

**Macarthur National
Extraordinary General Meeting**

9 March 2021

Agenda

1. Proposal summary
2. Macarthur National – The next chapter
3. Formal business



Purpose of today's General Meeting is for shareholders to approve or not approve:

- ❖ Macarthur acquiring:
 1. 7 Montessori Beginnings early learning businesses and associated management platform
 2. 7 early learning related properties
 3. Zest Living land lease community

- ❖ Directors' acquiring shares in Macarthur and the issue of shares to the Company's new CEO



Funding the acquisitions

Share exchange

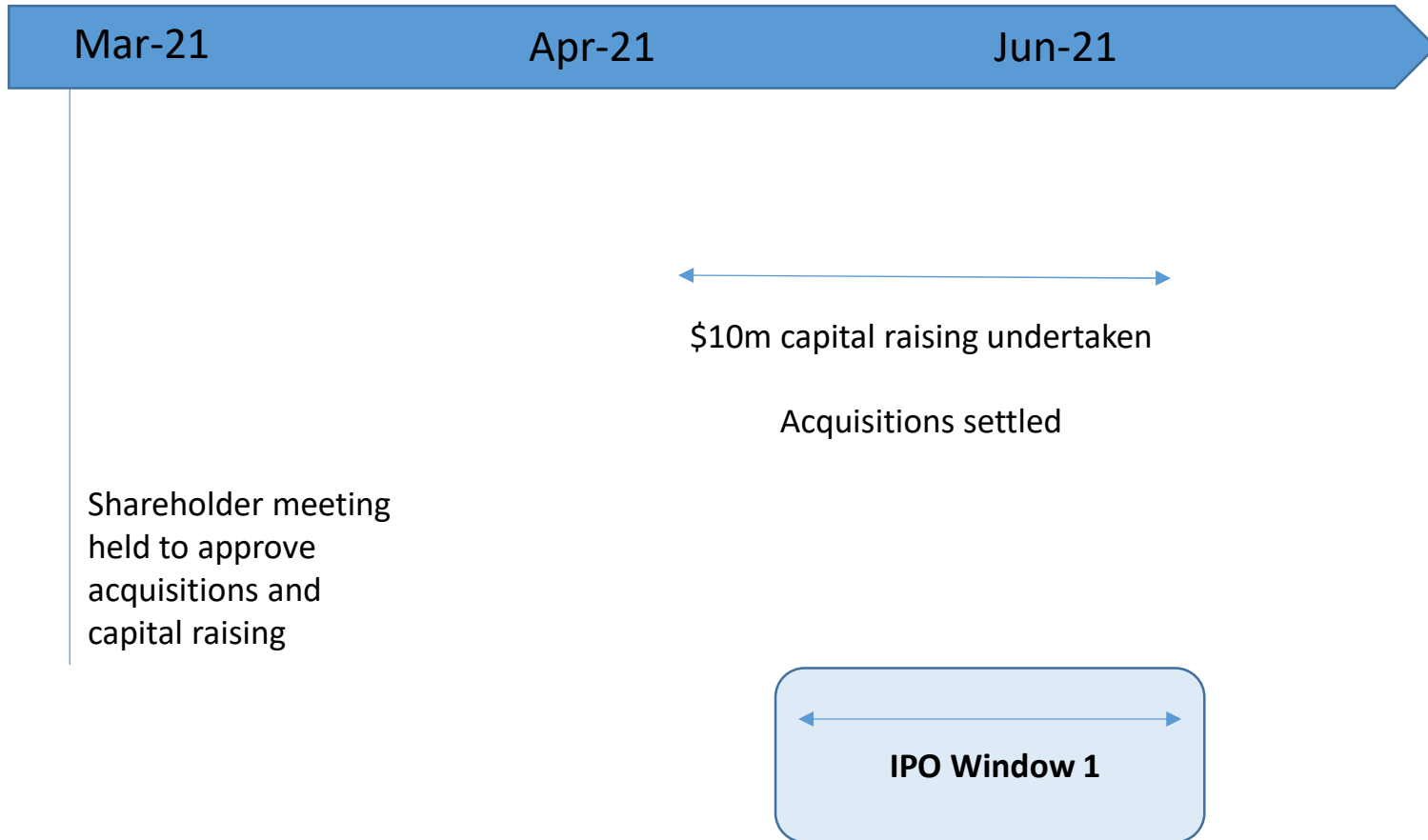
- Vendors of the assets to be acquired will exchange their equity holding in the assets being acquired for Macarthur shares

