



STOCKLAND DIRECT RETAIL TRUST NO. 1 (SDRT1 or the Trust)

ASIC REGULATORY GUIDE 46: IMPROVING DISCLOSURES

March 2020 Update

Introduction

The following document has been prepared for SDRT1 for the purposes of ASIC Regulatory Guide 46. **All figures are as at 31 December 2019** unless stated otherwise. For further information please refer to SDRT1's interim financial report for the half year ended 31 December 2019 (**Financial Report**) located on our website: www.stockland.com.au/investor-centre/unlisted-property-funds.htm.

Following the meeting of members held on 8 March 2019 at which investors voted in favour of selling the Trust's properties and winding up the Trust, Stockland Capital Partners Limited as responsible entity of the Trust (**SCPL or the Responsible Entity**), has completed a sale process for the Trust's properties. Stockland Pacific Pines was sold on 19 August 2019, Tamworth Homespace was sold on 31 October 2019 and Benowa Gardens was sold on 20 March 2020.

Following the sale of Benowa Gardens, the final property to be sold, the Trust has been terminated and the winding-up of the Trust has commenced, pursuant to the resolution passed by unitholders at the meeting of members held on 11 March 2019. Subject to any claims on the remaining vendor warranties provided in connection with the sale of the properties, it is intended to wind-up the Trust as soon as practicable after the last warranty period expires on 21 December 2020. The Responsible Entity will continue to administer the Trust in accordance with the Trust constitution and product disclosure statement dated 16 October 2006 until the Trust is wound up.

Following the sale of Benowa Gardens, the Trust's remaining outstanding debt of \$5.52 million was repaid in full on 20 March 2020 resulting in the termination of the Trust's loan facility. The following Disclosure Principles 1-3 are provided as at 31 December 2019.

Disclosure Principle 1: Gearing Ratio

Gearing Ratio:	14.5%
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The Gearing Ratio indicates the extent to which the Trust's assets are funded by interest bearing liabilities. It gives an indication of the potential risks the Trust faces in terms of its borrowings due to, for example, an increase in interest rates or a reduction in property values.

Benchmark 1: Gearing Policy

Pursuant to SDRT1's loan agreement with Commonwealth Bank of Australia (**CBA**), the gearing benchmark expressed as a Loan to Value Ratio, must not exceed 65%. SDRT1 has adopted this benchmark as its Gearing Policy. The Gearing Ratio of 14.5% satisfies the Benchmark.

Disclosure Principle 2: Interest Cover Ratio

Interest Cover Ratio:	3.0 times
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The Interest Cover Ratio (**ICR**) measures the ability of the Trust to service interest expense on debt from earnings. It is therefore a critical indication of the Trust's financial health and key to analysing the sustainability and risks associated with the Trust's

level of borrowing. The lower the ICR, the higher the risk that the Trust will not be able to meet its interest payments.

Benchmark 2: Interest Cover Policy

Pursuant to SDRT1's loan agreement with CBA, the ICR benchmark for each 12-month period must be at least 1.5 times greater than the interest expense for the same period. The ICR of 3.0 indicates that SDRT1 was able to meet its interest payments, and satisfies Benchmark 2.

Benchmark 3: Interest Capitalisation Policy

Interest capitalisation is when the investment scheme is not required to make interest payments until an agreed point in time. This generally applies to developments, where an asset may not generate income during the development period to meet the interest obligations of the facility agreement. SDRT1's policy is not to capitalise its interest payments. Benchmark 3 is satisfied as SDRT1's interest expense is not, and has never been, capitalised.

Disclosure Principle 3: Scheme Borrowing

The following table provides a summary of SDRT1's borrowing arrangements.

Facility Limit	Undrawn Amount	Facility Expiry	Interest Rate p.a
\$6.41m	\$5.52m	Sep 2020	2.5% p.a.*

**Interest rate on the Trust's loan facility at 31 December 2019 including the margin, line fee, establishment fee.*

Loan Covenants

The Trust complied with the LVR and ICR bank covenants pursuant to its loan agreement at 31 December 2019. As a result of the sale of Stockland Pacific Pines, the Trust did not comply with the Weighted Average Lease Expiry by income (WALE) covenant, however, CBA consented to a waiver of this covenant on the basis that the Trust is in the process of being wound-up and the Trust's outstanding debt and LVR are low.

