-year comparative period;
- NAV per security at 31 December 2024 was \$3.44, an increase of 1% on 30 June 2024;
- Gearing was 20.8% at 31 December 2024, down from 22.6% at 30 June 2024;
- The Group completed a fully underwritten Institutional Placement in July 2024, raising \$120 million through the issue of 31.7 million stapled securities. In conjunction with the Institutional Placement, the Group offered a Security Purchase Plan (SPP) to eligible investors in August 2024 which raised \$23.9 million through the issue of 6.3 million stapled securities; and
- The property portfolio increased with the addition of eight operating Early Learning Centres ('ELCs'), five ELC development sites, and one key health worker accommodation property. During the period, six ELC developments were completed.

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31 December 2024 half-year highlights (continued)

Financial results

	31 December 2024 \$'000	31 December 2023 \$'000
Property income	44,153	39,060
Other income	638	329
Total operating income	44,791	39,389
Property expenses	(335)	(227)
Operating expenses	(3,005)	(2,509)
Finance costs	(5,660)	(5,901)
Net operating profit (distributable income) *	35,791	30,752
Non-distributable items:		
Investment property revaluation and straight-lining of rent income	6,738	(3,795)
Change in fair value of derivatives	(5,914)	(6,450)
Loss on sale of investment properties	(35)	-
Transaction costs	(224)	(266)
Amortisation of equity-based remuneration (non-cash)	(664)	(654)
Other	574	(196)
Statutory net profit	36,266	19,391

* Net operating profit (distributable income) is not a statutory measure of profit

Financial results summary

	31 December 2024	31 December 2023
Net operating profit (distributable income) (\$'000)	35,791	30,752
Weighted average number of ordinary securities ('000)	389,112	352,493
Distributable income per security (cents)	9.20	8.72

- Net operating profit is the measure used to determine securityholder distributions and represents the underlying cash-based profit of the Group for the relevant period. Net operating profit excludes fair value changes from asset and derivative revaluations and items of income or expense not representative of the Group's underlying operating earnings or cashflow. Net operating profit (distributable income) is calculated in accordance with the Group's Dividend and Distribution policy and approved by the Board.
- The increase in net operating profit during the period is primarily due to:
 - Ongoing annual rent increases and market rent reviews on the Group's property portfolio;
 - Acquisitions and commencement of rental income from ELC developments completed during the period; and
 - The full period effect of acquisitions and developments completed during FY24.
- Non-distributable items increased during the period primarily due to revaluation gains on investment properties compared to revaluation losses in the prior period.

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Investment property portfolio

Key property metrics

	31 December 2024	30 June 2024
Total value of investment properties	\$1,734 million	\$1,579 million
Number of properties under lease	277	264
Development sites	11	12
Properties available for lease	1	-
Total properties in portfolio	289	276
Portfolio occupancy	99.3%	99.7%
Weighted average lease expiry (WALE)	18.0 years	18.5 years

- The increase in the value of investment properties is primarily due to net property acquisition and development capital expenditure of \$149 million.

Capital management

Equity

- During the period, 2.6 million securities were issued at an average price of \$3.99 to raise \$10.1 million of equity pursuant to the Distribution Reinvestment Plan (DRP);
- On 29 July 2024, 31,746,032 securities were issued at a price of \$3.78 following the completion of a fully underwritten placement to institutional and professional investors;
- In conjunction with the Institutional Placement, a Security Purchase Plan (SPP) was offered in August 2024 to eligible investors. \$23.9 million was raised through the issue of 6,314,500 securities at a price of \$3.78. These securities were issued on 27 August 2024.

Bank facilities & gearing

- The Group has a \$100 million facility expiring 31 May 2027, a \$200 million facility expiring 31 May 2028 and a \$200 million facility expiring 31 May 2029, providing a remaining weighted average term of 3.6 years as at 31 December 2024 (30 June 2024: 4.1 years);
- The balance drawn increased by \$5 million to fund acquisitions and development capital expenditure, offset by the proceeds received from the Institutional Placement and Security Purchase Plan;
- The Group has undrawn capacity as at 31 December 2024 of \$118 million to fund ELC development commitments and new investment opportunities, of which \$93 million is committed at 31 December 2024 (refer Note 11);
- Gearing was 20.8% at 31 December 2024 (30 June 2024: 22.6%);
- The Group was compliant with all bank facility covenants throughout the period and as at 31 December 2024. At 31 December 2024, the Loan to Valuation Ratio was 23.2% (Covenant: 50%) and the Interest Cover Ratio was 5.8 times (Covenant: 2.0 times);
- Refer to note 5 for further information.

