



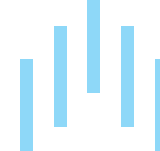
# Palisade's Feeder Infrastructure Trust (PFIT)



Information Memorandum for an offering to wholesale investors  
ARSN 673 971 269

**Issued by**

Pinnacle Fund Services Limited  
ABN 29 082 494 362  
AFSL 238371



# About this Information Memorandum

## Eligible Investors

This Information Memorandum (**IM**) in respect of Palisade's Feeder Infrastructure Trust ARSN 673 971 269 (the **Fund**) is prepared for and can only be used by wholesale clients as defined in section 761G of the Corporations Act. The sole purpose of this IM is to provide Eligible Investors with general information to assist them in deciding whether to invest in the Fund.

This IM is not intended to be distributed to or read by anyone other than an Eligible Investor (and their advisers) and this IM does not constitute an offer to sell units to or a solicitation of an offer to buy units from any person in any jurisdiction to whom it is unlawful to make such an offer or solicitation in such jurisdiction. Any person who is in possession of this IM should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Any person who accepts this IM represents that they are an Eligible Investor.

Units issued pursuant to this IM are issued on the terms and conditions contained in this IM and the Constitution of the Fund.

## Glossary

Defined terms in this IM have the meaning provided in section 11 ('Glossary') unless separately defined.

## Issued by

**Pinnacle Fund Services Limited**

**ABN** 29 082 494 362

**AFSL** 238371

## Investment Manager

**Palisade Investment Partners Limited**

**ABN** 32 124 326 361

a Corporate Authorised Representative (No. 312944) of Pinnacle Investment Management Limited (ABN 66 109 659 109), an Australian Financial Services Licensee (No. 322140)

## Contact details

**Pinnacle Investment Management Limited**

**Phone** 1300 010 311

**Email** [invest@pinnacleinvestment.com](mailto:invest@pinnacleinvestment.com)

**Web** [www.pinnacleinvestment.com](http://www.pinnacleinvestment.com)

**Post** Palisade's Feeder Infrastructure Trust  
C/- Pinnacle Investment Management  
PO Box R1313 Royal Exchange NSW 1225

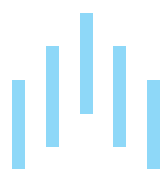
## One Registry Services (Registry Provider)

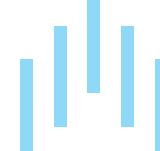
**Phone** (02) 8188 1510

**Email** [palisade@oneregistryservices.com.au](mailto:palisade@oneregistryservices.com.au)

**Web** [www.oneregistryservices.com.au](http://www.oneregistryservices.com.au)

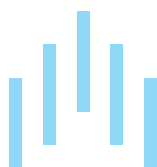
**Post** Palisade's Feeder Infrastructure Trust  
C/- Pinnacle Investment Management  
PO Box R1313 Royal Exchange NSW 1225





# Contents

IMPORTANT NOTICES.....	4
1. OVERVIEW OF INVESTMENT OPPORTUNITY.....	5
2. KEY FEATURES OF THE FUND.....	8
3. INVESTMENT AND MANAGEMENT.....	11
4. INVESTMENT RISKS.....	17
5. VALUATIONS AND DISTRIBUTIONS.....	21
6. FEES AND OTHER COSTS.....	22
7. APPLICATIONS AND REDEMPTIONS.....	25
8. FURTHER INFORMATION.....	27
9. TAXATION.....	29
10. COMPLETING AND LODGING AN APPLICATION TO INVEST.....	34
11. GLOSSARY.....	36
12. DISCLAIMER.....	39





# Important notices

This IM is issued by Pinnacle Fund Services Limited (ABN 29 082 494 362, AFSL 238371) as the responsible entity of the Fund (the **Trustee**) and is dated 24 January 2024. The Fund is a managed investment scheme that is registered with ASIC and regulated by the Corporations Act.

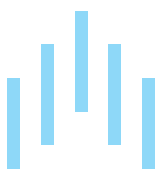
Palisade Investment Partners Limited (ABN 32 124 326 361) is the investment manager of the Fund (the **Investment Manager** or **Palisade**). Palisade is a Corporate Authorised Representative (No. 312944) of Pinnacle Investment Management Limited (ABN 66 109 659 109), an Australian Financial Services Licensee (No. 322140).

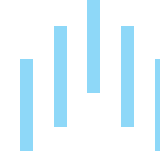
This IM:

- is not a Product Disclosure Statement or disclosure document under the Corporations Act, and has been prepared for use only by Eligible Investors and their advisers
- is not required to be, and has not been, lodged with ASIC under the Corporations Act
- may be updated, supplemented or replaced by the Trustee and
- has been prepared for use only by investors that are wholesale clients as defined in section 761G of the Corporations Act.

All amounts in this IM are given in Australian dollars (unless otherwise specified). Fees and costs disclosed in this IM exclude any Goods and Services Tax (**GST**) that may be applicable.

Please carefully read section 12 ('Disclaimer') for important information regarding the qualifications and limitations which apply to this IM.





# 1. Overview of investment opportunity

## 1.1 About Palisade's Feeder Infrastructure Trust

Palisade's Feeder Infrastructure Trust provides investors with an opportunity to gain exposure to a diversified portfolio of infrastructure assets. The Fund aims to provide investors with long-term capital growth and stable distributions.

The Fund's initial investment will be an aggregate \$100 million investment in Palisade's Diversified Infrastructure Fund (**PDIF**), being Palisade managed funds holding a portfolio of economic and social infrastructure assets, principally in Australia and the United States (**US**).

### Palisade's investment philosophy

Palisade is the investment manager of the Fund. Palisade is also the investment manager of PDIF and other infrastructure funds.

Palisade's investment process is focused on identifying high quality infrastructure assets that aim to produce attractive risk-adjusted returns. Each investment in an underlying infrastructure asset is subject to rigorous due diligence and analysis and examined on its merits considering the following key fundamentals:

- strategic importance – an infrastructure asset which provides value to the community it services, exhibits a competitive advantage and has strong prospects for future growth
- risk assessment – rigorous risk assessment and appropriate risk allocation and
- capital structure – appropriate capital structure having regard to expected earnings and investment risk profile and sustainable operating cashflows.

### Diversification

The Fund aims to offer investors exposure to a diversified portfolio of underlying infrastructure assets, comprising assets with exposure to different industries/sectors, maturity profiles, geographies and income sources.

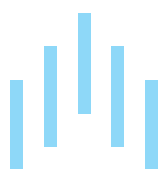
### Active management

Palisade applies an active, consistent and disciplined approach to the ongoing management of each infrastructure asset in which the Fund is directly or indirectly invested in order to optimise medium to long-term performance. This is achieved through thorough and consistent investment analysis, and ongoing monitoring and review of each asset's operating and financial performance.

Palisade also pursues active involvement in management and governance of infrastructure assets, including through representation on investee company boards.

## 1.2 About infrastructure

Infrastructure encapsulates a wide range of essential services and facilities that are necessary for the efficient functioning of economies. Infrastructure assets can take many forms, but generally all share common fundamentals being: long-term assets with high barriers to entry, limited competition risk (monopoly or quasi-monopoly features) and relatively inelastic demand. Infrastructure assets also tend to require high upfront capital expenditure, have low recurring operating costs, high operating margins and low volatility of returns.

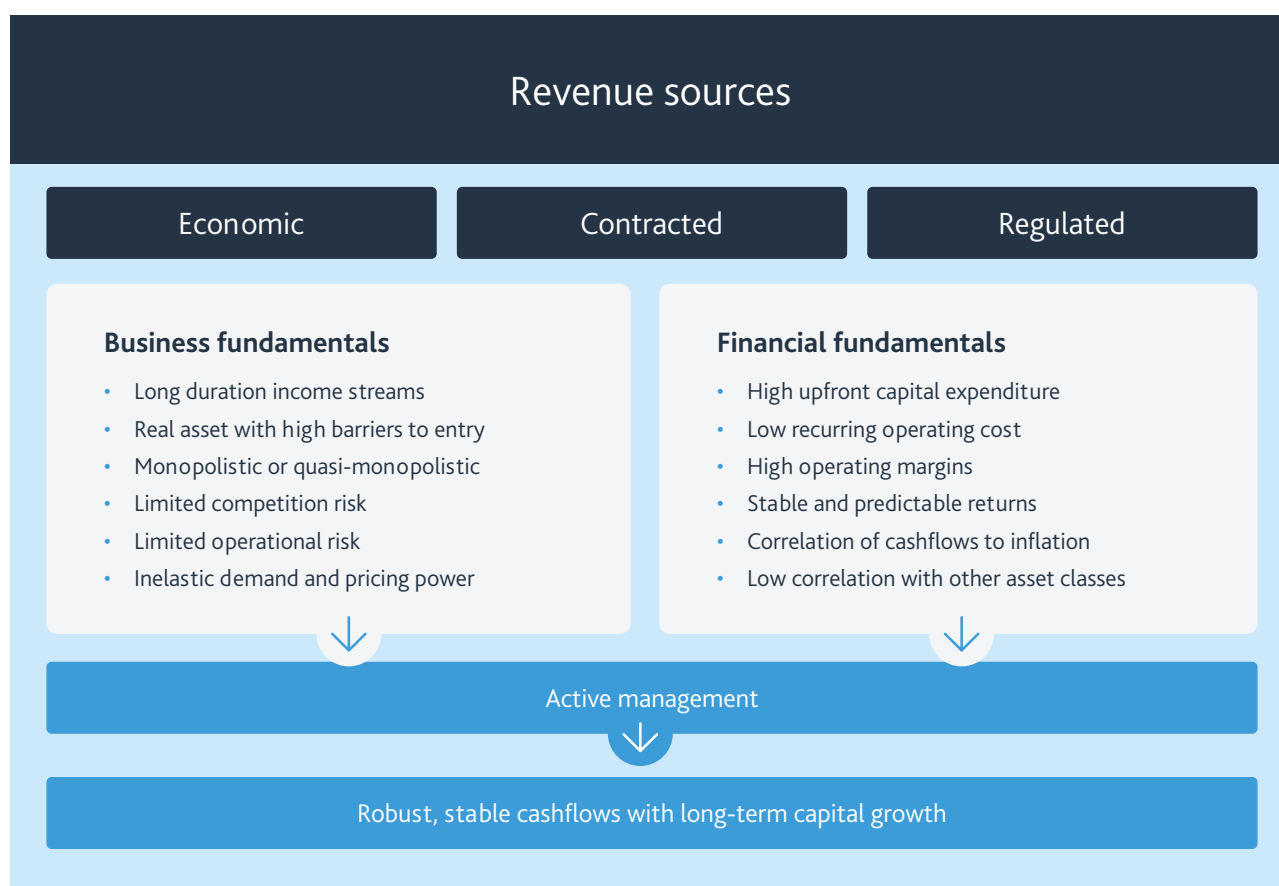




Unlike many other investment classes, infrastructure assets normally have a clear lifecycle which offer a variety of return profiles. Investment early in an asset's lifecycle (ie prior to or during construction (**greenfield projects**)) tends to offer the potential for high growth and strong returns coupled with relatively higher levels of risk. Investment in mature, well established infrastructure assets (**brownfield projects**) tends to offer relatively lower but more stable returns.

