

The background of the top half of the page is a photograph of two large, classical stone columns in a dimly lit interior. The columns are made of a light-colored stone, possibly marble or limestone, and have a fluted design. The lighting is dramatic, with strong shadows and highlights, creating a sense of depth and grandeur. The columns are positioned on the left and right sides of the frame, with a checkered floor visible at the bottom.

# WINGATE

A CapitalLand Investment Group Company

# Wingate Corporate Horizon Fund

## INFORMATION MEMORANDUM

JUNE 2025

*This Information Memorandum dated 11 June 2025 has been prepared and issued by Wingate Corporate Credit Fund Pty Ltd ACN 641 501 466 (**Trustee**), in relation to an offer of ordinary units. (**Units**) in the proposed Wingate Corporate Horizon Fund (**Fund or Horizon**). The Trustee will appoint Wingate Corporate Investment Management Pty Ltd ACN 641 500 585 (**Manager**) as investment manager of the Fund. The Trustee and the Manager are corporate authorised representatives of Wingate Financial Services Pty Ltd (**WFS**) ABN 69 106 480 602, AFSL No. 276899. Any offers of Units are made by the Manager, pursuant to an intermediary authorisation (in accordance with section 911A(2)(b) of the Corporations Act 2001 (Cth) (**Corporations Act**) under an arrangement between WFS, the Manager and the Trustee, whereby the Manager (as a corporate authorised representative of WFS) makes offers to arrange for the issue, variation or disposal of Units; and the Trustee issues, varies or disposes of Units, if such offers are accepted. In preparing this Information Memorandum, the Trustee has not taken into account the investment objectives, needs or financial position of any recipient. Before making an investment decision on the basis of this Information Memorandum, a recipient should consider whether investing in the Fund is suitable to their individual circumstances and seek professional advice. This Information Memorandum is for distribution only to wholesale clients as set out in the Corporations Act 2001 (Cth). It is not intended for, and should not be distributed to, any other person and it must not be distributed to any person who is a retail client for the purpose of the Corporations Act - **recipients should read this Information Memorandum carefully and in its entirety, including the "Important Notice" on page 28. This Information Memorandum is confidential and the recipient must not share it with any other person without the prior consent of the Manager. As at the date of this Information Memorandum, the Fund has not yet been established and there is no guarantee that it will proceed.***



---

## Contents

Fund Highlights.....	3
Introduction to Private Credit .....	5
Summary of Private Credit Opportunity .....	6
Investment Mandate.....	7
Overview of Wingate.....	9
Overview of CapitaLand Investment (CLI) .....	9
Overview of Wingate Corporate Investments (WCI).....	10
Track Record.....	11
Access to Existing Wingate Investments .....	16
WCI Team .....	17
Investment Process .....	19
Investment Terms .....	20
Fund Structure.....	24
Risk Factors.....	25
Important Notice.....	28



# Fund Highlights



## Wingate's First Open-Ended Fund Dedicated to Corporate Private Credit

The Wingate Corporate Horizon Fund (**Horizon** or the **Fund**) leverages our track record in corporate private credit, which has generated net returns of **~12.3% p.a. on ~\$1.0b of capital deployed since inception (2018)**<sup>1</sup>.



## Targeting Compelling Risk-Adjusted Net Returns

The Fund aims to generate strong risk-adjusted net returns of **1-month BBSW<sup>2</sup> + 6.0% per annum**<sup>3</sup>, with potential equity-linked upside through options and warrants<sup>4</sup>.



## Proprietary Deal Flow

Our team has access to proprietary deal flow through **strong relationships with banks, sponsors, advisers, and corporate executives**.



## Experienced Team with Differentiated Expertise

Led by Managing Director Selwyn Schroeder, **Wingate Corporate Investments (WCI)** has **extensive experience in complex workout situations**, ready to navigate the uncertain economic backdrop.