Interest rate management

- Active swaps in place as at 31 December 2024 have a notional value of \$300 million and cover 79% of borrowings (30 June 2024: 76%). The weighted average fixed rate for active swaps is 2.45% (30 June 2024: 2.03%) and the weighted average term is 2.8 years (30 June 2024: 2.6 years).
- The Group has also entered into forward start interest rate swaps with a notional value of \$60 million. These swaps have a weighted average fixed interest swap rate of 3.87% and weighted average term of 4.0 years, with commencement dates throughout FY26.

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FY25 outlook

The Group presently expects to pay a distribution of 18.25 cents per security for FY25. The FY25 distribution is comprised of the 9.125 cents per security declared by the Group up until 31 December 2024 and 9.125 cents per security forecast by the Group for the period from 1 January 2025 to 30 June 2025.

FY25 distribution guidance is estimated on a status quo basis, assuming no new acquisitions or disposals and no material change in current market or operating conditions after the date of this report.

Significant changes in state of affairs

In the opinion of the directors, other than the matters identified in this report, there were no significant changes in the state of affairs of the Group that occurred during the financial period.

Matters subsequent to the end of the financial period

No material events have occurred since 31 December 2024 that have affected, or may materially affect:

- (i) the operations of the Group in future periods, or
- (ii) the results of those operations in future financial periods, or
- (iii) the state of affairs of the Group in future financial periods.

Likely developments and expected results of operations

The Group will continue to be managed in accordance with its existing investment objectives and guidelines.

The results of the Group's operations will be affected by a number of factors, including the performance of investment markets in which the Group invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Material business risks

The material business risks that could adversely affect the achievement of the Group's financial prospects are as follows. The Responsible Entity has in place a Risk Management Policy and Framework under which it identifies, assesses, monitors and manages these risks.

Macroeconomic risk

The operations and performance of the Group are influenced by the macroeconomic condition of the Australian and the wider global economy. A prolonged economic downturn and its related effects, including increasing rates of unemployment, in addition to other factors such as inflation and rising interest rates, could have a material adverse impact on the Group's business or financial performance including asset valuations, income, expenses and cashflows.

The Group's development activity may be impacted by supply chain disruption and the impact of cost-escalation and labour shortages in the construction industry.

Concentration risk

The Group's property portfolio is presently 90% invested in ELCs and ELC development sites and 10% in healthcare assets. Adverse events to the early learning and/or healthcare property sectors may result in general deterioration of tenants' ability to meet their lease obligations and the future growth prospects of the portfolio.

As at 31 December 2024, 62% of the portfolio by income (excluding developments) is leased to the largest four tenants (Goodstart Early Learning 21%, Green Leaves Early Learning 17%, Edge Early Learning 12% and Affinity Education 12%). Any material deterioration in the operating performance of the Group's tenants may result in them not meeting their lease obligations which could reduce the Group's income and portfolio value if a suitable replacement cannot be found.

Material business risks (continued)

Tenant risk

The Group relies on tenants to generate its revenue. Tenants may be not-for-profit entities, private entities or public companies. If a tenant is affected by financial difficulties they may default on their rental or other contractual obligations which may result in loss of rental income and loss in value of the Group's properties.

Typically, tenants are required to provide an unconditional and irrevocable bank guarantee, which must not expire until at least six months after the ultimate expiry date of the lease, as security for their performance under the lease.

Climate change risk

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

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

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

Government policy risk and change in law

Childcare and healthcare operators rely heavily on government funding which, if reduced or otherwise modified, may adversely impact the underlying demand for these services and therefore tenants' ability to meet lease obligations and/or their demand for these properties. There is a risk that there may be material adverse changes in legislation, government policies or legal or judicial interpretation relating to the childcare and/or healthcare sectors.

Property valuations

Changes in the property market, especially changes in the valuation of properties and in market rents, may adversely affect the Group's financial performance and the price of Arena REIT securities.

Cyber security

The Group leverages IT systems, networks and data to operate efficiently. The Group manages the potential for IT system failures and cybersecurity breaches to mitigate the risk of loss of sensitive information, operational disruption, reputational damage, fines and penalties.

The following measures are in place to help protect the business and employees from cybersecurity related threats:

- providing a digitally safe working environment, both in the office and for remote working;
- protecting systems, networks and end-point devices;
- mandatory training for all employees to identify and manage potential threats;
- vulnerability testing and security event monitoring to identify and respond to threats;
- embedding policies to safely control, access and manage data and privacy, for both employees and third parties; and
- simulated cyber attacks and recovery exercises to enhance resilience and identify potential improvement opportunities.

Material business risks (continued)

Capital Management

Capital market volatility may impact our ability to transact and access suitable capital. The Group manages this risk by:

- acquiring and developing new assets on capital efficient terms;
- retaining a strong balance sheet and relatively low gearing;
- actively managing debt expiries;
- maintaining a disciplined and prudent approach to capital management and hedging;
- maintaining liquidity in excess of funding requirements; and
- engaging with debt and equity investors to regularly update them about the business.