A capital raising

- In conjunction with the acquisitions Macarthur is seeking to raise \$10.0m equity to fund
 1. \$2.0m transaction costs
 2. \$5.4m to be invested in Zest Living
 3. \$0.8m to be invested in early learning property
 4. \$1.8m working capital
- \$10m equity sought via:
 1. 4 for 1 rights issue to Macarthur's 760 Shareholders raising a maximum of \$4.4m
 2. Top up offer for Shareholders who hold a parcel less \$5,000
 3. New shareholder capital raising to raise up to \$10m less rights issue raising



Macarthur ASX IPO critical path: Timeline



Shareholder key questions

Question	Discussion points
1. What will be the size of Macarthur?	<ul style="list-style-type: none">➤ Upon completion of the acquisitions and capital raising Macarthur will have approx. \$50m assets<ul style="list-style-type: none">▪ \$40m investments (\$20m early learning property + \$10m early learning business + \$10m land lease community property)▪ \$10m cash before transaction costs etc
2. What are the growth prospects of Macarthur?	<ul style="list-style-type: none">➤ From the assets to be acquired Macarthur objectives are<ol style="list-style-type: none">1. Pay dividends from rental income from property assets2. Grow portfolio through re-investing retained earnings and development capital
3. How do I participate in the Macarthur ASX IPO?	<ul style="list-style-type: none">➤ Macarthur shareholders may subscribe for additional Macarthur shares in the \$10m ASX IPO capital raising. A prospectus is currently being prepared and will be distributed to Macarthur shareholders once available.



Shareholder key questions

Question	Discussion points
4. How does the value of other assets to be acquired by Macarthur compare to the expert report?	<p>The Independent Expert concluded the acquisitions and proposed transactions to be fair and reasonable</p> <p>A copy of the report has been provided to shareholders with the Notice of Meeting for this meeting</p>
5. What was the impact of Covid-19 on Mobe Growth business?	<ul style="list-style-type: none">➤ Child enrolments initially declined as parents withdrew children from care➤ By December 2020 child enrolments had recovered to pre-pandemic levels
6. What is the Zest Living business model?	<p>Land lease community business model sees;</p> <ul style="list-style-type: none">➤ Macarthur build and sell houses on the land owned by Macarthur. Sale of the houses covers all costs of the development = Macarthur gets debt and equity development investment back to reinvest in future projects➤ Macarthur retains ownership of the land which is leased to the house owner for 90+ years providing stable, recurring income to Macarthur