Risk and return profiles also vary depending on industry or sector. Assets with regulated or contracted revenue profiles tend to offer relatively lower returns because they have lower associated risk. Examples include social infrastructure (eg hospitals and schools), assets with long-term government offtake arrangements or other fixed contracts (eg power purchase or gas transmission agreements) or even assets with well-established and understood revenue streams (eg mature operating toll roads). Assets that are exposed to limited or full market risk typically offer higher returns (eg airports or greenfield toll roads).

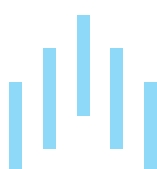
The fundamentals of infrastructure investment are represented in the following diagram.



Investment in infrastructure is generally intended to provide long-term, stable income streams which in many cases are inflation protected, as well as long-term capital growth, providing investors an attractive total return.

## 1.3 About Palisade

Palisade is a specialist infrastructure and real assets manager providing dedicated and professional investment management services to a broad range of investors. Palisade offers a depth of resources and a strong investment culture focused on delivering solid performance and high standards of client service.





Palisade's philosophy is to deliver secure long-term returns, aligned with the interests and objectives of its investors and the community. Palisade's senior management team has significant infrastructure experience gained in a number of disciplines including corporate finance, project advisory, equity investment, funds management and law, both in Australia and offshore. Majority ownership of Palisade by its directors and staff provides a strong alignment of interests with investors.

Palisade was established in May 2007 as a specialist infrastructure-focused fund manager within the Pinnacle Investment Management Limited (ABN 66 109 659 109) (**Pinnacle**) group of boutiques. Pinnacle supports the development of high-quality investment management businesses. Pinnacle's multi-affiliate investment model allows Palisade's investment executives to focus solely on investment acquisition and management. Pinnacle is also the distributor of the Fund.

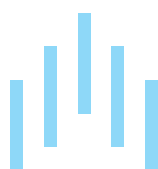
Palisade has extensive business relationships which provide access to a consistently strong pipeline of high quality investment opportunities. Palisade's close working knowledge of the major financial and technical participants active in infrastructure projects enable it to structure investments alongside the sponsors, operators, contractors and co-investors that it considers suitable for any particular project.

Palisade employs an experienced team of investment specialists. By combining their expertise with Palisade's investment philosophy, Palisade aims to provide investors with strong and consistent performance.

## 1.4 About the Trustee

Pinnacle Fund Services Limited is wholly owned by Pinnacle.

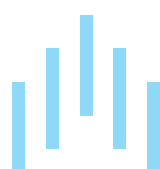
In accordance with the trust deed of the Fund, the Trustee may retire as the responsible entity of the Fund, or investors may require the Trustee to retire by passing an Extraordinary Resolution directing it to do so, in accordance with the Corporations Act.





## 2. Key features of the Fund

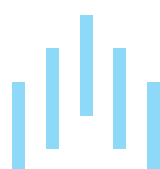
Features	Description
<b>Fund details</b>	
<b>Fund name</b>	Palisade's Feeder Infrastructure Trust ARSN 673 971 269
<b>Investment manager</b>	Palisade Investment Partners Limited
<b>Trustee</b>	Pinnacle Fund Services Limited
<b>Structure</b>	Australian unit trust and registered managed investment scheme
<b>Term</b>	The Fund is open-ended
<b>Investment details</b>	
<b>Investment objective</b>	<p>The Fund aims to provide investors with long-term capital growth and stable distributions via exposure to a portfolio of infrastructure assets, principally in Australia and the US.</p> <p>The Fund's initial investment will be an aggregate \$100 million investment in PDIF, being Palisade managed funds holding a diversified portfolio of infrastructure assets.</p>
<b>Target return</b>	While no guarantee of performance is provided, the Fund will seek to provide Investors with a target return (after fees and expenses) of 7-9% total return and 4-5% cash yield per annum.
<b>Investment exposure limit</b>	The Fund will not directly or indirectly invest more than 20% of the Fund's Net Asset Value ( <b>NAV</b> ) in any single infrastructure asset (assessed on a look-through basis and at the time of investment).
<b>Investment restrictions</b>	The Fund is subject to Palisade's ESG Policy, which contains a number of specific exclusions, including investments in infrastructure relating to weapons and munitions, tobacco, radioactive materials, and certain coal assets.
<b>Distributions</b>	<p>Distributions will generally be paid half yearly for the six months ending on 30 June and 31 December. The Trustee will aim to pay distributions within 90 days after the end of each period.</p> <p>Investors may elect to participate in a distribution reinvestment plan (<b>DRP</b>). The Trustee maintains the discretion to scale back the proportion of each distribution that will be reinvested under the <b>DRP</b> (including to nil) in each period having regard to, among other things, the liquidity requirements of the Fund.</p> <p>Investors may elect to participate (or cancel their participation) in the <b>DRP</b> at any time, and such participation (or non-participation) will continue until any change is notified by the investor. Any election (or change to an election):</p> <ul style="list-style-type: none"><li>received between 1 December and 31 May, will take effect on and from the next 30 June distribution period</li><li>received between 1 June and 30 November, will take effect on and from the next 31 December distribution period.</li></ul>
<b>Borrowings</b>	The Fund may make borrowings and may grant security over Trust Property for purposes consistent with the investment guidelines of the Fund, for example an underwriting facility to secure an investment commitment, a letter of credit facility to secure a future investment obligation or a bridging facility to assist in the timely settlement of an investment. Borrowings will not, at the time they are entered into, exceed 25% of the NAV of the Fund. In the case of cash borrowings only, the borrowings must also be for short-term purposes repayable within 12 months of drawdown.







Features	Description
<b>Entering and exiting the Fund</b>	
Minimum initial investment	\$50,000
Minimum additional investment	\$10,000
Minimum redemption investment	\$10,000
Minimum balance	\$50,000. If an investor's balance falls below the minimum balance, the Trustee may in its discretion (but is not obliged to) fully redeem the balance of the investor's units in the Fund.
Maximum investment	The Trustee reserves the right to limit the investment amount for each Eligible Investor.
Applications	<p>Each investor will need to complete an Application Form.</p> <p>Applications for units can be submitted at any time. Completed Application Forms and application monies paid in cleared funds must be received to be considered by the Trustee for acceptance.</p> <p>Applications are subject to AML/CTF procedures prior to acceptance. The Trustee may accept or decline any application for any reason and may suspend applications in its discretion.</p> <p>For all accepted applications, new Units will be issued in the month following acceptance at the prevailing NAV per unit as at the date of issue for the relevant units plus application transaction costs (if any).</p>
Redemption of units	<p>On and from 1 January 2026, investors can make a redemption request.</p> <p>After this time, the Trustee intends to provide monthly liquidity opportunities for investors (<b>Redemption Window</b>), subject to an overall discretion to either accept or decline any request for redemption. The Trustee will consider various factors in exercising its discretion including liquidity constraints and market conditions.</p> <p>Redemptions in any Redemption Window will be limited to 1.5% of the Fund's NAV at the end of the relevant month (although the Trustee may, at its discretion, allocate a lesser or greater amount to satisfy redemption requests for a Redemption Window).</p> <p>The Fund will aim to maintain a limited degree of liquidity to fund requests for redemptions by:</p> <ul style="list-style-type: none"><li>• Targeting cash reserves (including using instruments such as term deposits) of approximately 10% of the Fund's NAV from 1 January 2026</li><li>• Realising investments of the Fund (subject to market conditions)</li><li>• Having regard to the Trustee's ability under the Constitution to borrow up to 25% of the Fund's NAV (measured as at the date of the borrowing facility)</li></ul> <p>The Trustee may at any time suspend the acceptance or processing of redemption requests if it is not possible or not in the best interests of investors for it to do so due to one or more circumstances outside of its control.</p> <p>Redemption requests are irrevocable unless the Trustee consents to the revocation.</p> <p>Redemption arrangements are subject to the relevant provisions of the Corporations Act.</p>





Features	Description
----------	-------------

**Transfer of units**

Units may only be transferred in the manner prescribed by the Trustee and in accordance with the Fund's Constitution.

A transfer of units involves a disposal of units which may have tax and stamp duty implications. Please see section 9 ('Taxation') for further information on tax implications.

**Fund valuations and reporting**

**Reporting**

See section 3.8.

**Asset valuations**

Infrastructure assets held directly or indirectly by the Fund will be independently valued in accordance with Palisade's Valuation of Investments Policy. Assets are generally valued every six months (typically June and December) with roll forward valuations applied in quarters where an independent valuation has not taken place (typically March and September).

In relation to any funds into which the Fund invests, each fund will be valued by the Fund at its unit price (typically monthly). The unit price of each such fund will be calculated by the relevant trustee, taking into account the latest underlying asset valuations and other relevant information.

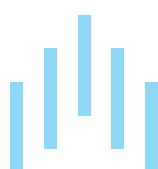
**Unit pricing**

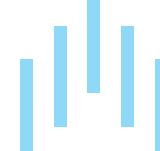
Monthly

**Fees and other costs**

**Management fee, performance fee and fund expenses**

Please see section 6 ('Fees and other costs') for details on the Fund's management fee, performance fee and other expenses.





# 3. Investment and management

## 3.1 Investment objectives

The Fund aims to provide investors with long-term capital growth and stable distributions via exposure to a portfolio of infrastructure assets, principally in Australia and the US.

## 3.2 Investment approach

The Fund seeks to meet its investment objectives by investing primarily in equity securities issued by unlisted companies or trusts owning infrastructure assets (including other funds managed by Palisade).

The Fund's initial investment will be an aggregate \$100 million investment in PDIF, Palisade's flagship infrastructure funds established in 2003. PDIF comprises three unlisted stapled unit trusts which collectively invest in a diversified portfolio of assets across multiple infrastructure sectors including airports, ports, bulk liquids storage, pipelines, renewable generation and social infrastructure. The investment objectives of PDIF mirror that of the Fund, which is to provide investors with long-term capital growth and stable distributions by investing in infrastructure assets principally in Australia and the US. Please contact Pinnacle for further information on PDIF, including its underlying investments.

Where Palisade believes it will be in the best interests of the Fund, the Fund may also invest in other Palisade-managed infrastructure funds (other than PDIF) and directly in infrastructure assets. Investments may also be made in mezzanine equity and debt instruments if it is considered that such an investment will enhance portfolio performance.