## Robust Asset Class

WCI's prior private credit investments have provided **attractive returns with secured downside protection**.<sup>5</sup> Considered a defensive asset class, private credit seeks to provide investors capital preservation, contracted income streams and benefits from an elevated interest rate environment.



## Alignment with Wingate and CapitaLand Investment (CLI)

**To ensure alignment with co-investors, Wingate or its parent company, CLI, will make a seed investment in Horizon** and will adopt a simple and transparent fee structure.

<sup>1</sup> See page 16. Data as at 31 December 2024. WCI (as defined below) returns reflects the weighted average gross Internal Rate of Return (IRR) of ~13.5%, across all realised investments since strategy inception net of an illustrative 1.25% management fee, pro forma for the Horizon structure. This IRR is prior to tax, performance fees and any potential equity upside from shares or warrants. Floating rate loans are priced with reference to the 1-Month Bank Bill Swap Rate which may increase or decrease over time, which may respectively increase or decrease the yield. This Information Memorandum will not be updated upon the release of data relating to the quarter ending 31 March 2025 but potential investors may contact the Trustee to request information regarding returns for that period. Returns are based on unaudited returns. Past performance is not necessarily indicative of future results. Past performance is not necessarily indicative of future results.

<sup>2</sup> BBSW is the 1-month Bank Bill Swap Rate.

<sup>3</sup> This is a pre-tax and after all fees and costs target only and the Fund may not be successful in achieving these returns.

<sup>4</sup> Horizon may not be successful in achieving these returns.

<sup>5</sup> Past performance is not necessarily indicative of future results.





# Fund Overview

Building on the success of Wingate's three closed-ended corporate credit funds, Horizon marks Wingate's first open-ended fund dedicated to corporate credit.

Horizon will provide co-investors with access to a diversified portfolio of high-quality corporate private credit opportunities, targeting a return of 1m BBSW + 6% p.a. (net of fees and expenses).<sup>6</sup>

## SUMMARY

From its inception in 2004, Wingate has opportunistically invested in corporate private credit, leading to the launch of **Wingate Corporate Investments (WCI)** in 2018. WCI focuses on originating, structuring, and managing direct lending opportunities across Australia and New Zealand, and to date has primarily targeted opportunistic, event-driven financings in the middle-market segment.

Since 2018, WCI has cumulatively financed commitments of ~\$1.0b across a breadth of industries and funding purposes, achieving annualised net returns of ~12.3%<sup>7</sup> (excluding equity upside) with nil capital losses.

## INVESTMENT PROFILE

Horizon will provide investors with exposure to direct lending opportunities across Australia and New Zealand, capitalising on the funding gap left by traditional lenders in the market.

Horizon will provide financing on a direct (bilateral) or club (syndicate) basis to borrowers seeking capital for a range of purposes, including direct lending (opportunistic credit and sponsor-backed finance) and structured credit (specialised finance and asset-backed lending). All investments will be secured, with a strong preference for senior security.

Horizon may enhance investor returns through equity warrants and/or options as part of its facilities. Most investment will pay cash interest. In certain situations, interest may be paid in-kind (PIK), meaning the interest amount is added to the principal balance of the loan.

To ensure alignment with co-investors, Wingate's parent company, CLI, is anticipated to make a seed investment in Horizon. Horizon may participate in investments alongside other investors, the Wingate balance sheet, and other Wingate-managed funds and may also buy or seek investment among these entities.