AFSL financial compliance risk

The Group is exposed to the risk of having inadequate capital and liquidity. Arena REIT Management Limited, a subsidiary of ARL, holds an Australian Financial Services License ('AFSL') and acts as a responsible entity for the Group's managed investment schemes. The AFSL requires minimum levels of net tangible assets, liquid assets, cash reserves and liquidity, which may restrict the Group in paying dividends that would breach these requirements.

The directors regularly review and monitor the Group's balance sheet to ensure ARML's compliance with its AFSL requirements.

Rounding of amounts to the nearest thousand dollars

The Group is an entity of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the Directors' report. Amounts in the Directors' report have been rounded to the nearest thousand dollars in accordance with that Instrument, unless otherwise indicated.

Auditor's independence declaration

A copy of the Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 9.

This report is made in accordance with a resolution of directors.



David Ross
Chair

Melbourne
12 February 2025



Auditor's Independence Declaration

As lead auditor for the review of Arena REIT No. 1 for the half-year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Arena REIT No. 1 and the entities it controlled during the period.

A handwritten signature in blue ink, appearing to read 'JDP Wills', is written over a faint blue horizontal line.

JDP Wills
Partner
PricewaterhouseCoopers

Sydney
12 February 2025

Arena REIT
Consolidated statement of comprehensive income
For the half-year ended 31 December 2024

Consolidated statement of comprehensive income

		Consolidated	
		31 December 2024	31 December 2023
	Notes	\$'000	\$'000
Income			
Property income	3	50,994	47,027
Interest		638	329
Revaluation gain on investment properties	4	681	-
Total income		52,313	47,356
Expenses			
Property expenses		(376)	(269)
Management and administration expenses		(3,735)	(3,221)
Revaluation loss on investment properties	4	-	(11,761)
Net loss on change in fair value of derivative financial instruments		(5,914)	(6,450)
Finance costs		(5,660)	(5,901)
Loss on sale of investment properties		(35)	-
Other expenses		(327)	(363)
Total expenses		(16,047)	(27,965)
Net profit for the half-year		36,266	19,391
Other comprehensive income		-	-
Total comprehensive income for the half-year		36,266	19,391
Total comprehensive income for the half-year is attributable to Arena REIT stapled group investors, comprising:			
Unitholders of Arena REIT No. 1		38,626	16,972
Unitholders of Arena REIT No. 2 (non-controlling interest)		(2,079)	2,432
Unitholders of Arena REIT Limited (non-controlling interest)		(281)	(13)
		36,266	19,391
		Cents	Cents
Earnings per security:			
Basic earnings per security in Arena REIT No. 1		9.93	4.81
Diluted earnings per security in Arena REIT No. 1		9.89	4.80
Basic earnings per security in Arena REIT		9.32	5.50
Diluted earnings per security in Arena REIT		9.29	5.48

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

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Arena REIT
Consolidated balance sheet
As at 31 December 2024

Consolidated balance sheet

		Consolidated	
	31 December	30 June	
	2024	2024	
Notes	\$'000	\$'000	
Current assets			
Cash and cash equivalents	15,107	12,434	
Trade and other receivables	9,002	4,856	
Derivative financial instruments	6 4,146	5,533	
Total current assets	28,255	22,823	
Non-current assets			
Property, plant and equipment	1,282	1,305	
Investment properties	4 1,734,391	1,579,066	
Derivative financial instruments	6 4,527	9,054	
Intangible assets	10,816	10,816	
Total non-current assets	1,751,016	1,600,241	
Total assets	1,779,271	1,623,064	
Current liabilities			
Trade and other payables	11,600	15,227	
Distributions payable	18,130	15,498	
Provisions	886	928	
Lease liabilities	203	196	
Total current liabilities	30,819	31,849	
Non-current liabilities			
Provisions	78	76	
Interest bearing liabilities	5 381,318	376,271	
Lease liabilities	754	856	
Total non-current liabilities	382,150	377,203	
Total liabilities	412,969	409,052	
Net assets	1,366,302	1,214,012	
Equity			
Contributed equity - ARF1	7 570,394	436,640	
Accumulated profit	8 641,757	634,981	
Non-controlling interests - ARF2 and ARL	9 154,151	142,391	
Total equity	1,366,302	1,214,012	

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

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Arena REIT
Consolidated statement of changes in equity
For the half-year ended 31 December 2024