Disclosure Principle 4: Portfolio Diversification

Investment Strategy

The Trust aims were to provide regular distributions and the opportunity for capital growth, noting that members have voted in favour of selling the Trust's properties and to wind-up the Trust. The following tables provide a summary of the external property valuation in respect of Benowa Gardens, the Trust's remaining property at 31 December 2019:

Property	Benowa Gardens Shopping Centre
Valuation	\$38.0m
Valuer	Knight Frank
Cap rate	7.00%
Occupancy by rental income	84.8%
Book Value at 31 December 2019	\$40.1m*

*Reflects the purchase price of the property pursuant to sale contracts exchanged on 7 February 2020.

Top 5 Tenants by Rental Income

Tenant	% of Income
Coles Benowa Gardens	22.2%
Benowa Gardens Chempro Chemist	8.6%

KFC	6.4%
BWS	5.9%
Zarrafra's Coffee Benowa Gardens	4.1%

Top 5 Tenants by Gross Lettable Area (GLA)

Tenant	% of GLA
Coles Benowa Gardens	34.1%
Stepz Fitness	5.8%
Highland Court Bistro and Bar	4.7%
KFC	3.9%
Grill'd	3.7%

Diversification by Book Value

Diversification	Geographic Spread By Value	Geographic Spread By Number
QLD	100%	100%

	Sector Spread By Value	Sector Spread By Number
Retail	100%	100%

SDRT1 Occupancy and Weighted Average Lease Expiry

At 31 December 2019, SDRT1's occupancy was 84.8% by rental income. The Weighted Average Lease Expiry (WALE) was 2.8 years by rental income.

Benchmark 4: Valuation Policy

SDRT1's policy is for all properties to be independently valued at least every three years by a Certified Practising Valuer registered with the Australian Property Institute. A Directors' valuation is undertaken at every other reporting date when an

external valuation does not occur. Where the internal valuation results in a variance outside the range -5% to +5% of a property's built up book value, an external valuation is required. In addition, where the variance in the built up book value is outside the range -5% to +5% of the most recent independent valuation, a new external valuation is required.

SDRT1 complies with its policies with respect to property valuation with the most recent independent valuations being undertaken on 31 December 2019.

Disclosure Principle 5: Related Party Transactions

Related Party Transactions carry a risk that they could be assessed and monitored less rigorously than arm's length third party transactions. Investors should therefore be able to assess whether a Responsible Entity takes an appropriate approach to Related Party Transactions. A significant number and value of such transactions may mean that investors should consider the financial position of the related group as a whole and the risk of potential conflicts of interest.

As outlined in Section 4.6 of the Product Disclosure Statement (PDS), approval of all related party transactions by the Board of SCPL, the Responsible Entity of SDRT1, are to be by unanimous vote. Any Stockland Executive Directors are excluded from voting on such transactions.

Listed below are the primary related party transactions for the half year ended 31 December 2019. Please refer to Note 13 of the Financial Report for a full review of Related Party Transactions concerning SDRT1. We note that at 31 December 2019:

- Stockland Trust Management Limited (STML) as the Responsible Entity of Stockland Trust, a related party of SCPL, held 7,877,500 units in SDRT1; and
- SCPL is the Responsible Entity of SDRT1. SCPL does not hold any units in SDRT1.

Related Party fees for the half year ended 31 December 2019

Type	Amount	When Paid?
Management fee payable to SCPL	\$0.12m for the half year ended 31 December 2019, representing 0.45% p.a. (excluding GST) of the Trust's gross assets.	Payable quarterly in arrears out of the assets of the Trust.
Manager expenses payable to SCPL	\$0.04m in respect of recoverable expenses relating to accounting, taxation and compliance services.	Payable annually in arrears.
Insurance premiums payable to Singapore Pte Ltd	\$0.02m	Payable annually in arrears.