Investment evaluation work will be carried out by Palisade and all direct investments in infrastructure assets (ie investments in infrastructure assets made directly by the Fund or by another Palisade managed fund) will be approved by the Palisade Investment Committee (PIC) (see 'Investment process and Investment Committee' below)

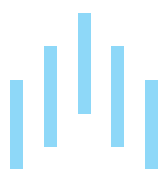
## 3.3 Investment characteristics for infrastructure assets

In identifying and analysing prospective infrastructure asset investments, Palisade will target assets with the following characteristics:

- low competition risk
- low business risk
- low volatility of returns
- inelastic demand
- high barriers to entry and
- stable cash flows.

Palisade will seek to reduce investment specific risk by acquiring a diverse spread of infrastructure assets. Portfolio diversification will be achieved by:

- geography (eg region, state, national)
- industry (eg transport, energy, communications)
- sector (eg airports, toll-roads, transmission) and
- maturity/business life cycle (eg construction/greenfield, growth, mature).





Palisade will identify and test investment opportunities against key criteria, including:

- Strategic – investment universe, diversification constraints, investment guidelines and macroeconomic environment
- Qualitative – structure, industry sector, community benefit and environmental impact
- Legal – sale process, bid structure, shareholder positioning and risk allocation model
- Quantitative – expected return range, cash yield profile, growth potential and bid cost risks and
- Compliance – mandate guidelines, authorisation levels, portfolio issues and client constraints.

### 3.4 Portfolio construction

The Fund seeks to reduce risk through effective diversification and applying a disciplined approach to portfolio construction. This is achieved by the Investment Manager seeking to limit (at the time of a new investment) the Fund's exposure to any individual:

- industry or asset sector (identified in the investment guidelines below)
- revenue source
- specific risk event and
- macroeconomic factor risk.

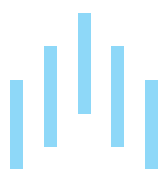
### 3.5 Investment guidelines

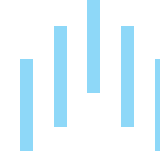
The Fund will only invest (directly or indirectly) in infrastructure investments as set out in 'Authorised investments' below. 'Infrastructure' comprises physical assets and related operations to satisfy the need for access by the community to essential services or facilities.

The infrastructure assets that will be considered for investment include (but are not limited to) assets in the following categories:

- freight and passenger rail services
- air and sea port terminals
- major roads and tunnels
- electricity generation, transmission and distribution infrastructure
- communications infrastructure
- storage, treatment, transmission or distribution of water and waste water
- municipal waste management
- gas transmission and distribution pipelines
- social infrastructure and
- agribusiness infrastructure.

The following maximum investment limits will apply on a look-through basis to the direct or underlying asset at the time of investment into the relevant asset or Palisade managed fund. Investments may be made outside the investment limits below with the approval of the Trustee.





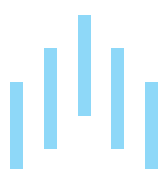
Type of investment	Maximum %*
<b>Greenfield projects</b> Investments in an infrastructure asset involving both: <ul style="list-style-type: none"> <li>• construction risk – the majority by value of the project’s operating assets require construction post acquisition by the Fund and</li> <li>• patronage or revenue risk – the majority of the project’s operating revenue post construction is uncontracted.</li> </ul>	20%
<b>Mezzanine debt or equity instruments</b> a security or borrowing that falls between straight debt and equity, such as subordinated and convertible debt or equity-linked bond issues	15%
<b>Any single Fund investment in an infrastructure asset excluding cash</b>	20%

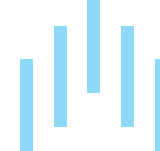
\* Equal to the gross value of the underlying asset on a look-through basis divided by the greater of Fund size (being the gross value of all assets of the Fund on a look-through basis) and \$500 million. Where the Fund holds an asset on a look-through basis through another Palisade managed fund or vehicle, the proportion that the Fund owns in the other Palisade managed fund for determining the look-through value of an asset is calculated on a fully-diluted basis (ie assuming that all uncalled commitments of the other Palisade managed fund have been called).

### 3.6 Authorised investments

Authorised investments for the Fund are:

- securities in any existing or proposed infrastructure fund or entity managed by the Manager
- ordinary shares, partly paid shares, rights, options, preference shares, cumulative convertible or redeemable preference shares, secured or unsecured convertible notes and warrants pertaining to infrastructure assets
- units, options on units and partly paid units pertaining to infrastructure assets
- mezzanine debt or equity instruments, subordinated debt, shareholder loan note securities or other form of shareholder debt pertaining to infrastructure assets
- unlisted securities pertaining to infrastructure assets that subsequently list on any recognised exchange
- listed securities pertaining to infrastructure assets with an intention to de-list such securities
- cash assets that may be invested in the money market and fixed interest securities
- cash or short-term securities issued by any Australian government or government authority
- cash or short-term securities issued by any Australian corporate with a long-term debt rating of not less than ‘AA’
- bank deposits or equivalents and
- underwriting or sub-underwriting agreements.





## Use of derivatives

The Fund may use derivatives in conjunction with authorised investments to:

- facilitate the future acquisition (including funding the timely settlement) or divestment of an investment
- underwrite or otherwise secure a binding bid or investment commitment
- secure a future, deferred or conditional investment obligation
- improve the credit risk or credit rating of an investment
- improve distribution yield or overall return from an investment
- assist in the management of interest rate risk and/or currency risk and
- otherwise mitigate financial risks associated with an investment.

## 3.7 Investment process and Investment Committee

### Risk assessment and management

Palisade adopts a rigorous risk identification and management approach when considering any potential investment in an infrastructure asset (whether investments in infrastructure assets made directly by the Fund or by another Palisade managed fund), based on a comprehensive due diligence process. This approach allows a thorough assessment of relevant risks to ensure they are appropriately allocated between project parties and adequately managed.

Palisade's risk assessment encompasses the following key stages:

- preliminary investment analysis – assess key asset drivers such as market trends, industry dynamics and regulatory factors
- risk identification – identify potential risks, evaluate their consequences and determine appropriate mitigation measures
- rigorous investment evaluation – conduct sensitivity analyses on returns, undertake development and continuous review of valuation model inputs and outputs, and review contractual arrangements and
- independent review – engage third party advisers to undertake evaluation of relevant risks and assist with developing mitigation and management strategies.

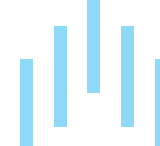
### Investment Committee

All investments in infrastructure assets (whether investments in infrastructure assets made directly by the Fund or by another Palisade managed fund) will be approved by the PIC whose members between them have extensive infrastructure and funds management experience. The PIC is comprised of majority independent members, as well as non-executive directors of Palisade. A quorum of the PIC is three members and decisions must be unanimous.

Investments into securities in any existing or proposed infrastructure fund or entity managed by the Manager will not require approval by PIC.

For more information on the members of the PIC please contact Pinnacle.





## Responsible investment

Palisade's philosophy is to deliver secure long-term returns, aligned with the interests of its investors and the community. Palisade recognises its duty to behave responsibly in its business activities and towards those whom its actions affect.

As an investment manager, Palisade believes that a high standard of business conduct as well as a responsible approach to environmental, social and governance (**ESG**) issues makes good business sense and is more likely to create sustainable value over the long-term. Conversely, poor management of those issues may pose a risk to the reputation and value of businesses.

Palisade considers long-term ESG factors in making investment decisions and in actively managing investments, encouraging better management of ESG factors and associated risks. Assets exhibiting strong ESG credentials are key to the alignment of interests and objectives of investors with those of the communities served by assets in which the Fund invests. Palisade considers ESG issues through each step of the investment process, from the preliminary due diligence stages, to a dedicated section in PIC papers.

Palisade spends considerable time participating in ESG related initiatives and driving ongoing ESG improvements within its portfolio companies.

Palisade is a signatory to the United Nations Principles for Responsible Investment, representing a commitment to take ESG factors into account in its investment decision making and management practices, and consistently scores within the top tier of investment managers globally in the annual assessment process.

Palisade is committed to preventing exposure to modern slavery, and other human rights concerns, within its supply chains. Palisade is committed to continuous improvement in the processes it has in place to identify and mitigate against such risks.

In accordance with Palisade's ESG Policy (which applies to the Fund and other Palisade managed funds), Palisade will not invest in infrastructure:

- for the production or trade of any product or associated with any activity deemed illegal under host country laws or regulations or international conventions and agreements to which Australia is a signatory
- for the production or trade of weapons and munitions, tobacco or radioactive materials, and certain coal assets.

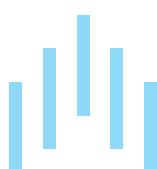
Palisade may also choose not to invest in specific infrastructure assets for other ESG-related reasons.

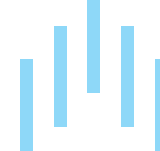
## Active management

Palisade will apply an active, consistent and disciplined approach to the ongoing management of the Fund portfolio with the aim of optimising medium to long-term performance and facilitating future exit strategies. Palisade will utilise an active asset management approach through (among other things):

- the application of rigorous and consistent investment analysis by evaluating projects from high level analysis through to final due diligence including the development of comprehensive financial models and conducting sensitivity analysis to changes in key assumptions
- aiming to optimise the capital and legal structure of investments to enhance performance
- ongoing monitoring and review of portfolio performance, operational activity and ESG performance and
- active involvement in various aspects of strategic management and governance, including through representation on investee company boards.

Where appropriate, the asset may engage Palisade Integrated Management Services (**PIMS**) directly through a separate fee and services agreement to provide operational management services to the asset.





## 3.8 Reporting

Investors will receive the following information:

- transaction statements setting out details of transactions in respect of the Fund, including issues of units, redemptions and distributions
- monthly transaction statements setting out NAV unit pricing
- a quarterly report outlining the Fund's performance
- an annual tax statement.

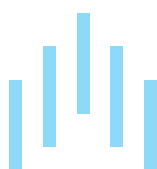
## 3.9 Investment Management Agreement

Palisade is appointed by the Trustee as investment manager of the Fund under an Investment Management Agreement (**IMA**). Palisade is appointed to invest and manage the assets of the Fund on behalf of the Trustee and to prepare reports for the Trustee.

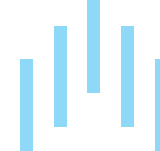
Circumstances in which the Trustee may terminate the IMA include generally where:

- an insolvency type event occurs in relation to the Investment Manager or the Investment Manager ceases to carry on business
- the Investment Manager commits an act of fraud, gross negligence, willful misconduct, bad faith or reckless disregard of its duties
- the Investment Manager becomes unable to lawfully carry on a business of providing investment management services in Australia
- the investors of the Fund resolve by Extraordinary Resolution that the Investment Manager be replaced (provided that the Trustee also give at least 12 months' written notice to the Investment Manager of its termination following the passing of the Extraordinary Resolution) or
- the Fund is terminated.

Under the IMA, the Investment Manager is entitled to be indemnified by the Trustee, to the extent of the value of the Fund's assets, against any losses or liabilities reasonably incurred in connection with it acting under the IMA except to the extent the loss or liability is caused by the gross negligence, fraud or dishonesty of the Investment Manager or in certain other circumstances.