## KEY FEATURES

<b>Term and Investment Period</b>	The Fund is an open-ended / 'evergreen' Australian domiciled unregistered unit trust
<b>Target Return</b>	1-month BBSW + 6% p.a. return (after all fees and costs). <sup>8</sup>
<b>Distributions</b>	All realised net income of the Fund is expected to be distributed to investors quarterly. Distributions may be reinvested or paid in cash depending on the election made by an investor. The Trustee may make distributions of unrealised income in its absolute discretion.
<b>Alignment</b>	CLI is anticipated to initially commit capital to and co-invest in the Fund pari passu with other investors.
<b>Leverage</b>	The Fund may be permitted to use leverage up to either (a) 35% of the Fund's aggregate capital or (b) 50% of the Fund's exposure to any individual position.
<b>Geography</b>	Australia and New Zealand.
<b>Management Fees</b>	1.25% p.a. (exclusive of GST) of the net asset value of the Fund.
<b>Performance Fees</b>	20% above a hurdle of 1-month BBSW <sup>9</sup> + 4.0% p.a. investor return (before Performance Fees, but after Management Fees and expenses). The performance fee is subject to a High Water Mark.
<b>Redemptions</b>	After a 24-month initial term (from inception of the Fund), co-investors will be able to request redemptions every 6 months with 90 days' notice, subject to limits and Trustee discretion – see page 22 for further detail.
<b>Auditor</b>	Ernst and Young on an annual basis.

<sup>6</sup> This is a pre-tax target only and Horizon may not be successful in achieving these returns.

<sup>7</sup> Data as at 31 December 2024. WCI returns reflects the gross weighted average IRR (~13.5%), across all realised investments since strategy inception net of a 1.25% management fee (pro forma for Horizon). This IRR is prior to tax, performance fee and any potential equity upside from shares or warrants. Floating rate loans are priced with reference to the Bank Bill Swap Rate which may increase or decrease over time, which may respectively increase or decrease the yield. Past performance is not necessarily indicative of future results.

<sup>8</sup> BBSW is the 1-month Bank Bill Swap Rate. This is a pre-tax target only and Horizon may not be successful in achieving these returns.

<sup>9</sup> For this purpose, BBSW is the 1-month Bank Bill Swap Rate at or about 10.30am (Sydney time) on the first Business Day of each calendar month.

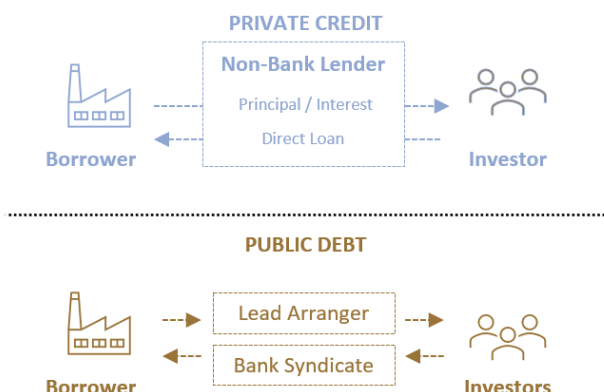
# Introduction to Private Credit

Private credit is considered a defensive asset class, seeking to provide investors capital preservation, contracted income streams and benefits from an elevated interest rate environment.

## INTRODUCTION

Private credit involves a lending agreement negotiated directly between a borrower and a non-bank financier or other institutional capital provider. It features custom terms and covenants tailored to the borrower's requirements. This differs from public bond markets or traditional bank lending.

Private credit transactions are often proprietary in nature, with pricing and overall structure based on the needs of both the investor (lender) and the borrower. In contrast, public debt issuances are conducted on exchanges and involve prolonged syndication processes and delayed price discovery and rating requirements.



## BENEFITS OF PRIVATE CREDIT

### Capital Preservation

Secured position offers enhanced downside protection compared to equity.

### Predictable Income

Typically stable/predictable income streams through contracted agreements, providing regular cash flow.<sup>10</sup>

### Inflation Hedge

Floating-rate credit, linked to base rates, is well-suited to perform in high interest rate environments.

### Bespoke Terms Relative to Public Markets

Tailored to meet specific needs of lenders and borrowers, enhancing return while mitigating risk.

### Lower Correlation to Public Markets

Less correlated with public bond and equity markets, providing portfolio diversification benefits.

### Access to Unique Opportunities

Access to proprietary deals and opportunities that are not available in public credit markets.