Type	Amount	When Paid?
Property Management fee payable to Stockland Property Management Pty Limited (SCPL)	\$0.14m representing 5% of the gross income from the properties.	Payable quarterly in arrears.
Salaries and wages payable to SPMP	\$0.14m for staff costs pursuant to the property management agreement.	Payable quarterly in arrears.
Tenancy design and delivery services payable to Stockland Development Pty Limited	\$0.04m pursuant to the property management agreement.	Payable quarterly in arrears.
Provision for transaction and Trust wind up costs	\$0.35m pursuant to Trust constitution	Payable upon termination and winding up of the Trust.

Benchmark 5: Related Party Transaction Policy

A corporate governance framework has been established to protect investors' interests. In relation to the Related Party Transactions, this framework includes:

- Executed agreements between Stockland Corporation, STML and SDRT1 with the assistance of separate independent legal advice obtained by SCPL on behalf of SDRT1;
- Monitoring of compliance with SCPL's obligations by the Compliance Committee;
- A 6-monthly review and full year audit by the scheme auditor and full year audit by the compliance plan auditor;
- A requirement for the approval of all related party transactions by the SCPL Board to be by unanimous vote. The Stockland Executive Director is excluded from voting on such transactions;
- Acting in accordance with the Responsible Entity's conflicts of interest policy, which is made available to all staff. The policy is reviewed on an ongoing basis to ensure that Stockland maintains adequate conflicts management arrangements; and
- The SCPL Directors have a fiduciary duty to act in the best interests of investors in relation to decisions affecting SDRT1.

SDRT1 complies with its policies and procedures with respect to Related Party Transactions.

Disclosure Principle 6: Distribution Practices

Benchmark 6: Distribution Policy

SDRT1's policy is to fund distributions entirely with available cash from realised income. Distributions for the half year ended

31 December 2019 were funded 100% from realised income, including any proceeds from the sale of properties, which met Benchmark 6. It is anticipated that distributions will, if any are made before the Trust's properties are sold and the Trust wound up, continue to be funded from available cash from realised income. This approach is considered sustainable over the next 12 months or until the Trust is wound up, whichever happens first. However, SCPL may review and adjust accordingly.

Disclosure Principle 7: Withdrawal Arrangements

Investors are unable to redeem their units until termination of the Trust. Consistent with the terms of the Trust's PDS, the Trust's Limited Liquidity Facility (LLF) offered by National Australia Bank was closed on 10 June 2014. Following the June 2014 Quarter LLF, Stockland Trust's holding in the trust was 19.9%. Investors are, however, still able to transfer their units by way of an off market transfer.

Off Market Transfers

Investors may transfer their units to third parties at any time in accordance with the terms and conditions detailed in Section 5.5 of the PDS. The Off Market Transfer form is available on our website:

www.stockland.com.au/investor-centre/unlisted-property-funds.htm.

Risks During the Term of the Trust Until Winding-up

Following the sale of the properties, the performance of the Trust during the period until winding-up will be influenced by a range of factors including:

- Claims on the vendor warranties provided in connection with the sale of the properties which may impact the final distribution payable to investors; and
- A risk that the costs of winding-up are more than expected.

Please refer to Section 8 of the PDS for more information.

Disclosure Principle 8: Net Tangible Assets

Trust Net Tangible Assets (NTA)	\$0.8402 per unit*
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**Takes into account a distribution of \$0.1782 per unit paid on 30 August 2019 following the sale of Stockland Pacific Pines.*

The NTA states the underlying value of the Trust, and is calculated as follows:

$$\text{NTA} = \frac{\text{Net assets} - \text{intangible assets} \pm \text{adjustments}}{\text{Number of SDRT1 units}}$$

$$\text{NTA} = \frac{\$33,271,026.14}{39,600,000}$$

The NTA helps investors understand the value of the assets upon which the value of their unit is determined. The NTA is based on the Financial Report. We note that the fund is a closed end fund and therefore there are no redemption rights available to investor.

Further Information

For further information in relation to the above please refer to the website at www.stockland.com.au/investor-centre/unlisted-property-funds.htm or contact us at (02) 9035 2000. These Disclosure Principles will be regularly updated and made available on our website.