## 4. Investment risks

All investments involve some degree of investment risk. Investment risk can be defined as the probability of losing capital or not receiving income over a given timeframe. As a general rule, the higher the potential return on an investment, the higher the potential investment risk.

The Fund offers investors potential for stable returns. However, there is a significant level of investment risk as investors may lose their capital or the Fund may not produce income.

Due to the significant risks associated with infrastructure investments, before making an investment in the Fund, investors should consider whether such an investment is appropriate to their particular investment objectives, financial situation and needs.

It is important to note that returns to investors may vary according to the type of infrastructure investment, its stage of development and the type of returns received.

It is not possible to identify every risk factor relevant to investing in the Fund. However, set out below are a number of risks that can potentially affect the value of Fund investments and the distributions paid by the Fund.

### 4.1 Liquidity risk

An investment in the Fund should be considered an illiquid investment. There is no guarantee that an investor will be able to redeem all or any of their units in the Fund. Requests to redeem may be accepted or declined by the Trustee in its discretion and subject to various factors including for instance liquidity constraints and market conditions. In addition, the Fund is subject to a limit on redemptions, namely 1.5% of the Fund's NAV per month. On and from the date on which investors may request redemptions, the Fund will target a cash holding (including using instruments such as term deposits) of approximately 10% of the Fund's NAV to support funding redemptions. However, the Fund may not have sufficient liquidity to be able to accept all or any requests by investors to redeem their units in the Fund. See section 7.2 for more information about redemptions.

In addition, the Trustee may at any time suspend the processing of redemption requests if it is not possible or not in the best interests of investors for it to do so due to one or more circumstances outside of its control. This could occur if, for example, the Fund does not have sufficient liquidity due to the nature of the assets in which the Fund invests, which are relatively illiquid compared to those of funds that invest in other asset classes.

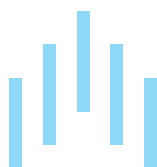
The Fund expects to invest (either directly or indirectly via an investment in other Palisade managed funds) in project entities which are not listed on a stock exchange, or for which there may be only a limited number of potential investors. As a consequence, the underlying investments of the Fund may be difficult to sell and the Fund (or the relevant Palisade managed fund in which the Fund is invested) may not realise their full value. There is also a risk that market conditions might change before realisation of those investments can take place. This may result in losses for the Fund and its investors.

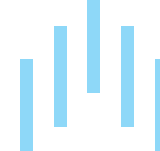
Units can be transferred only in the manner prescribed by the Trustee and on certain conditions.

### 4.2 Construction and operation risks

Where the Fund invests (either directly or indirectly via an investment in another Palisade managed fund) in new infrastructure projects, Palisade's investment assessment aims to determine whether the projects are sponsored by organisations with suitable experience, expertise and financial strength, and that appropriate insurance, warranties and indemnities are in place. However, it is impossible to eliminate all construction and operational risks that are inherent in infrastructure projects.

Where an infrastructure asset is under construction, there is a risk that the project will not be completed within budget, within the agreed time frame or to the agreed specification. Completion delays may result in delay in the generation of project revenues and hence the distributions by the Fund. Failure to meet agreed specifications may permanently diminish revenues. In addition, it is impossible to fully insure against all loss or damage arising from events beyond the control of a party including acts of God, fire, earthquakes, flood, war, terrorism and strikes.





Once constructed, the long-term profitability of an infrastructure asset depends on the efficient operation and maintenance of the asset. Asset revenues and expenses may be adversely affected if an asset is not properly operated or maintained. Inefficient operation and maintenance of an infrastructure asset may reduce the level of returns received by the Fund from that asset.

### 4.3 Market conditions

Any material change in the condition of the economy, including a slow down in economic growth or changes in interest rates or foreign exchange rates, may have an adverse effect on the performance or valuation of entities and assets in which the Fund is invested. The performance of the Fund can be affected by a deterioration in public markets, movements in local and international private equity and share markets, interest rates and bond markets and by market events which can impact the inputs used to value assets.

The performance of the investments of the Fund will depend to some extent on the general level of economic activity and risks within specific industries to which the Fund may be directly or indirectly exposed.

### 4.4 Gearing and interest rate risk

As most infrastructure assets carry a level of gearing, they may be exposed to adverse interest rate movements, increasing the cost of debt. While this risk is generally reduced through relevant and appropriate interest rate hedging, for example interest rate swaps or other mechanisms, there is sometimes residual exposure. This risk also arises on refinancing of debt, and in these circumstances hedging may be less effective at reducing exposures. The impact of interest rate movements on refinancing can be reduced through the use of multiple tranches of debt with different maturities.

Movements in interest rates may affect the appropriate discount rate to be used to value an infrastructure asset in which the Fund is directly or indirectly invested.

The use of gearing can magnify the impact of good or poor performance by an asset and therefore involves a higher degree of investment risk than if debt was not used. The returns using gearing depend on the type of infrastructure asset as well as the level of gearing and the costs of borrowing, including interest rates.

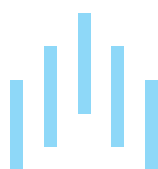
In determining the appropriate level of gearing for an infrastructure asset in which the Fund is directly or indirectly invested, consideration will be given to project risk factors including stage of life cycle, level of contracted revenues, counterparty credit quality and level of operating risk, as well as financial risk factors across the portfolio, such as average debt maturity and interest rate hedging levels.

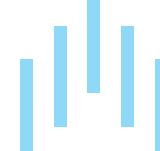
### 4.5 Inflation risk

As some forecast cashflows for an infrastructure asset are escalated based on an assumed rate of inflation, returns from the Fund's investments can be affected by changes in the rate of inflation.

### 4.6 Regulatory/change of law risk

Governments could change existing laws or introduce new legislation that could adversely affect infrastructure investments (eg changes in workplace health and safety laws), including by increasing costs.





## 4.7 Investment in greenfield projects

Greenfield projects are defined in section 1.2. The risks associated with investments in greenfield projects are greater than the risks associated with established infrastructure assets or companies that have an established record of profitable performance. The Fund intends to invest (either directly or indirectly via an investment in another Palisade managed fund) in greenfield projects but will limit its exposure to these types of investments (see section 3.5 ('Investment guidelines') for further details about investment limits).

## 4.8 Other issues

Other issues which investors should consider when investing in the Fund include:

### Availability of investments

Although appropriate investments will be actively pursued, there is no certainty that investments can be sourced and hence the Fund may not achieve its investment objective. There is a risk that there may be a lack of suitable infrastructure investment opportunities for the Fund (or any Palisade managed fund in which the Fund is invested) to invest in.

### Taxation

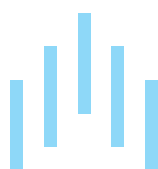
Investing in the Fund may result in a different tax outcome than investing directly because of the application of tax laws to the Fund. For more information on the tax consequences of investing in the Fund please refer to section 9 ('Taxation').

### Valuation

Unlike listed securities, the price of which is determined daily on public markets, infrastructure assets are typically valued by an independent expert on a periodic basis. In this respect, valuations of infrastructure assets are inevitably less certain. A valuation is only an estimate of the value of the infrastructure asset and is not a precise measure of realisable value. Ultimate realisation of the market value of an asset depends to a great extent on economic and other conditions beyond the control of Palisade or the Trustee, and valuations do not guarantee the price at which an investment can ultimately be sold. See section 5.1 ('How investments are valued') for further information.

### Currency risk

To the extent the Fund has exposure to underlying assets outside of Australia, fluctuations in exchange rates between AUD and the relevant local currencies, and the costs of conversion and exchange control regulations, will directly affect the value of the investments and the ultimate rate of return realised by investors. For future acquisitions, while the Fund (or the relevant Palisade managed fund in which the Fund is invested) may enter into hedging arrangements to mitigate this risk to some extent, there can be no assurance that such arrangements will be entered into or that they will be sufficient to cover such risk.





## Related party risk

The operation of the Fund will involve a number of transactions and ongoing arrangements between the Trustee, Palisade and their related parties. Related party transactions may give rise to conflicts of interest that need to be carefully managed to ensure that priority is given to the interests of investors. Examples of related party arrangements relating to the Fund which could give rise to such conflicts include:

- relationship between Palisade and the Trustee – the Trustee is a member of the Pinnacle group. The Pinnacle group also holds a minority ownership interest in Palisade and
- investment in PDIF and other Palisade managed funds – the Fund's initial investment will be an aggregate \$100 million investment in PDIF, which are funds managed by Palisade, and may from time to time make investments in other Palisade managed funds.

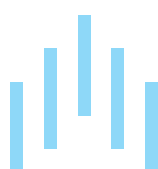
The Trustee and the Investment Manager have processes in place to ensure that any potential conflicts of interest are appropriately managed, including processes to ensure that any related party arrangements are entered into on arms' length terms. In addition, where the Fund invests in other funds managed by Palisade, to prevent the double charging of fees Palisade will rebate to the Fund any management or performance fees charged in relation to the other Palisade managed funds to the extent these fees are also charged to the Fund.

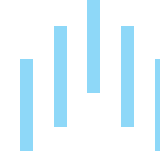
## 4.9 Managing these risks

While investment risks cannot be completely eliminated, Palisade aims to manage the impact of these risks through prudent investment guidelines and the adherence to a rigorous investment process. The management of risk is integral to each part of the investment process.

When investing, it is important that investors consider their investment timeframe and risk tolerance. Consultation with an investment adviser is recommended.

Neither Palisade nor the Trustee guarantee the performance of the Fund, the return of an investor's capital, or any specific rate of return. The value of an investment in the Fund and the associated returns are subject to fluctuations and other risks inherent in investing in infrastructure assets. There is no assurance that the investment objective of the Fund will be achieved. The value of investments and the income derived from it, may fall as well as rise, and may be affected by domestic and international economic forces that are beyond the Trustee's or Palisade's control, and investors may not recoup the expected returns from investing in the Fund.





# 5. Valuations and distributions

## 5.1 How investments are valued

The infrastructure assets in which the Fund is directly or indirectly invested will be valued in accordance with Palisade's valuation policy. Assets will be valued at least twice per financial year by an independent expert, with roll forward equity values adopted at the end of each other quarter to the extent that the valuation assumptions remain appropriate.

Valuation of the assets will allow for changes in factors such as operating performance and forward budgets, the macroeconomic environment, industry structure and risk profile.

The Fund's unit price calculation will take account of:

- for infrastructure assets directly held by it, the latest valuations and other relevant information
- for investments in managed funds, the latest available unit price of such fund

The NAV of the Fund is calculated by deducting from the value of Trust Property, the value of accrued expenses and the liabilities of the Fund determined in accordance with the Fund's Constitution. The NAV per unit of the Fund will be calculated monthly.