Consolidated statement of changes in equity

	Contributed equity \$'000	Accumulated profit \$'000	Non-controlling interests - ARL & ARF2 \$'000	Total equity \$'000
Balance at 1 July 2023	424,361	632,316	142,630	1,199,307
Profit for the period	-	16,972	2,419	19,391
Total comprehensive income for the period	-	16,972	2,419	19,391
Transactions with owners in their capacity as owners:				
Issue of securities under the DRP	4,708	-	4,122	8,830
Distributions to securityholders	-	(27,042)	(3,688)	(30,730)
Equity-based remuneration	-	-	623	623
Balance at 31 December 2023	429,069	622,246	146,106	1,197,421
Balance at 1 July 2024	436,640	634,981	142,391	1,214,012
Profit for the period	-	38,626	(2,360)	36,266
Total comprehensive income for the period	-	38,626	(2,360)	36,266
Transactions with owners in their capacity as owners:				
Issue of securities under the Institutional Placement	103,995	-	13,818	117,813
Issue of securities under the Security Purchase Plan	20,834	-	2,768	23,602
Issue of securities under the DRP	8,925	-	1,223	10,148
Distributions to securityholders	-	(31,850)	(4,343)	(36,193)
Equity-based remuneration	-	-	654	654
Balance at 31 December 2024	570,394	641,757	154,151	1,366,302

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

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Arena REIT
Consolidated statement of cash flows
For the half-year ended 31 December 2024

Consolidated statement of cash flows

	Consolidated	
	31 December 2024 \$'000	31 December 2023 \$'000
Cash flows from operating activities		
Receipts in the course of operations	49,946	44,310
Payments in the course of operations	(10,438)	(8,550)
Interest received	633	324
Finance costs paid	(5,460)	(5,357)
Net cash inflow from operating activities	34,681	30,727
Cash flows from investing activities		
Payments for investment properties and capital expenditure	(159,672)	(24,882)
Proceeds from sale of investment properties	4,832	-
Net cash (outflow) from investing activities	(154,840)	(24,882)
Cash flows from financing activities		
Proceeds from issue of securities	143,868	-
Payment of transaction costs from issue of securities	(2,493)	(36)
Distributions paid to securityholders	(23,372)	(21,200)
Loan establishment costs paid	(48)	-
Capital receipts from lenders	50,000	14,000
Capital payments to lenders	(45,000)	-
Principal elements of lease payments	(123)	(117)
Net cash inflow/(outflow) from financing activities	122,832	(7,353)
Net increase/(decrease) in cash and cash equivalents	2,673	(1,508)
Cash and cash equivalents at the beginning of the financial period	12,434	16,113
Cash and cash equivalents at the end of the financial period	15,107	14,605

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

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1 Summary of material accounting policy information

(a) Basis of preparation of half-year financial report

This consolidated interim financial report for the half-year reporting period ended 31 December 2024 has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

This consolidated interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made by the Group during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

The Arena REIT Stapled Group comprises Arena REIT No. 1 ('ARF1'), Arena REIT No. 2 ('ARF2') and Arena REIT Limited ('ARL'), and their controlled entities ('Arena REIT' or 'Group'). The Responsible Entity of ARF1 and ARF2 is Arena REIT Management Limited (the 'Responsible Entity').

Unless otherwise stated, the accounting policies adopted in the preparation of the interim report are consistent with those of the previous financial year.

(i) *Going concern - Net working capital deficiency*

At 31 December 2024, the Group had a net working capital deficiency of \$2.6 million. This deficiency is due to working capital management within the Group, and the difference in the timing of the drawdowns from the Group's debt facility and the timing of capital expenditure on developments. As at 31 December 2024, the Group has \$118 million of unused debt facility which can be drawn to fund cashflow requirements.

After taking into account all available information, the directors of the Group have concluded that there are reasonable grounds to believe:

- The Group will be able to pay its debts as and when they fall due; and
- The basis of preparation of the financial report on a going concern basis is appropriate.

(b) Principles of consolidation

As permitted by Class Order 13/1050 issued by ASIC, this interim financial report is a combined financial report that presents the financial statements and accompanying notes of Arena REIT at and for the half year ended 31 December 2024.

The units of ARF1, ARF2 and the shares of ARL are combined and issued as stapled securities in Arena REIT. The units of ARF1, ARF2 and shares of ARL cannot be traded separately and can only be traded as a stapled security. This interim financial report consists of the consolidated financial statements of Arena REIT, which comprises ARF1, ARF2, and ARL and its controlled entities.

AASB 3 Business Combinations requires one of the stapled entities in a stapled structure to be identified as the parent entity for the purpose of preparing consolidated financial reports. In accordance with this requirement, ARF1 has been identified as the parent entity in relation to the stapling with ARF2 and ARL.

The consolidated financial statements of the Group incorporate the assets and liabilities of the entities controlled by ARF1 at 31 December 2024, including those deemed to be controlled by ARF1 by identifying it as the parent of the Group, and the results of those controlled entities for the year then ended. The effects of all transactions between entities in the consolidated entity are eliminated in full.