2. Macarthur National

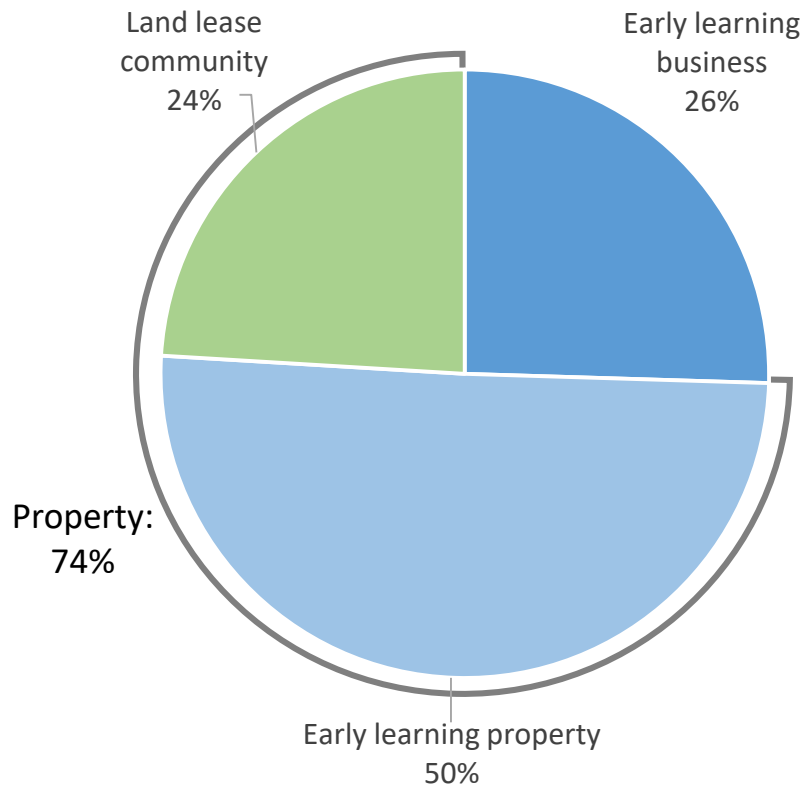
A social infrastructure company



Macarthur asset portfolio overview

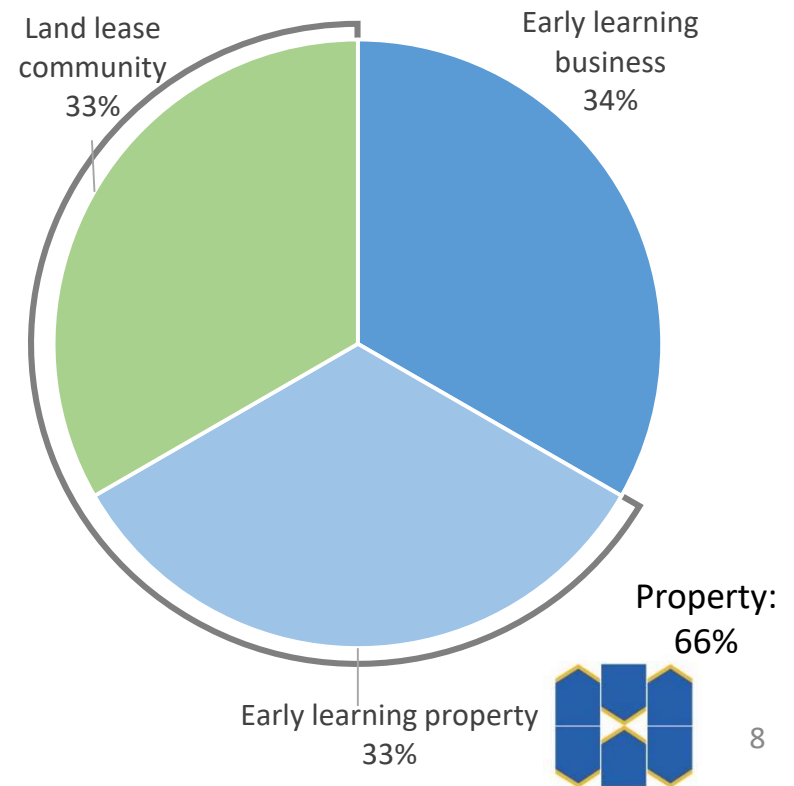
At June 2021

- Upon completion of the acquisitions Macarthur portfolio will comprise 26% business and 74% property



Model portfolio

- Macarthur model portfolio would see equal weighting between each asset type which diversifies income streams across business earnings, rent collection and development



Asset 1: Montessori Beginnings (early learning business)

Montessori Beginnings overview

- Total centres
 - 6 trading
 - 1 to commence trading in FY21
 - 1 to commence trading in FY22
- Location
 - 6 Melbourne metro area
 - 2 regional Victoria
- All centres operate using the Montessori education philosophy
 - Montessori education program key market differentiator