## TYPES OF PRIVATE CREDIT

### Direct Lending

Direct lending to corporate or private equity-backed businesses anchored to cash flows, enterprise value and/or assets. Includes event-driven/opportunistic credit.

### Real Estate Credit

Financing of the purchase or development of real estate assets.

### Specialised Finance

Structured funding solutions secured against loan receivables or other financial or hard assets.

### Distressed Debt

Financing the turnaround and/or recapitalisation of a distressed company, typically buying discounted debt to convert to equity.

### Infrastructure Credit

Financing the purchase or development of infrastructure projects.

### Venture / Growth Credit

Debt is used to finance start-up companies seeking to avoid equity dilution following successful early fundraising rounds.

The focus area for Horizon – refer to page 7 for further information.

<sup>10</sup> Returns may increase or decrease depending on the performance of those investments, including if a borrower fails to pay interest and/or repay principal.

# Summary of Private Credit Opportunity

Tighter regulations and costly capital adequacy requirements have led to banks pulling back from traditional middle-market lending, creating increased demand for alternative, more flexible sources of capital.

## OVERVIEW OF RECENT TRENDS

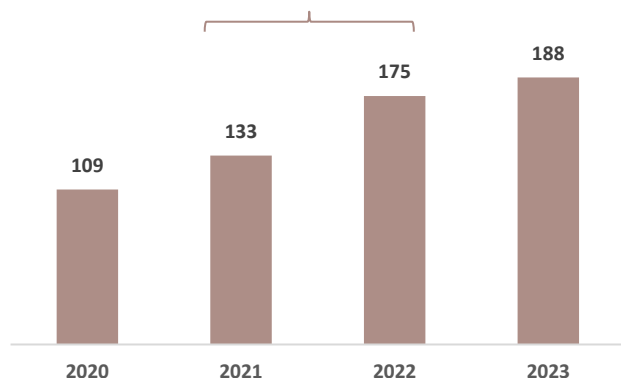
Regulatory tightening on banks, particularly authorised deposit-taking institutions (ADIs) in Australia and abroad, has reshaped the credit landscape. Loans that were once the domain of traditional lenders are increasingly being funded by non-bank institutions. This shift, accelerated by the 2007–2008 financial crisis, has opened the door to institutional capital managers offering bespoke lending solutions.

In Australia, private credit has grown rapidly, reaching ~\$188 billion in 2023, an annualised growth rate of ~20% since 2020<sup>11</sup>. As of 2023, around 15% of SME lending came from non-bank sources<sup>12</sup>.

In Wingate's experience, private credit's appeal to investors lies in its floating-rate structure, lower correlation to public markets, and strong downside protections, such as collateral, covenants, and equity buffers. In a volatile macroeconomic environment, private credit investments can offer a compelling mix of defensiveness, income, and control.

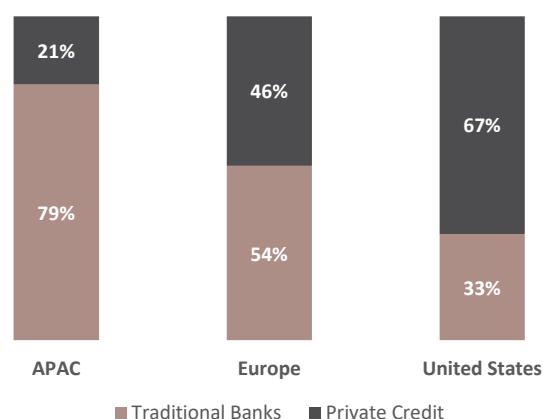
## AUSTRALIAN PRIVATE CREDIT (FUM, A\$B)<sup>13</sup>

~32% growth following rapidly rising interest rates, enhancing the attractiveness of floating rate credit.



With deep expertise in private credit, Wingate is well-positioned to capitalise on the near-term opportunities, and play a leading role in driving market penetration towards levels seen in the US and Europe.