Non-controlling interests in the results and equity are shown separately in the Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position respectively. Non-controlling interests are those interests in ARF2 and ARL which are not held directly or indirectly by ARF1.

1 Summary of material accounting policy information (continued)

(c) Presentation of members interests in ARF2 and ARL

As ARF1 has been assessed as the parent of the Group, the securityholders interests in ARF2 and ARL are included in equity as "non-controlling interests" relating to the stapled entity. Securityholders interests in ARF2 and ARL are not presented as attributable to owners of the parent reflecting the fact that ARF2 and ARL are not owned by ARF1, but by the securityholders of the stapled group.

(d) New and amended standards adopted by the group

There are no upcoming standards that are expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

(e) New accounting standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods. The Group has not early adopted these standards/interpretations. The Group's assessment of the impact of these new standards and interpretations is set out below:

(i) Climate-related financial disclosures

Australia's new climate-related financial disclosure regime (the Treasury Laws Amendment Bill 2024) was passed by Parliament on 9 September 2024. The Australian Accounting Standards Board ('AASB') has subsequently approved the following Australian Sustainability Reporting Standards ('ASRSs') on 20 September 2024:

- **AASB S1 - General Requirements for Disclosure of Sustainability-related Financial Information** is a voluntary Standard covering sustainability-related financial disclosures and aligns with the scope of IFRS S1;
- **AASB S2 - Climate-related Disclosures** is a mandatory Standard that incorporates the necessary content presented in IFRS S1. This Standard requires an entity to disclose information about climate-related risks and opportunities that could reasonably be expected to affect the entity's cash flows, its access to finance or cost of capital over the short, medium or long term.

Arena REIT expects that it will fall within reporting Group 3 (the last reporting group), with mandatory reporting required by FY28. The Group is continuing to develop its assessment of the impact of climate change in line with emerging industry and regulatory guidance on the consolidated financial statements.

(f) Rounding of amounts

The Group is an entity of the kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off to the nearest thousand dollars in accordance with that Instrument, unless otherwise indicated.

2 Segment information

The Group operates as one business segment being investment in real estate, and in one geographic segment being Australia. The Group's segments are based on reports used by the Board (as the Chief Operating Decision Maker) in making strategic decisions about the Group, assessing the financial performance and financial position of the Group, determining the allocation of resources and risk management. Refer to the Consolidated Statement of Comprehensive Income for the segment financial performance and the Consolidated Balance Sheet for the assets and liabilities.

A key financial metric used to define the results and performance of the Group is net operating profit (distributable income). Net operating profit is a non-statutory measure of profit used to determine securityholder distributions and represents the underlying cash-based profit for the relevant period. Net operating profit excludes fair value changes from asset and derivative valuations and items of income or expense not representative of the underlying operating earnings or cashflow. Net operating profit (distributable income) is calculated in accordance with the Group's Dividend and Distribution policy and approved by the Board.

2 Segment information (continued)

A reconciliation between statutory net profit per the Consolidated Statement of Comprehensive Income and net operating profit (distributable income) is set out below:

	31 December 2024 \$'000	31 December 2023 \$'000
Statutory net profit	36,266	19,391
Investment property revaluation and straight-lining of rent income	(6,738)	3,795
Change in fair value of derivatives	5,914	6,450
Loss on sale of investment properties	35	-
Transaction costs	224	266
Amortisation of equity-based remuneration (non-cash)	664	654
Other	(574)	196
Net operating profit (distributable income) *	35,791	30,752

* Net operating profit (distributable income) is not a statutory measure of profit

3 Property income

The following table details the property income earned by the Group during the period:

	31 December 2024 \$'000	Consolidated 31 December 2023 \$'000
Property income	44,938	39,060
Other property income (recognised on a straight line basis)	6,056	7,967
Total property income	50,994	47,027

4 Investment properties

The Group has adopted a valuation program that provides for each property to be independently valued by suitably qualified valuers at least once every three years. Changes in market conditions may necessitate more frequent independent revaluations of properties.

Independent valuations were performed over 59 Early Learning Centres ('ELC') and three healthcare properties as at 31 December 2024. The board of directors have reviewed these valuations and determined they are appropriate to adopt as at 31 December 2024. Director valuations were performed on investment properties not independently valued as at 31 December 2024.

For development properties that have not been independently valued as at 31 December 2024, these properties have been subject to a Director valuation and are carried at fair value on completion less cost to complete, including an appropriate adjustment for development risk.

The key inputs into valuations are:

- Passing rent;
- Market rents;
- Capitalisation rates;
- Lease terms;
- Rent reviews;

4 Investment properties (continued)

- Planning status and approvals;
- Discount rates (healthcare properties); and
- Capital expenditure and vacancy contingencies (healthcare properties).