## 5.2 Distributions

A distribution is the payment of the Fund's distributable income to investors at predetermined intervals. The distributable income of the Fund may include interest, dividends, unit trust distributions, realised net capital gains and/or revenue gains, and other taxable and/or non taxable amounts.

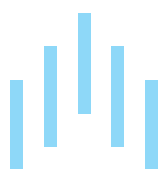
The Fund's distribution periods are the six months ending 30 June and 31 December. The Trustee may also make interim distributions of income or realised net capital gains at any time in accordance with the Fund's Constitution.

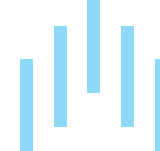
The amount of the distribution that an investor receives will depend on the distributable income of the Fund and the number of units held as a proportion of the total number of units on issue of the Fund. The amount of the distribution will vary from year to year, and there may be times when there are no amounts distributed.

During a distribution period, the Fund's unit price includes not only the value of unrealised capital gains but also any income and realised capital gains accrued but not yet distributed. At the end of each distribution period, the Fund's unit price may decline as it is adjusted to reflect the amount of any distribution.

The composition and timing of distributions could affect investors' tax positions. Further taxation information is set out in section 9 ('Taxation').

The Trustee will aim to pay distributions within 90 days after the end of each distribution period.





## 6. Fees and other costs

This section shows fees and other costs that investors may be charged. These fees and other costs may be deducted from the returns on investments or from the Fund's assets as a whole.

Unless stated otherwise, fees and costs disclosed in this section are exclusive of GST.

Fees and costs	Amount	How and when payment is made
<b>Management cost</b> This is the total of the management fee, the trustee fee and expense recoveries (see 'Management cost' below for more information)	<b>Management fee</b> 1.20% pa ( <b>Management Fee Rate</b> ) of the Invested Capital of the Fund.	Calculated monthly and payable quarterly in arrears. Deducted directly from the Fund and reflected in the unit price.
	<b>Trustee fee</b> 0.05% pa of the Invested Capital of the Fund.  The trustee fee is subject to a minimum of \$50,000 pa escalating annually by 5%.	Calculated monthly and payable quarterly in arrears. Deducted directly from the Fund and reflected in the unit price.
	<b>Expense recoveries</b>  Expenses properly incurred in the management of the Fund may be recovered by the Trustee and Palisade in accordance with the Fund's Constitution. Expenses are estimated to be 0.10-0.20% of NAV	Deducted directly from the Fund, when applicable.
<b>Performance fee</b> This is a fee charged if the Net Fund Return exceeds the Benchmark Return for that Year (see 'Performance fee' below for more information)	15% of the Net Fund Return above the Benchmark Return (taking into account any Accumulation Deficit) multiplied by the Average Adjusted NAV.	Where applicable, charged to the Fund annually and payable within 60 days after the end of each Year. Deducted directly from the Fund, when applicable, and reflected in the unit price.

To avoid claiming fees twice, if the Fund invests in other funds managed by Palisade, Palisade will rebate to the Fund the Fund's proportion of any management or performance fees Palisade has received in respect of managing such other fund.

### 6.1 Management cost

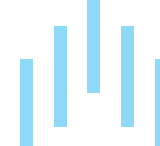
The management cost includes:

- the management fee
- the trustee fee and
- expense recoveries.

#### Management fee and trustee fee

The Trustee and Palisade receive the trustee fee and the management fee respectively for the services they provide to the Fund, as detailed in the above table.





## Expense recoveries

The Trustee is entitled to be reimbursed out of the Trust Property for expenses properly incurred in the administration, management and operation of the Fund, and other incidental expenses. The Trustee is also entitled to be indemnified out of the Trust Property for all expenses, losses and liabilities properly incurred. This entitlement does not exist in relation to an expense, loss or liability attributable to a failure to properly perform the duties of the Trustee.

Generally, Palisade can recover expenses, losses and liabilities properly incurred in connection with the Fund from the Trustee (who can then generally recover them from the Fund through its entitlement to be reimbursed and indemnified out of Trust Property for such costs).

## 6.2 Performance fee

Palisade will be entitled to receive a performance fee paid out of the Fund if, in any Year, the Net Fund Return exceeds the Benchmark Return for that Year. The Net Fund Return is calculated with reference to the performance of the investments of the Fund, and exclude cash holdings.

No performance fee will be payable if the Net Fund Return is less than the Benchmark Return.

If the Net Fund Return is less than the Benchmark Return in any Year, then the difference (**Accumulation Deficit**) shall be taken into account by effectively reducing the Net Fund Return for the purpose of calculating any performance fee payable in subsequent years. The Accumulation Deficit is carried forward until sufficient performance has been achieved to extinguish the total Accumulation Deficit.

The performance fee for each Year, including the above Accumulation Deficit test and any adjustment that results, is calculated as follows:

$$\text{Performance fee} = 15\% \times ((\text{Net Fund Return} - \text{Accumulation Deficit}) - \text{Benchmark Return}) \times \text{Average Adjusted NAV}$$

The performance fee is calculated as at the last day of each Year and is payable by the Fund within 60 days after the end of that Year.

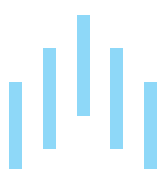
## 6.3 Termination fees

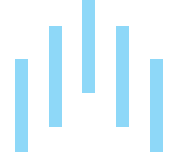
If Palisade's appointment as investment manager of the Fund is terminated for any reason, the Trustee will be required to pay Palisade any accrued, but unpaid, management fee as at the date on which the termination takes effect, together with the pro-rata proportion of the management fee that would have been payable to Palisade for the month in which the termination takes effect.

Unless Palisade's appointment as investment manager of the Fund is terminated due to its fraud, gross negligence, wilful misconduct, bad faith or reckless disregard for its duties (**Cause**), it will also be entitled to receive the performance fee calculated for the period beginning on the last performance fee calculation date and ending on the date on which the termination takes effect (**Accrued Performance Fee**).

The Accrued Performance Fee will not be paid to Palisade if its appointment is terminated for Cause, or if the Trustee reasonably considers that Palisade has acted to artificially increase the Accrued Performance Fee and Palisade does not rectify that conduct.

The Trustee is entitled to receive a fee of \$50,000 (escalating annually by 5%) on termination of the Fund.





## 6.4 Fees for additional services

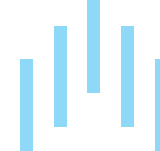
Entities associated with the Trustee or Palisade, or the Trustee or Palisade themselves, may charge the Fund or entities in which the Fund invests for additional services provided to the Fund outside the scope of their roles as responsible entity or investment manager. For example these fees may include initiating, structuring and executing investment opportunities, arranging debt and negotiating project documentation or providing operational management services for the Fund's underlying assets.

## 6.5 Differential fees

The Trustee or Palisade may negotiate a reduction, rebate or waiver of all or part of the management costs with Eligible Investors. Subject to the Corporations Act, the payment and terms of rebates or waivers are at the Trustee's or Palisade's discretion (as applicable).







# 7. Applications and redemptions

## 7.1 Applications

To invest in the Fund pursuant to this IM an investor must be an Eligible Investor. If an application to invest is made jointly, each joint investor must qualify as an Eligible Investor. Prospective investors from jurisdictions other than Australia or who are “foreign persons” under the *Foreign Acquisitions and Takeovers Act 1975* (Cth) may need to obtain FIRB approval.

To invest in the Fund, the Eligible Investor must complete the Fund's Application Form. Completed Application Forms and supporting documentation must be received by the Registry Provider in the manner set out in the Application Form from time to time.

Application Forms must be received, and application monies paid in cleared funds if they are to be considered by the Trustee for acceptance.

Applications are subject to AML/CTF procedures prior to acceptance.

Applications for units may be accepted or rejected (in whole or in part) at the discretion of the Trustee without providing reasons and the Fund may be closed to further investment if the Investment Manager believes the Fund has reached capacity. An application may not be withdrawn except with the consent of the Trustee.

For each submitted Application Form, an investor will receive correspondence (typically issued the month following the application date) confirming whether or not the application is acceptable. A transaction statement will be issued to the investor following the issue of any units.

While only Eligible Investors can currently invest in the Fund, retail clients (as defined in section 761G of the Corporations Act) may in the future be able to apply for units in the Fund as the Fund is a registered managed investment scheme.

### Issue price

If an application is accepted, units will be issued in the month following acceptance at the prevailing NAV per unit as at the date of issue of the relevant units plus applicable transaction costs (if any).

## 7.2 Redemptions

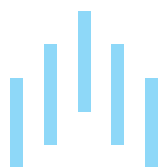
To provide for greater stability at the Fund's inception, investors will only be permitted to apply for redemptions on and from 1 January 2026, unless the Trustee in its discretion allows otherwise.

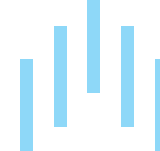
After this time the Trustee will use reasonable endeavours to provide investors with liquidity opportunities at the end of each calendar month (**Redemption Window**).

Subject to the Corporations Act, the Trustee may accept or decline any redemption request in its discretion. Redemptions are subject to various factors including for instance liquidity constraints and market conditions.

The minimum redemption amount is \$10,000 or such lesser amount (if any) as the Trustee may determine in its absolute discretion. The Trustee has the right to fully redeem the investment of any investor in the Fund whose investment falls below the Minimum Balance.

Applications for redemptions must be received by 5:00 pm (AEST) on the last business day of a Redemption Window. The Trustee will use reasonable endeavours to satisfy such redemption requests within one month following the relevant Redemption Window. For each Redemption Window, the amount available to satisfy redemption requests will be limited to an aggregate maximum (across all investors applying to redeem) of 1.5% per month of the NAV of the Fund at the end of the relevant Redemption Window. The Trustee may, in its discretion, permit redemptions in excess of this amount where the Fund has sufficient spare cash and liquidity and it considers that it is in the interests of investors in the Fund as a whole. The Trustee may also determine that a lower amount is to be made available to satisfy redemption requests for one or more Redemption Windows if the Fund does not have sufficient liquidity or if this is in the interests of investors in the Fund as a whole.





Where not all redemption requests are able to be met for a particular Redemption Window, accepted redemption requests will be paid out pro rata based on all redemption requests received for a month, with any unsatisfied redemptions rolling over to the following month. Any redemption requests that have been rolled over to a subsequent month must first be satisfied before any further redemption requests can be satisfied. In those circumstances, the maximum of 1.5% per month of NAV of the Fund will still apply but if the total of rolled over redemption requests and redemption requests received in the current Redemption Period exceed the maximum, the rolled over redemption requests will be fully satisfied and the balance (if any) will be paid pro rata to the investors who made the further redemption requests.

For redemption requests, an investor will receive a confirmation that the Fund has received the redemption request. This will be followed by correspondence after the end of the relevant Redemption Window confirming whether or not the redemption request has been accepted or declined (and whether in full or in part). A transaction statement will be issued to the investor once the redemption of any units is processed.