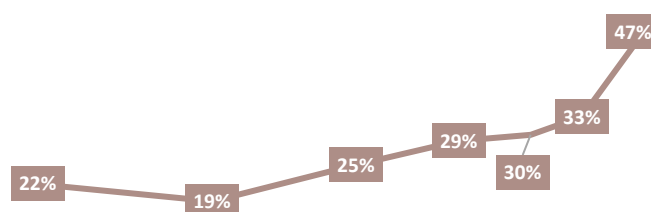
## PRIVATE CREDIT MARKET SHARE (%)<sup>14</sup>



In Australia, traditional banks have historically dominated the lending market, despite non-bank lenders taking up a large share of international funding markets. In 2023, KKR reported that private credit comprises ~21% of total lending in the Asia-Pacific (APAC) region, compared to ~50% - 70% in the US and Europe<sup>15</sup>. This indicated a significant runway for growth in the asset class across APAC at that time.

## SME'S CONSIDERING PRIVATE CREDIT (%)<sup>16</sup>

The popularity of non-bank lenders among Australian SME's has steadily increased, with ~47% of small businesses now considering alternative sources of capital due to the flexibility, speed and bespoke nature of the offering.



<sup>11</sup> EY – "Annual Australian Private Debt Market Update for 2024"

<sup>12</sup> Reserve Bank of Australia, 2023.

<sup>13</sup> EY – "Annual Australian Private Debt Market Update for 2024"

<sup>14</sup> KKR – "Private Credit in APAC: A Region on the Rise", November 2023.

<sup>15</sup> Bank of International Settlements, 2023.

<sup>16</sup> Scotpac SME Growth Index, October 2023.



# Investment Mandate

Horizon will provide investors with exposure to a diversified portfolio of private credit investments across Australia and New Zealand, targeting Direct Lending and Structured Credit opportunities.

Horizon will invest on a direct (bilateral) or club (syndicate) basis to borrowers seeking capital for a range of purposes. The fund is focused on delivering stable, attractive, risk-adjusted returns, with an emphasis on capital preservation. It will maintain an industry-agnostic approach, investing only following rigorous due diligence and, where possible, underpinned by best-practice legal documentation from the Asia Pacific Loan Market Association.

*Horizon will broadly target the following categories:*

Category	Overview	Illustrative Net Returns <sup>17</sup>	Target Portfolio Concentration <sup>18</sup>
<b>Direct Lending</b>			
<b>Mid-Market / Opportunistic Credit</b>	<ul style="list-style-type: none"><li>- Flexible, event-driven financing to middle-market borrowers for a range of situations.</li><li>- May include strategic initiatives such as mergers and acquisitions, refinancings or turnarounds aimed at driving long-term value creation, where WCI have a high degree of conviction in the outcome.</li><li>- Capital may also be used to manage exogenous shocks, where working capital support and bridging finance are required. While WCI will not directly pursue loan-to-own strategies, investments may include equity-linked upside.</li></ul>	<b>1m BBSW + 6% - 10%</b> (Excluding equity upside)	35-45%
<b>Sponsor-Backed Finance</b>	<ul style="list-style-type: none"><li>- Direct lending to private equity-backed businesses anchored to cash flows, enterprise value and/or assets, typically to fund an acquisition, refinancing, or optimisation of the capital structure.</li><li>- While direct lending to profitable enterprises is typically lower-yielding in nature, Horizon's anticipated fund finance facility will allow WCI to use leverage to deliver more attractive risk-adjusted returns to investors.</li></ul>	<b>1m BBSW + 4% - 6%</b> (Unlevered)  <b>1m BBSW + 6% - 8%</b> (Levered)	20-30%
<b>Structured Credit</b>			
<b>Specialised Finance</b>	<ul style="list-style-type: none"><li>- Structured credit solutions to non-bank lenders, secured against loan receivables and other financial assets. Underlying loan receivables may be issued by private and public warehouse trusts, typically providing investor-friendly attributes such as comprehensive covenants, structural downside protections and diversity in underlying assets.</li><li>- Given return hurdles, Horizon will predominantly target senior positions for emerging originators/servicers and mezzanine positions for those who are well-established.</li></ul>	<b>1m BBSW + 6% - 8%</b>	20-25%
<b>Asset-Backed Finance</b>	<ul style="list-style-type: none"><li>- Structured, asset-backed finance to corporates, secured against physical assets such as fleet, commercial equipment, yellow goods, livestock and other assets.</li><li>- Typically structured as a borrowing base facility, sized with reference to fair market and/or orderly liquidation values of underlying collateral.</li></ul>	<b>1m BBSW + 6% - 10%</b>	