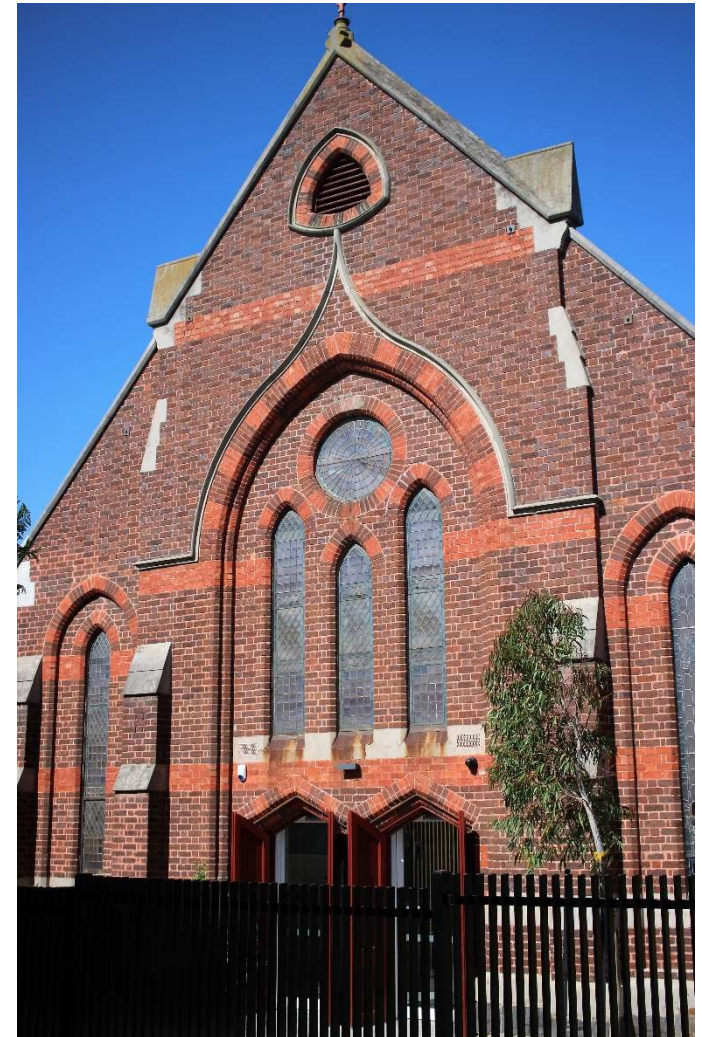


Montessori Beginnings centres



Asset 2: Macarthur early learning property portfolio

Centre	Location	MNL ownership	Macarthur acquisition price
Officer	Melbourne: Middle ring	30%	\$3.3m
Truganina	Melbourne: Middle ring	30%	
Greenvale	Melbourne: Middle ring	100%	\$4.75m
Maribyrnong	Melbourne: Middle ring	100%	\$4.75m
Malvern	Melbourne: Inner ring	100%	\$6.1m
Head office	Melbourne: Inner ring	100%	\$1.1m
Swan Hill	Vic: Regional	100%	\$0.5m
			\$20.5m



Asset 3: Land lease communities: Seed project

Overview

- Homes: 155
- Location: Yarrawonga, regional Victoria
- Situated area:
 - Middle of the golf course
 - Immediate proximity to the lake
 - Surrounded by established housing