The Trustee must pay redemption proceeds within 21 days after the relevant Units are redeemed.

### **Redemption price**

Units will be redeemed at the NAV per unit as at the date of redemption plus applicable transaction costs (if any).

### **Restrictions on redemptions**

Subject to the Corporations Act, the Trustee may accept or reject an application for redemption (in whole or in part) in its absolute discretion. Part 5C.6 of the Corporations Act provides that, if the Fund is not Liquid, redemptions are only possible if the Trustee makes a withdrawal offer (which it is not obliged to do).

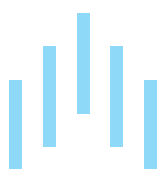
The Trustee may also determine to suspend the acceptance or processing of redemptions if it is not possible or not in the best interests of investors in the Fund due to one or more circumstances outside of its control, such as extreme price fluctuation or uncertainty in the market for infrastructure assets.

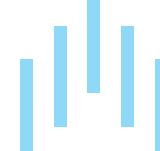
## **7.3 Who else can operate my investment?**

An investor may wish to appoint a person, partnership or company as their Authorised Representative by having them complete an Authorised Representative Form and attaching it to their Application Form. An investor's Authorised Representative will be empowered to act on its behalf in all matters relating to the investor's holdings in the Fund (including the receipt of payments).

Each investor releases, discharges and indemnifies the Trustee, Palisade and related bodies corporate of the Trustee and Palisade from and against all losses, liabilities, actions, proceedings, accounts, claims and demands arising directly or indirectly from instructions received from any Authorised Representative.

Each investor agrees that a payment or purported payment made in accordance with the instructions of an Authorised Representative shall be in complete satisfaction of the Trustee's obligations to the investor for a payment, even if it was requested, made or received without the knowledge or authority of the investor.





## 8. Further information

### 8.1 The Constitution

The Constitution of the Fund governs its operation and, together with applicable laws, regulates the Fund and the Trustee's legal relationship with investors. The trust deed sets out many of the powers, obligations, rights and liabilities of investors and those of the Trustee of the Fund.

The Constitution also contains detailed provisions relating to the nature of the unit valuation methods, reimbursable expenses, pricing, distribution rights, retirement of the Trustee, terms of appointment of the Investment Manager, termination of the Fund and meetings of investors.

The Constitution may be amended if:

- the amendment is authorised or required by a Special Resolution or
- if the Trustee reasonably considers the amendment will not adversely affect the rights of investors.

and, in each case, if the amendment relates to the Trustee's or Palisade's entitlement to any amount under the trust deed, the Trustee's or Palisade's consent (as applicable) is also required.

A copy of the Fund's Constitution may be obtained by contacting Pinnacle.

### 8.2 Indemnity

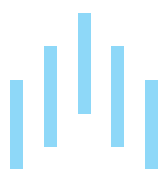
The Trustee is entitled to be indemnified out of the Trust Property for all expenses, losses and liabilities properly incurred.

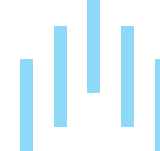
Generally, Palisade can recover expenses, losses and liabilities properly incurred in connection with the Fund from the Trustee (who can then generally recover them from the Fund).

### 8.3 Investors' liability

The liability of each investor in the Fund is generally intended to be limited by the terms of the Fund's Constitution to the amount (if any) that is unpaid in relation to the investor's units in the Fund. However, no absolute assurance can be given that an investor's liability will be so limited.

An investor will be liable in limited circumstances for certain costs that are incurred by the Fund that are specific to the investor (for example, any work carried out by the Trustee at the investor's request that goes beyond the Trustee's responsibilities as responsible entity of the Fund).





## 8.4 AML/CTF

The Trustee is required to comply with the *Anti-Money Laundering and Counter Terrorism Financing Act 2006 (AML/CTF Law)*. This means that the Trustee will require each investor to provide personal information and documentation in relation to its identity when it invests in the Fund. The Trustee may need to obtain additional information and documentation from an investor to process its application or subsequent transactions or at other times during its investment.

The Trustee may need to identify:

- an investor prior to issuing units in the Fund. The Trustee will not issue units until all relevant information has been received and an investor's identity has been satisfactorily verified and
- anyone acting on an investor's behalf, including its power of attorney.

In some circumstances, the Trustee may need to re-verify this information.

By applying to invest in the Fund, an investor also acknowledges that the Trustee may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of units in the Fund, if it is concerned that the request or transaction may breach any obligation of, or cause the Trustee to commit or participate in an offence under, any AML/CTF Law, and the Trustee will incur no liability to investors if it does so.

## 8.5 Privacy

Privacy laws apply to the handling of personal information by the Trustee and Palisade. Personal information is collected about investors from Application Forms to establish and support the ongoing administration of an investment in the Fund and to advise investors of new developments relevant to their investment in the Fund and other Palisade funds. For legal reasons, the Trustee and Palisade will not be able to process an investor's application or administer an investor's investment if the investor does not provide personal information.

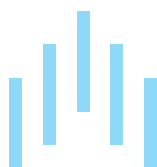
The Trustee and Palisade will collect, use and disclose an investor's personal information in accordance with each of their privacy policies, which may include details about the following matters as or where applicable:

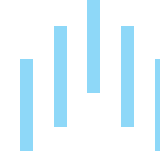
- the kinds of personal information the Trustee and Palisade collect and hold
- how the Trustee and Palisade collect and hold personal information
- the purposes for which the Trustee and Palisade collect, hold, use and disclose personal information
- how an investor may access personal information that the Trustee and Palisade hold about them and seek correction of such information (note that exceptions apply in some circumstances)
- how an investor may complain about a breach of the Australian Privacy Principles (**APP**), or a registered APP code (if any) that binds the Trustee and Palisade, and how the Trustee and Palisade will deal with such a complaint and
- whether the Trustee and Palisade are likely to disclose personal information to overseas recipients and, if so, the countries in which such recipients are likely to be located if it is practicable for us to specify those countries.

To arrange access to personal information, or for any questions, please call Pinnacle. The Trustee's and Palisade's privacy policies are available by contacting Pinnacle.

## 8.6 Fund documentation

A copy of the Fund's Constitution may be obtained by contacting Pinnacle.





# 9. Taxation

The taxation information below is of a general nature only and therefore cannot be relied upon by investors. The taxation consequences of investing in managed investment schemes can only be properly determined by reference to an investor's particular circumstances. Accordingly, it is recommended that investors seek professional advice from a financial and/or taxation adviser having regard to their particular circumstances.

## 9.1 Tax position of the Fund

The Fund is an Australian resident trust estate for Australian income tax purposes. Although dependent on final investors, the Fund is likely to be a withholding managed investment trust (**MIT**) and should also be eligible to elect into the attribution MIT (**AMIT**) regime (see further below). On the basis that all of the Fund's distribution components are attributed to investors on a fair and reasonable basis under the AMIT regime, or have distributable income to which investors are presently entitled for each year of income ended 30 June in the event the Fund is not an AMIT, the Fund should generally be treated as a "flow through" vehicle and no income tax will be payable by the Fund.

If for any reason the Fund is not an AMIT and there is net income of the Fund to which no investor is presently entitled, then the Fund will be subject to tax at the highest marginal individual tax rate (plus the Medicare levy). The Constitution is drafted in such a manner to prevent this occurring.

It is the Trustee's intention that the Fund invest in such a manner that the Fund will not be treated as a public trading trust which would be taxed at the corporate tax rate under Division 6C of the Income Tax Assessment Act 1936 (**ITAA 36**).

The comments outlined in sections 9.1 to 9.4 below have been prepared on the basis that the Fund will elect into the AMIT regime. The tax outcomes for investors in the Fund where the Fund is not an MIT or does not elect into the AMIT regime (covered in section 9.5) should not materially differ to the tax outcomes noted in section 9.1 to 9.4 below.

### Tax losses

If the Fund incurs a net tax loss, the loss is required to be carried forward and, will be applied against assessable income derived in future years by the Fund providing certain loss recoupment tests are met.

### Deemed Capital Gains Tax (CGT) election

Eligible MITs are able to make an irrevocable election to apply a deemed capital account treatment for gains and losses on disposal of certain investments (including equities and units in other unit trusts, but excluding derivatives and foreign exchange contracts). It is expected that the Fund will make the election to be on capital account where it satisfies the eligibility requirements to be a MIT.

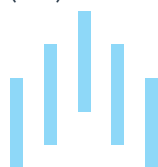
The impact of making this election is that the net income of the Fund may include realised gains and losses on disposals of assets qualifying for deemed capital treatment.

### Taxation of Financial Arrangements (TOFA) rules

The TOFA rules apply tax timing methods to certain "financial arrangements". Broadly, the TOFA rules have the effect of treating gains and losses from financial arrangements on a revenue account and recognise certain gains and losses on an accruals basis which may, in certain circumstances, result in a taxing point prior to the realisation of the investments.

### Withholding tax obligations

The Trustee may be required to deduct tax from non-resident investors, or from investors that do not quote a Tax File Number (**TFN**) or Australian Business Number (**ABN**).





## 9.2 Tax position of Australian resident investors

### Distributions

Under the AMIT regime, the attribution of 'trust components' is made on a "fair and reasonable" basis to the class of unitholders.

The Trustee determines the trust components of particular characters into the following categories:

- Characters relating to assessable income
- Characters relating to exempt income
- Characters relating to non-assessable non-exempt income
- Characters relating to a tax offset.

Streaming of components based upon the tax characteristics of members is not permitted subject to certain safe harbour rules (eg where the Constitution allows for the streaming of amounts arising from unitholder redemptions to the redeeming unitholder).

Members of an AMIT will be taxed on the amount of the AMIT's trust components that are attributed to them as if they derived those amounts in their own right and in the same circumstances as the AMIT.

### Franking credits

If the Fund is entitled to distribute franking credits, investors must include their share of franked dividend income and franking credits in their taxable income.

Certain requirements, including the 45 day holding period rule (see below), may need to be satisfied in order to obtain franking credits in relation to dividends. The investor's particular circumstances will be relevant to determine whether the investor is entitled to any franking credits, in respect of franked dividends. A tax offset equal to the franking credits will be applied against the tax otherwise payable by investors on their total taxable income, subject to the investor satisfying specific conditions. Corporate investors may be entitled to convert any excess franking credits into tax losses. Certain other investors may obtain a refund of any excess franking credits.

If the Fund is not an AMIT, investors will be denied the benefit of franking credits in respect of distributions referable to units that they have not owned at risk for a continuing period of 45 days (ignoring the date of acquisition and disposal), unless they satisfy specific exemptions. In determining whether the 45 day period is satisfied, a 'last in first out' methodology is applied. We note a unitholder of an AMIT is taken to be a "qualified person" for the purposes of the 45 day holding period rule.