<sup>17</sup> Illustrative returns net of a 1.25% management fee but prior to performance fees and other expenses. Horizon may not be successful in achieving these returns.

<sup>18</sup> Portfolio concentration between structured credit and mid-market / opportunistic credit based on historical WCI deployment data. Sponsor-Backed Finance concentration based on observed pipeline opportunities and WCI's estimate.



---

## Investment Mandate (cont.)

WCI's focus on capital preservation means we prefer senior, secured positions. However, Horizon may also invest in mezzanine and junior instruments when appropriate, including mezzanine positions in warehouse structures and larger sponsor-backed businesses.

Horizon may receive equity warrants and/or equity options as part of its facilities, which may further enhance investor return, though it will not directly invest in the ordinary equity of businesses. Horizon may also invest in publicly traded debt, notes, bonds and other Wingate open-ended funds, primarily used to preserve yield and liquidity in times of surplus capital. Additionally, Horizon may also invest in other public, private or over-the-counter debt securities.

Horizon will aim to provide a diversified portfolio of assets and, following a "ramp-up" period of 36 months from inception, will maintain the following concentration limits<sup>19</sup>:

- maximum counterparty exposure of 15%;
- maximum industry exposure of 25% (with the exception of financial services, which will have a maximum industry exposure of 30%);
- minimum senior exposure of 75%; and
- maximum New Zealand borrower exposure of 15%.

Horizon may invest in AUD, NZD and USD securities and instruments issued by companies domiciled in Australia and New Zealand. It retains the ability to utilise hedging strategies to mitigate investment risk, primarily related to currency.

The concentration limits will be monitored and reviewed by the Trustee as the Fund scales. Further concentration limits and refinements to initial limits will be periodically evaluated.

---

<sup>19</sup> Concentration limits may be amended from time to time at the Trustee's discretion.





# Overview of Wingate

Wingate is a leading Australian private credit investment manager that specialises in real estate and mid-market corporate debt solutions.

## OVERVIEW

Wingate, a CapitaLand Investment (CLI) Group Company, is a leading Australian private credit investment manager that specialises in real estate and mid-market corporate debt solutions. Wingate's investors include global financial institutions, local and international family offices and private individuals. Our success is built on our ethical approach, deep capabilities in debt and our ability to inspire trust in our partners.

Founded in 2004, Wingate's investment philosophy is backed by our dedicated teams with expertise in real estate and corporate credit. Each investment is underpinned by a rigorous risk management framework, which has enabled the delivery of strong returns and sustainable growth for our co-investors through economic cycles.

Committed to fostering long-term, trusted relationships, we uphold a deep sense of responsibility towards our people, co-investors, shareholders, and business partners.

Wingate's balance sheet and Wingate's executives participate either directly or indirectly in all investments made through Wingate funds, ensuring interests are always aligned.

*Management of third-party capital through dedicated funds*

### Wingate Property

- Debt solutions for property owners and developers.
- Comprises debt financing and JV equity development.

### Wingate Corporate Investments

- Debt solutions for businesses across a range of industries. Further information is provided on page 12.
- **WCI is the Manager of Horizon.**

# Overview of CapitaLand Investment (CLI)

In June 2025, CLI, a leading global real asset manager completed the strategic acquisition of Wingate.