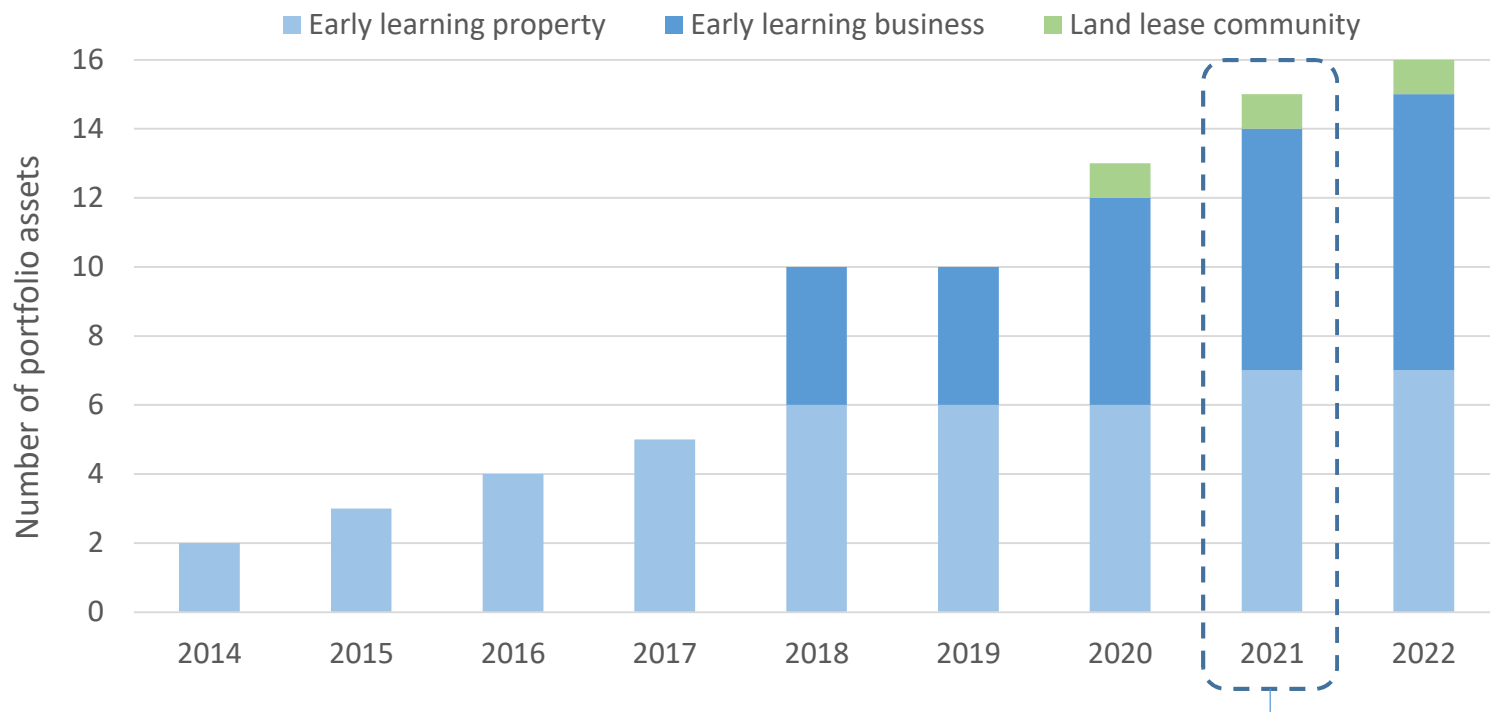
Master plan of mixed use estate within which MNL seed asset is located



Macarthur management

- As part of the acquisitions Macarthur will acquire the operating and management platforms associated with the assets being acquired
- Macarthur's incoming management has managed and grown the asset portfolio being acquired by Macarthur since 2014
- ASX listing of Macarthur provides the structure and access to capital for Macarthur management to continue to grow the asset portfolio being acquired by Macarthur

