

NAOS ASSET
MANAGEMENT
LIMITED

ABN 23 107 624 126



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5 November 2021

The Manager
Market Announcements Office
ASX Limited
By fax: 1300 135 638

Dear Sir/Madam,

**US Masters Residential Property Fund ARSN 150 256 161 (ASX:URF)
Notice of ceasing to be a substantial holder (Form 605)**

In accordance with section 671B of the Corporations Act 2001 (Cth), please find attached a Form 605 in relation to shares in US Masters Residential Property Fund ARSN 150 256 161 (ASX:URF) lodged on behalf of NAOS Asset Management Limited and Related Parties.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'SEBASTIAN EVANS'.

Sebastian Evans
Director

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme US Masters Residential Property Fund (ASX:URF)

ACN/ARSN ARSN 150 256 161

1. Details of substantial holder(1)Name NAOS Substantial Holders referred to in **Annexure A**.

ACN/ARSN (if applicable)

The holder ceased to be a
substantial holder on3/11/2021

The previous notice was given to the company on

13 / 07/2021

The previous notice was dated

13 / 07/2021**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change(5) | Class (6) and number of securities affected | Person's votes affected |
|-------------------|--|----------------------|--|---|-------------------------|
| Refer to | | | | | |
| Annexure B | | | | | |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | |
| | |

4. Addresses

The addresses of persons named in this form are as follows:

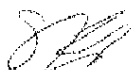
| Name | Address |
|--------------------------|--|
| NAOS Substantial Holders | c/- Level 34, MLC Centre, 19 Martin Place, Sydney, NSW, 2000 |
| | |

Signature

print name Sebastian Evans

capacity On behalf of the NAOS Substantial Holders

sign here



date 5 / 11 / 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A: Details of Substantial Holder

NAOS Asset Management Limited ACN 107 624 126 (which by reference also includes Sebastian Evans as a substantial holder in his personal capacity as he owns more than 20% of the voting shares in the company) ('NAOS') and NAOS Emerging Opportunities Company Limited ACN 161 106 510 ('NCC') (each, a 'NAOS Substantial Holder').

ANNEXURE B: Changes in Relevant Interests

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|-----------------------|---|-----------------------------|--|--|--------------------------------|
| 3/11/2021 | NAOS, NCC | On-Market transactions | \$6,141,082.89 | 19,514,597 Units | 19,514,597 |