The key inputs into the valuation are based on market information for comparable properties. The ELC and healthcare properties are located in markets with evidence to support valuation inputs and methodology. The independent valuers have experience in valuing similar assets and have access to market evidence to support their conclusions. Comparable assets are considered those in similar markets and condition.

Investment properties have been classified as Level 3 in the fair value hierarchy.

There have been no transfers between the levels in the fair value hierarchy during the financial period.

(i) Key assumptions - ELCs

	31 December 2024	30 June 2024
Market rent per licenced place	\$1,800 to \$6,250	\$2,000 to \$6,250
Capitalisation rates	4.25% to 7.25%	4.50% to 7.25%
Passing yields	3.90% to 6.90%	3.90% to 8.60%

(ii) Key assumptions - Healthcare properties

	31 December 2024	30 June 2024
Capitalisation rates	5.40% to 6.50%	5.00% to 6.25%
Passing yields	5.45% to 6.50%	5.25% to 6.30%
Discount rates	6.00% to 7.50%	6.25% to 7.25%

(iii) Sensitivity analysis

The Group's investment properties are 99.3% occupied with a weighted average lease expiry of 18.0 years. The Group's investment properties are typically on long term leases with contracted annual income escalations and accordingly, they are generally valued on a capitalisation of income or discounted cash flow (DCF) (healthcare properties) basis. The Group's investment properties are therefore exposed to a risk of change in their fair values due to changes in market capitalisation rates and discount rates.

For ELC properties, if the capitalisation rate expanded by 25 basis points, fair value would reduce by \$66 million from the fair value as at 31 December 2024 and if the capitalisation rate compressed by 25 basis points, fair value would increase by \$73 million from the fair value as at 31 December 2024.

For healthcare properties, if the capitalisation rate expanded by 25 basis points, fair value would reduce by \$6.8 million from the fair value as at 31 December 2024 and if the capitalisation rate compressed by 25 basis points, fair value would increase by \$7.5 million from the fair value as at 31 December 2024. If the discount rate expanded by 25 basis points, fair value would reduce by \$2.9 million from the fair value as at 31 December 2024 and if the discount rate compressed by 25 basis points, fair value would increase by \$3.0 million from the fair value as of 31 December 2024.

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4 Investment properties (continued)

(iv) *Movements during the financial period*

	Consolidated	
	31 December 2024	30 June 2024
	\$'000	\$'000
At fair value		
Opening balance	1,579,066	1,515,912
Property acquisitions and capital expenditure	154,115	63,343
Refund of property acquisition costs	-	(82)
Disposals	(5,528)	(3,880)
Revaluations	681	(13,496)
Other IFRS revaluation adjustments	6,057	17,269
Closing balance	1,734,391	1,579,066

5 Interest bearing liabilities

	Consolidated	
	31 December 2024	30 June 2024
	\$'000	\$'000
Non-current		
Secured		
Syndicated facility	382,000	377,000
Unamortised transaction costs	(682)	(729)
Total non-current interest bearing liabilities	381,318	376,271

The Group has a \$100 million facility expiring 31 May 2027, a \$200 million facility expiring 31 May 2028, and a \$200 million facility expiring 31 May 2029, providing a remaining weighted average term of 3.6 years as at 31 December 2024 (30 June 2024: 4.1 years).

The facilities are available to both ARF1 and ARF2 and the assets of both Trusts are held as security under the facilities.

The Group was compliant with all facility covenants throughout the period and at 31 December 2024.

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6 Derivative financial instruments

	31 December 2024	30 June 2024
	\$'000	\$'000
Current assets		
Interest rate swaps	<u>4,146</u>	<u>5,533</u>
	4,146	5,533
Non-current assets		
Interest rate swaps	<u>4,527</u>	<u>9,054</u>
	4,527	9,054

The Group has entered into interest rate swap contracts under which it receives interest at variable rates and pays interest at fixed rates to reduce the exposure of interest bearing liabilities to changes in interest rates.

Active swaps in place as at 31 December 2024 have a nominal value of \$300 million and cover 79% (30 June 2024: 76%) of the facility principal outstanding. The weighted average fixed interest rate for active swaps at 31 December 2024 was 2.45% (30 June 2024: 2.03%), and weighted average term was 2.8 years (30 June 2024: 2.6 years).

The Group has also entered into interest rate swaps with a forward start date beyond 31 December 2024. The notional value of these forward start interest rate swaps is \$60 million with a weighted average fixed interest swap rate of 3.87% and weighted average term of 4.0 years. These swaps have commencement dates throughout the financial year ended 30 June 2026.

Periodic swap settlements match the period for which interest is payable on the underlying debt, and are settled on a net basis.