Number of portfolio assets managed by Macarthur management



Platform being acquired by Macarthur National in 2021

Macarthur shareholder value growth

Swan Hill early learning centre case study

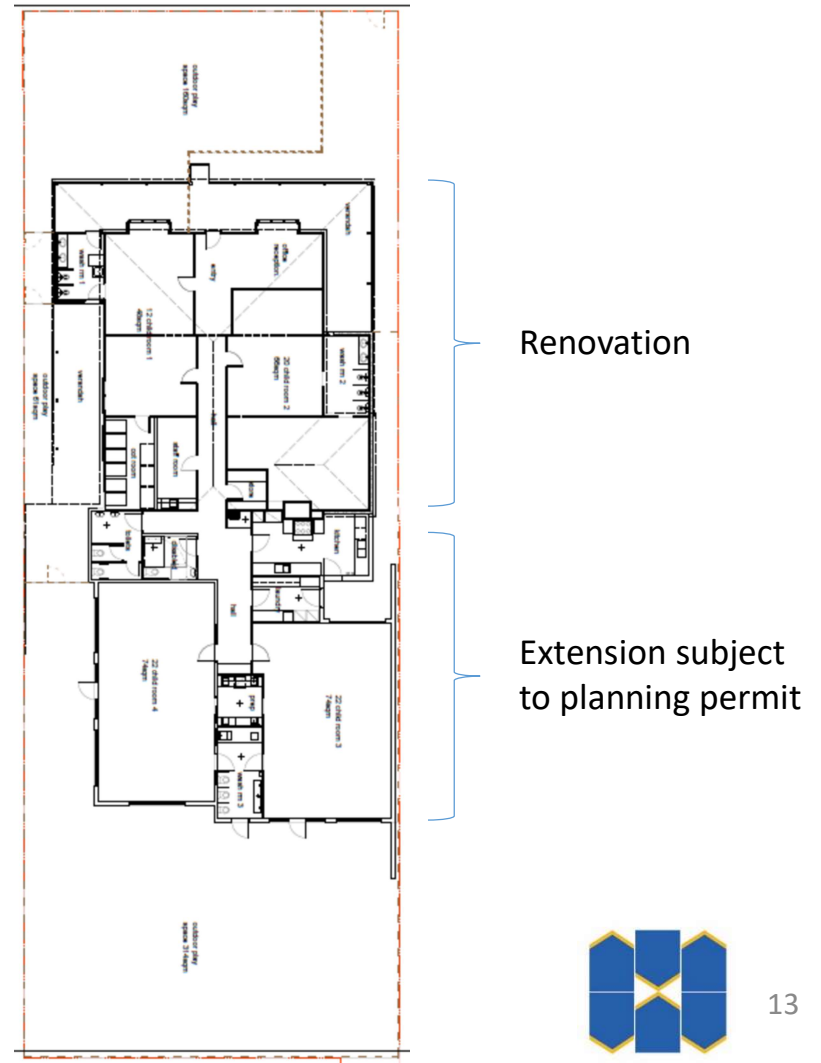
Asset at acquisition

Vacant possession early learning centre requiring renovation to a modern facility



Redevelopment plans

Renovation and extension from 30 to 60 places



3. Formal business



Ordinary resolutions

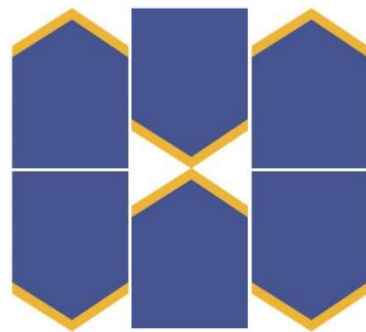
1. Issue of Consideration Shares
2. Approval of Henry Townsing and his related parties to participate in the Proposed Transaction
3. Approval of Leslie Robert Fitzgerald to participate in the Offers
4. Approval of Dennis Wilkie to participate in the Rights Issue and Top Up Offer
5. Approval of Henry Townsing Jnr to participate in the Macarthur's Long Term Incentive Plan (LTIP) for employees



Proxy results

Resolutions	For	Against	Proxy's discretion	Abstain	Total
1) Issue of Consideration Shares	151,800	0	908,723	0	1,060,523
2) Approval of Henry Townsing and his related parties to participate in the Proposed Transaction	149,800	2,140	908,583	0	1,060,523
3) Approval of Leslie Robert Fitzgerald to participate in the Offers	204,945	2,000	859,622	0	1,066,567
4) Approval of Dennis Wilkie to participate in the Offers	204,945	2,000	859,622	0	1,066,567
5) Approval of Henry Townsing Jnr to participate in the LTIP	154,556	2,140	54,777	0	211,473





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