### Capital gains tax

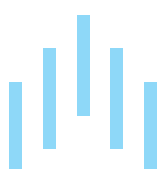
Any transfer of units in the Fund (including a redemption event) may give rise to a taxable gain or loss to investors. The taxable gain or loss will be treated as a capital gain or loss, or as ordinary income, depending on an investor's particular circumstances.

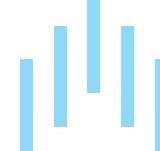
In calculating the assessable amount of a capital gain, investors should take account of capital gains and losses from all sources, including those distributed by the Fund as indicated on their 'AMMA statement' (see section 9.4 ('Attribution MIT Member Annual (AMMA) statement')).

Complying superannuation entities may be entitled to a capital gains tax discount of one third if they have held their units continuously for at least 12 months.

Individuals and trusts may be entitled to a capital gains tax discount of 50% if they have held their units continuously for at least 12 months.

Non assessable amounts (eg tax deferred) distributed by the Fund may give rise to cost base adjustments, and therefore may affect the capital gain/loss on disposal of the units. Under the AMIT regime, amounts of tax deferred distributions received by the unitholder in a trust reduce the cost base of the units. However, an upward cost base adjustment would arise where the unitholder had amounts included in their assessable income on an attribution basis, but received or was entitled to receive a lesser distribution.





## 9.3 Australian tax position of non-resident investors

Non-resident investors should seek professional advice from a taxation adviser in relation to their particular circumstances prior to investing in the Fund.

Australian tax will be deducted from distributions of certain Australian source income to non-resident investors. Non-resident investors may also be subject to tax in the country in which they reside, but may be entitled to a credit for some or all of the tax deducted in Australia.

Where the MIT or AMIT regime applies, it is expected that a withholding tax rate of 30% should apply to Australian sourced income on the basis the Fund's income is not expected to be eligible business income as defined in section 102M of the Income Tax Assessment Act 1936.

## 9.4 Attribution MIT Member Annual (AMMA) statement

Trustees are required to issue AMMA statements to unitholders within three months after the end of the income year. The AMMA statement should contain the amounts and nature of "member components" and a reasonable estimate of net cost base adjustments for the unitholders.

## 9.5 Managed Investment Trust (MIT) taxation regime

The Fund should satisfy the requirements to be a withholding MIT based on its expected activities and the number and classification of unitholders. Where the Fund does not elect into the AMIT regime, it should be subject to the MIT regime.

Under the MIT regime, the allocation of taxable income is based on present entitlement in accordance with the Constitution. As such, an investor's share of distributable income for a distribution period, which may include a share of realised capital and/or revenue gains (where applicable), will be based on their unit proportional entitlement as at the end of the relevant distribution period.

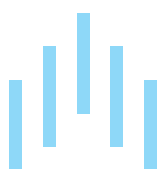
Each year the Fund will calculate its net income for tax purposes and this will be allocated to investors in proportion to their entitlement to distributable income from the Fund for that particular year. The net income allocated to investors by the Fund must be included in the investor's income tax return in the year in which the entitlement arises, even where the distribution is received in the following year.

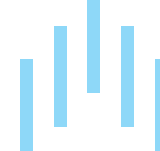
For completeness, if the Fund does not satisfy the MIT requirements, the Fund should continue to be a flow-through vehicle and therefore the tax outcomes should not be materially different for investors.

## 9.6 Tax reform

The comments above are based on the taxation legislation and administrative practice as at the issue date of this IM, together with changes to the taxation legislation as announced by the Government. However, it should be noted that the Australian tax system is in a continuing state of reform. Any reform of a tax system causes a degree of uncertainty, whether it be uncertainty as to the full extent of announced reforms, or uncertainty as to the meaning of new law that is enacted pending interpretation through the judicial process.

As these reforms may impact on the tax position of the Fund and its investors, it will be necessary to closely monitor the progress of these reforms, and it is strongly recommended that investors seek their own professional advice, specific to their own circumstances, in relation to the taxation implications of investing in the Fund.





Current reforms in progress include the ATO's revision of the Draft Privatisation and Infrastructure Framework. The ATO has issued draft guidance in its document titled "Privatisation and Infrastructure – Australian Federal Tax Framework (January 2017 Draft)" with respect to its views on what constitutes "control" for the purposes of Division 6C of the ITAA 36, and in particular the ATO's views on veto rights and their impact on control for the purposes of Division 6C of the ITAA 36. This is particularly relevant for the Fund in respect of the investments the Fund holds (directly or indirectly) in active trading businesses. The ATO has advised that it expects to reissue an amended draft of this framework. Palisade, in conjunction with its advisors, will continue to monitor any developments in this area.

## 9.7 Tax File Number / Australian Business Number

Providing a Tax File Number (**TFN**) is not compulsory. However, without an investor's TFN or appropriate exemption information, the Trustee is required to withhold tax from the investor's distributions at the highest marginal tax rate (plus Medicare levy) until a TFN or exemption is quoted. An Australian Business Number (**ABN**) may be used as an alternative to a TFN if the investment in the Fund is undertaken in the course of carrying out an enterprise. The Trustee is authorised under taxation laws to collect TFNs in connection with an investment in the Fund.

Please note, after 21 July each year, the law prevents the Trustee from refunding any tax deducted in the previous financial year. After this date, an investor will be entitled to claim a credit on assessment for the amount deducted or, if this is not appropriate, an investor can apply directly to the Commissioner of Taxation for a refund of the tax deducted.

Non-residents do not have to supply a TFN or ABN.

## 9.8 GST

The GST disclosures contained in this IM are of a general nature only.

Fees (including management and performance fees payable by the Fund to the Trustee), costs and expenses payable in respect of the management and operation of the Fund are, unless stated otherwise, disclosed in this IM, exclusive of GST.

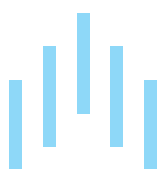
The management and performance fees payable by the Fund to the Trustee are set out in section 6 ('Fees and other costs'). GST will apply to the management and performance fees. These are taxable supplies for GST purposes, upon which the Trustee incurs a GST liability of one-eleventh of the total amount payable by the Fund for those services. GST will also apply to most other expenses incurred by the Fund.

Generally, the Fund cannot claim a credit for the GST paid but it may be entitled to claim a reduced input tax credit (**RITC**) on fees and other expenses. The Fund may not be entitled to claim a RITC for GST paid on some Fund expenses.

GST is not applicable to the acquisition of units in the Fund.

## 9.9 Foreign Account Tax Compliance Act (FATCA)

The United States (**US**) has introduced rules (known as FATCA) which are intended to prevent US persons from avoiding tax. Broadly, the rules may require the Fund to report details of all US persons and suspected US persons in the Fund to the US tax authorities, to prevent a 30% FATCA withholding tax on certain income and proceeds of the Fund. The Trustee may therefore request that investors and prospective investors provide certain information in order to comply with the requirements.







## 9.10 Common Reporting Standard (CRS)

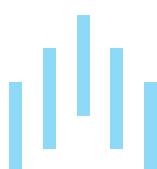
The CRS is the single global standard for the collection, reporting and exchange of financial information on foreign residents. This standard is intended to reduce international tax evasion and, following the introduction of the above mentioned FATCA rules in the US, represents the next significant wave of tax reporting for financial institutions and account holders. Similar to FATCA, under the CRS, Australian financial institutions and account holders are required to carry out due diligence procedures to identify the tax residence of account holders and report relevant data to the ATO. This information may then be shared by the ATO with tax authorities in other jurisdictions.

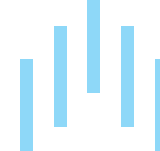
The CRS is often referred to as the global version of FATCA, and there are certain commonalities between the due diligence and reporting obligations. However, given the CRS is a global standard, the scope of the due diligence activities required to be carried out by financial institutions and account holders is much broader.

In order for the Fund to comply with the CRS, the Trustee may request that investors and prospective investors provide certain information, including the identification of their tax residency. This information, together with the details of distributions received by investors may then be shared with the tax jurisdictions in which those investors are resident of.

## 9.11 Stamp duty

The Trustee intends to manage the Fund in a manner such that no stamp duty will be payable in any jurisdiction on the issuance of units or any other changes in ownership of the Fund. In the unlikely event that any stamp duty does become payable, each investor will be liable to pay stamp duty in respect of their own units only. Each investor should obtain their own stamp duty advice prior to investing in the Fund.





# 10. Completing and lodging an application to invest

## 10.1 Completing an Application Form

To invest in the Fund an Eligible Investor should complete an Application Form. See section 7.1 for further information.

Please note:

- this IM is not a Product Disclosure Statement or disclosure document under the Corporations Act, and has been prepared for use only by Eligible Investors
- this IM is not required to be, and has not been, lodged with ASIC under the Corporations Act
- this IM may be updated, supplemented or replaced by the Trustee
- this IM can only be used by investors that are wholesale clients as defined in section 761G of the Corporations Act
- the minimum investment commitment is \$50,000 per Eligible Investor
- cash amounts are not accepted, however the Trustee reserves the right to determine other acceptable means of payment and
- investors will be required to provide information to satisfy the Trustee's obligations, including under the AML/CTF Law and tax laws.

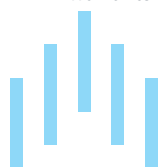
## 10.2 Authorised signatories

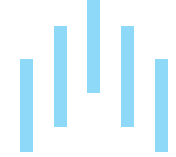
- For joint investors, all written changes including changing the account address and changing bank details must be signed by both joint investors unless the Trustee is subsequently notified otherwise in writing.
- For company investors, if the Trustee does not receive additional information, only the directors, company secretary or attorneys (in the case of execution under power of attorney) signing the Application Form will be the authorised signatories for the investment. Investors can add additional authorised signatories or change the authorised signatories by informing the Trustee in writing. Requests must be signed by all new authorised signatories.
- Authorised Representatives may also sign on behalf of investors – see section 7.3 ('Who else can operate my investment?') for further information.

## 10.3 Lodging an Application Form

By submitting an Application Form, an investor, amongst other things:

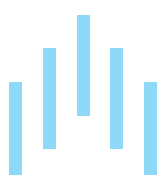
- warrants and represents that they are an Eligible Investor and, in the case of joint investors, each investor is an Eligible Investor
- warrants and represents that they have read and understand this IM and the Application Form, and agrees to be bound by the provisions of the Constitution of the Fund and the Application Form
- has read and understood the privacy disclosure as referred to in this IM and consents to their personal information being collected, held, used and disclosed in accordance with the privacy disclosure
- understands that the Trustee and Palisade may be required to pass on their personal information or information about their investment to the relevant regulatory authorities, including for compliance with AML/CTF Law or associated regulations and any tax-related requirements for tax residents of other countries and
- warrants and represents they do not hold any units in Palisade's Unlisted Infrastructure Trust.