7 Contributed equity

(a) Units

	31 December 2024	30 June 2024	31 December 2024	30 June 2024
	Securities '000	Securities '000	\$'000	\$'000
Ordinary Stapled Securities				
Fully paid	<u>397,361</u>	<u>356,270</u>	<u>570,394</u>	<u>436,640</u>

Other contributed equity attributable to securityholders of the Group relating to ARF2 and ARL of \$115.4 million is included within Non-controlling interests - ARF2 and ARL (30 June 2024: \$96.1 million).

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7 Contributed equity (continued)

(b) Movement in ordinary stapled units

Date	Details	Number of securities '000	\$'000
1 July 2023	Opening balance	350,705	424,361
	Issue of securities under the DRP (i)	4,974	12,279
	Vesting of equity-based remuneration (ii)	591	-
30 June 2024	Closing balance	356,270	436,640
1 July 2024	Opening balance	356,270	436,640
	Issue of securities under the DRP (i)	2,552	8,925
	Vesting of equity-based remuneration (ii)	479	-
	Issue of securities under the Institutional Placement (iii)	31,746	103,995
	Issue of securities under the Security Purchase Plan (iv)	6,314	20,834
31 December 2024	Closing balance	397,361	570,394

(i) Distribution Reinvestment Plan (DRP)

The Group has a Distribution Reinvestment Plan (DRP) under which securityholders may elect to have all or part of their distribution entitlements satisfied by the issue of new securities rather than being paid in cash.

(ii) Equity-based remuneration

In September 2024, 365,577 performance rights granted to employees of a related party of the Responsible Entity in FY22 vested as a result of performance conditions being fulfilled. In addition, 113,005 deferred short-term incentive rights granted to employees of a related party of the Responsible Entity in FY23 vested.

(iii) Institutional Placement

The Group completed a fully underwritten placement to institutional and professional investors in July 2024 which raised \$120 million through the issue of 31,746,032 stapled securities at a price of \$3.78 per stapled security. New stapled securities under the Institutional Placement were issued on 29 July 2024.

(iv) Security Purchase Plan (SPP)

In conjunction with the Institutional Placement in July 2024, the Group offered a Security Purchase Plan (SPP) to eligible investors. \$24 million was raised through the issue of 6,314,500 stapled securities at a price of \$3.78 per stapled security. New stapled securities under the SPP were issued on 27 August 2024.

8 Accumulated profit

Movement in accumulated profit was as follows:

	31 December 2024 \$'000	30 June 2024 \$'000
Opening accumulated profit	634,981	632,316
Net profit for the half-year/year attributable to ARF1	38,626	56,940
Distribution paid or payable attributable to ARF1	(31,850)	(54,275)
Closing accumulated profit	641,757	634,981

8 Accumulated profit (continued)

(i) Distributions paid or payable to securityholders

The following table details the distributions to securityholders during the financial period on a consolidated basis, including distributions declared by ARF2 (classified as a non-controlling interest) of \$4.3 million (31 December 2023: \$3.7 million).

	31 December 2024 \$'000	31 December 2023 \$'000	31 December 2024 cps	31 December 2023 cps
September quarter	18,064	15,336	4.5625	4.3500
December quarter	18,129	15,394	4.5625	4.3500
Total distributions to securityholders	36,193	30,730	9.1250	8.7000

9 Non-controlling interest

The financial statements reflect the consolidation of ARF1, ARF2 and ARL. For financial reporting purposes, one entity in the stapled group must be identified as the acquirer or parent entity of the others. ARF1 has been identified as the acquirer of ARF2 and ARL, resulting in ARF2 and ARL being disclosed as Non-controlling interests.

Movements in non-controlling interests were as follows:

	ARF2 31 December 2023 \$'000	ARL 31 December 2023 \$'000	Total 31 December 2023 \$'000
Opening balance - 1 July 2023	122,013	20,617	142,630
Issue of securities under the DRP	4,122	-	4,122
Vesting of equity-based remuneration	-	1,155	1,155
Net profit/(loss) for the period attributable to non-controlling interests	2,432	(13)	2,419
Distributions paid or payable attributable to non-controlling interests	(3,688)	-	(3,688)
Increase/(decrease) in reserves (i)	-	(532)	(532)
Closing balance - 31 December 2023	124,879	21,227	146,106

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9 Non-controlling interest (continued)