## 10.4 Important information

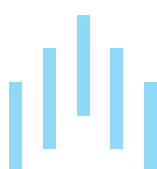
- In relation to trust investors, only the Trustee has rights and obligations under the Fund.
- Joint applicants will be assumed to be joint tenants unless otherwise notified to the Trustee.
- If signed under power of attorney, the attorney certifies that he or she has not received notice of revocation. The original power of attorney, or a certified copy, must be sent to the Registry Provider with the Application Form if it has not been previously provided.
- The Trustee has an absolute discretion to accept or reject any application for units in the Fund or for a redemption from the Fund in whole or in part.

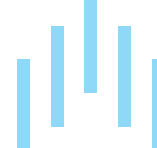




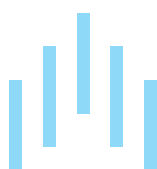
# 11. Glossary

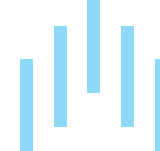
Term	Definition
<b>Accumulation Deficit</b>	<p>For a Year ending after 1 July 2024, means:</p> <ul style="list-style-type: none"><li>• the amount, if any, by which the Benchmark Return exceeds the Net Fund Return for that Year plus</li><li>• the result, if it is greater than zero, obtained by deducting the amount, if any, by which the Net Fund Return exceeds the Benchmark Return for the calculation period from the amount calculated in accordance with this definition for the Year immediately preceding the calculation period</li></ul> <p>For a Year ending prior to 1 July 2024, means zero.</p>
<b>Adjusted NAV</b>	<p>Net Asset Value adjusted for the following items:</p> <ul style="list-style-type: none"><li>• deducting the total value of Trust Property other than Relevant Investments and</li><li>• adding back the total value of trust liabilities other than any trust liabilities attributable to Allocated Equity or any derivative transaction or contract.</li></ul>
<b>Allocated Equity</b>	<p>Any amounts irrevocably committed (but not yet paid) by the Trustee (in its capacity as responsible entity of the Fund) to directly or indirectly acquire, develop, fund or otherwise invest into infrastructure assets</p>
<b>AML/CTF Law</b>	<p><i>Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)</i></p>
<b>Application Form</b>	<p>The application form for investors to apply to invest in the Fund in the form determined by the Trustee from time to time</p>
<b>ASIC</b>	<p>Australian Securities and Investments Commission</p>
<b>Authorised Representative</b>	<p>Person(s) nominated by an investor to give any instruction or notice to the Trustee</p>
<b>Authorised Representative Form</b>	<p>The form to be completed by an investor nominating their Authorised Representative</p>
<b>Average Adjusted NAV</b>	<p>In relation to a Year, the monthly average of the Adjusted NAV for the Year (that is, the sum of the Adjusted NAV for each month of the Year divided by 12)</p>
<b>Benchmark Return</b>	<p>6.5% pa</p>
<b>Constitution</b>	<p>The trust deed of the Fund dated 30 August 2023</p>
<b>Corporations Act</b>	<p><i>Corporations Act 2001 (Cth)</i></p>
<b>Eligible Investors</b>	<p>Wholesale clients as defined in section 761G of the Corporations Act and who do not hold units in Palisade's Unlisted Infrastructure Trust</p>
<b>Extraordinary Resolution</b>	<p>A resolution of the unitholders of the Fund passed with 75% or more of the total votes that may be cast by all unitholders (including unitholders who are not present in person or by proxy)</p>
<b>FIRB</b>	<p>Foreign Investment Review Board</p>



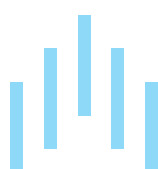


Term	Definition
Fund	Palisade's Feeder Infrastructure Trust ARSN 673 971 269
Fund Return	<p>The percentage difference between the Adjusted NAV at the end of the Year less the Adjusted NAV at the start of the Year, modified for the following items occurring during the relevant Year:</p> <ul style="list-style-type: none"><li>• adding back to the Adjusted NAV at the end of the Year any income (including franking credits) or capital received or receivable by the Trustee during the Year to the extent attributable to any Relevant Investment;</li><li>• adding back to the Adjusted NAV at the end of the Year any fee rebates attributable to any Relevant Investment received or receivable by the Trustee during the Financial Year; and</li><li>• deducting from the Adjusted NAV at the end of the Year any amounts paid by the Trustee in respect of any Relevant Investment (including the issue or acquisition price of a Relevant Investment and the settlement of any derivative transaction or contract).</li></ul>
GST	Goods and Services Tax
IM	This information memorandum of the Fund dated 24 January 2024
IMA	The investment management agreement under which Palisade is appointed as the investment manager of the Fund
Invested Capital	The sum of the NAV and the Allocated Equity
Investment Manager or Palisade	Palisade Investment Partners Limited (ABN 32 124 326 361)
Liquid	The Fund has sufficient liquid assets (as defined by section 601KA) to be considered 'liquid' for the purposes of Part 5C.6 of the Corporations Act.
Management Fee Rate	1.20% pa of Invested Capital
Minimum Balance	means the amount of \$50,000
NAV or Net Asset Value	The value of the Trust Property less the accrued expenses and other liabilities of the Fund at that time determined in accordance with the Constitution of the Fund
Net Fund Return	For a Year, the sum (expressed as a percentage) of the Fund Return less the Management Fee Rate (or the pro rata proportion of such amount for any Year of less than 12 months)





Term	Definition
PDIF	Palisade's Diversified Infrastructure Fund, comprising the following three unlisted stapled unit trusts: <ul style="list-style-type: none"><li>• Palisade's Diversified Infrastructure Fund No. 1 (ARSN 106 369 779);</li><li>• Palisade's Diversified Infrastructure Fund No. 2 (ARSN 111 225 042); and</li><li>• Palisade's Diversified Infrastructure Fund No. 3 (ABN 94 256 751 509).</li></ul>
PIC	Palisade Investment Committee
PIMS	Palisade Integrated Management Services Pty Ltd (ABN 37 606 141 119), Palisade's operational management team
Pinnacle	Pinnacle Investment Management Limited (ABN 66 109 659 109)
Redemption Window	has the meaning given in section 7.2
Registry Provider	One Registry Services Pty Limited (ABN 69 141 757 360)
Relevant Investment	Each item of Trust Property comprising securities, financial instruments or other financial products (excluding any cash and cash equivalents)
Special Resolution	A resolution of unitholders in the Fund passed by at least 75% of the votes cast by unitholders entitled to vote on the resolution
TFN	Tax File Number
Trust Property	All the property, rights and income of the Fund
Trustee	Pinnacle Fund Services Limited (ABN 29 082 494 362, AFSL 238371)
Year	A 12 month period commencing on 1 July and ending 30 June





# For more information, contact us

## Contact details

### C/- Pinnacle Investment Management

**Post** Palisade's Feeder Infrastructure Trust  
C/- Pinnacle Investment Management  
PO Box R1313 Royal Exchange NSW 1225

**Phone** 1300 010 311

**Email** invest@pinnacleinvestment.com

## 12. Disclaimer

This IM contains a summary of the terms of the investment opportunity and features of the Fund. However, it should be read in conjunction with the Constitution of the Fund, a copy of which can be obtained from the Trustee free of charge. Nothing in this IM limits or qualifies the powers and discretions conferred on the Trustee or the Investment Manager of the Fund except as provided for in the Constitution. In the event of any inconsistency between the Constitution and this IM, the Constitution shall prevail. Information in this IM is qualified in its entirety by reference to the information in the Constitution.

This IM may not contain all the information that a prospective investor or their adviser may expect or require in order to make an informed decision as to whether to subscribe for units in the Fund. Prospective investors should rely upon their own enquiries in deciding whether to invest. No personal financial product advice is given in this IM and Pinnacle Fund Services Limited is not licensed to provide financial product advice in relation to interests in managed investment schemes. There are no cooling off rights in relation to the acquisition of units in the Fund.

This IM is not, and under no circumstances is it to be construed as, a prospectus or Product Disclosure Statement and the offering contemplated in this IM is not, and under no circumstances is it to be construed as, a public offering of the units. The delivery of this IM does not imply that the information contained in it is correct as at any time subsequent to the date of this IM, unless otherwise indicated. The Trustee reserves the right to modify any of the terms of the investment opportunity described in this IM. In addition, the Trustee may amend or withdraw this IM at any time and may issue a new or an amended IM from time to time. In such circumstances, any existing unitholders of the Fund who continue to hold units are taken to have acknowledged and accepted the application of the new or amended IM. No representation or warranty, express or implied is made in relation to the accuracy or completeness of the information provided in this document or any other information concerning the Trustee, Palisade, their agents or the Fund otherwise provided to an Eligible Investor.

Forward looking statements in this IM (including statements of intention and projections) are made only as at the date of this IM based on current expectations and beliefs but involve risks, uncertainties and other factors beyond the control of the Trustee or the Investment Manager which may cause actual outcomes to be materially different. Assumptions underlying such statements involve judgements which may be difficult to accurately predict. Therefore, such forward looking statements included in this IM may prove to be inaccurate and should not be relied upon as indicative of future matters.

Investors should also consider the tax implications of investing in the Fund. It is recommended that Eligible Investors seek and rely on independent professional taxation advice in assessing the tax implications of their potential investment in the Fund. A tax adviser will be able to assist investors in this regard.

Neither Palisade nor the Trustee guarantees the performance of the Fund, the return of an investor's capital or any specific rate of return.

This IM has been prepared based on information available (at the time of preparation) and from sources believed to be reliable. While the Trustee, Palisade and their respective directors, employees, advisers and consultants (each a Relevant Affiliate) have taken care in the preparation of the information within this IM, to the maximum extent permitted by law, the Trustee, Palisade and the Relevant Affiliates do not warrant or represent (expressly or impliedly) as to the adequacy, accuracy, timeliness, reliability, completeness or reasonableness of the information in this IM (including any of the assumptions, information, opinions, estimates or forecasts). To the maximum extent permitted by law, the Trustee, Palisade and the Relevant Affiliates do not accept any liability or responsibility for any loss or damage (however caused including without limitation negligence) arising from reliance placed on information contained in this IM.

By retaining this IM, a recipient agrees that it waives, and will not take any action in relation to (and that it will procure that each of its associates each waive and will not take any action in relation to), any rights (howsoever arising) that it may have against the Trustee, Palisade or any Relevant Affiliate in relation to the IM or its contents. Each recipient agrees to submit to the jurisdiction of the courts of New South Wales in respect of any disputes, actions, suits, demands, claims or proceedings in connection with this IM or its contents.

This IM is not a recommendation to invest and does not take into account the investment objectives, financial situation or particular needs of investors. Before making an investment in the Fund an investor should read this IM in its entirety, consider whether such an investment is appropriate to their particular investment objectives, financial situation and needs, and consult an investment adviser or other professional adviser if necessary.

Any reference in this IM to the Application Form or its terms is a reference to the template of that document provided to investors by the Trustee and the terms contained therein. Any such reference is made by the Trustee on the basis that the template Application Form may be subject to amendment, following which, it may cease to be consistent with the references made to the Application Form or its terms in this IM.