	ARF2 31 December 2024 \$'000	ARL 31 December 2024 \$'000	Total 31 December 2024 \$'000
Opening balance - 1 July 2024	122,471	19,920	142,391
Issue of securities under the DRP	1,223	-	1,223
Issue of securities under the Institutional Placement	11,885	1,933	13,818
Issue of securities under the Security Purchase Plan	2,381	387	2,768
Vesting of equity-based remuneration	-	1,486	1,486
Net profit/(loss) for the period attributable to non-controlling interests	(2,079)	(281)	(2,360)
Distributions paid or payable attributable to non-controlling interests	(4,343)	-	(4,343)
Increase/(decrease) in reserves (i)	-	(832)	(832)
Closing balance - 31 December 2024	<u>131,538</u>	<u>22,613</u>	<u>154,151</u>

(i) Reserves

	31 December 2024 \$'000	30 June 2024 \$'000
Opening balance	2,549	2,269
Vesting of equity-based remuneration	(1,486)	(1,155)
Equity-based remuneration expense	654	1,435
Closing balance	<u>1,717</u>	<u>2,549</u>

The equity-based remuneration reserve is used to recognise the fair value of rights issued under the Group's Deferred Short Term and Long Term Incentive Plan.

10 Fair value measurement of financial instruments

The carrying amounts of the Group's assets and liabilities at the end of each reporting period approximate their fair values.

Financial assets and liabilities held at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately. Subsequent to initial recognition, all instruments held at fair value through profit or loss are measured at fair value with changes in their fair value recognised in profit or loss.

(a) Fair value hierarchy

(i) Classification of financial assets and financial liabilities

AASB 13 requires disclosure of fair value measurements by level of fair value hierarchy. The fair value hierarchy has the following levels:

10 Fair value measurement of financial instruments (continued)

(a) Fair value hierarchy (continued)

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the Responsible Entity. The Responsible Entity considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The tables below set out the Group's financial assets and financial liabilities (by class) measured at fair value according to the fair value hierarchy at 31 December 2024 and 30 June 2024.

Consolidated

31 December 2024

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets				
Interest rate swaps	-	8,673	-	8,673
Total	-	8,673	-	8,673

Consolidated

30 June 2024

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets				
Interest rate swaps	-	14,587	-	14,587
Total	-	14,587	-	14,587

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There were no transfers between levels during the period.

The Group did not measure any financial assets or financial liabilities at fair value on a non-recurring basis as at 31 December 2024.

10 Fair value measurement of financial instruments (continued)

(a) Fair value hierarchy (continued)

(ii) Valuation techniques used to derive level 2 and level 3 values

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves, taking into account any material credit risk.

11 Contingent assets, contingent liabilities and commitments

There are no material contingent assets or liabilities as at 31 December 2024 and 30 June 2024.

Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

	Consolidated	
	31 December	30 June
	2024	2024
	\$'000	\$'000
Investment properties	92,531	38,904

The above commitments include the costs associated with acquiring and developing early learning properties.

12 Events occurring after the reporting period

No significant events have occurred since the end of the reporting period which would impact on the financial position of the Group disclosed in the consolidated balance sheet as at 31 December 2024 or on the results and cash flows of the Group for the period ended on that date.

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Directors' declaration

In the opinion of the directors of Arena REIT Limited and Arena REIT Management Limited as Responsible Entity of the Trusts:

- (a) the financial statements and notes set out on pages 10 to 25 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the financial period ended on that date, and
- (b) there are reasonable grounds to believe that the Group will be able to pay their debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the directors.



David Ross
Chair

Melbourne
12 February 2025



Independent auditor's review report to the stapled securityholders of Arena REIT No. 1

Report on the half-year financial report

Conclusion

We have reviewed the half-year financial report of Arena REIT No. 1 (the Trust) and the entities it controlled during the half-year (together Arena REIT or the Group), which comprises the consolidated balance sheet as at 31 December 2024, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, selected explanatory notes and the Directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Arena REIT No. 1 does not comply with the *Corporations Act 2001* including:

1. giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date
2. complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

For the purposes of consolidation accounting, the Trust is the deemed parent entity and acquirer of Arena REIT No. 2 and Arena REIT Limited. The half-year financial report represents the consolidated financial results of the Trust and includes the Trust, Arena REIT No. 2 and Arena REIT Limited and its controlled entities.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity* (ASRE 2410). Our responsibilities are further described in the *Auditor's responsibilities for the review of the half-year financial report* section of our report.

We are independent of Arena REIT in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibilities of the Directors for the half-year financial report

The Directors of Arena REIT Management Limited, the responsible entity of the Trust (the Directors), are responsible for the preparation of the half-year financial report, in accordance with Australian Accounting Standards and the *Corporations Act 2001*, including giving a true and fair view, and for such internal

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control as the Directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement whether due to fraud or error.

Auditor's responsibilities for the review of the half-year financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

PricewaterhouseCoopers

PricewaterhouseCoopers

A handwritten signature in blue ink, appearing to read 'JDP Wills', is written over the printed name.

JDP Wills
Partner

Sydney
12 February 2025

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