Headquartered and listed in Singapore in 2021, CapitaLand Investment Limited (CLI) is a leading global real asset manager with a strong Asia foothold. As at 31 March 2025, CLI had S\$117 billion of funds under management held via stakes in seven listed real estate investment trusts and business trusts and a suite of private real asset vehicles that invest in demographics, disruption and digitalisation-themed strategies. Its diversified real asset classes include retail, office, lodging, industrial, logistics, business parks, wellness, self-storage, data centres, private credit and special opportunities.

CLI aims to scale its fund management, lodging management and commercial management businesses globally and maintain effective capital management. As the investment management arm of CapitaLand Group, CLI has access to the development capabilities of and pipeline investment opportunities from CapitaLand Group's development arm. In 2025, CapitaLand Group celebrates 25 years of excellence in real estate and continues to innovate and shape the industry. [www.capitalandinvest.com](http://www.capitalandinvest.com)



# Overview of Wingate Corporate Investments (WCI)

WCI structures and provides flexible debt solutions to businesses led by strong management teams that demonstrate a strong track record, asset backing, stable earnings and/or growth potential.

## OVERVIEW

WCI operates Wingate's middle-market direct lending activities across Australia and New Zealand.

WCI's team comprises eight investment professionals across Melbourne and Sydney, each with extensive experience across domestic and international private credit markets.

WCI has been a key growth area within the broader Wingate business. It has a demonstrated track record having cumulatively financed ~\$1.0b since inception while achieving annualised net returns of ~12.3%.<sup>20</sup>

Wingate's balance sheet and Wingate executives participate directly or indirectly in all investments made through Wingate Funds, ensuring interests are aligned.

## KEY WCI METRICS<sup>21</sup>

**\$0.4b**

Active investments under management

**\$1.0b**

Cumulative amount financed since WCI inception (2018)

**12.3%<sup>22</sup>**

Net IRR since inception in 2018 (excluding establishment fees and equity upside through warrants/options)

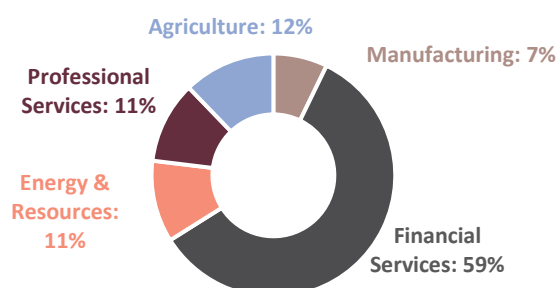
**8**

**Investment professionals**

Located across Wingate's Melbourne and Sydney offices

## CURRENT PORTFOLIO BY INDUSTRY

WCI invests across industries, subject to the strength of the underlying borrower. WCI specialises in the financial services sector, with private equity experience in building and growing lending businesses.



## SUMMARY OF WCI FUNDING TO DATE

WCCF1	<ul style="list-style-type: none"><li>All capital successfully returned to investors achieving a net IRR of ~12.4%<sup>23</sup>.</li><li>Fund size of A\$65.3m (Aug-2020). Deployed into seven investments.</li></ul>
WCCF2	<ul style="list-style-type: none"><li>Closed to Investors, fully deployed into ten investments. Fund size of A\$79.4m.</li><li>Net IRR since inception of 13.9%<sup>24</sup>, with 54% of investments having been realised.</li></ul>
WCCF3	<ul style="list-style-type: none"><li>Closed to investors, ~73% deployed into five investments. Fund size of A\$46.9m. Net IRR since inception of 10.9%<sup>25</sup>, with no investments having yet been realised.</li></ul>
WIP (Open-ended)	<ul style="list-style-type: none"><li>Wingate's diversified, open-ended debt fund. AUM of \$1.01b (Apr-25). WCI managed investments represent ~18% of WIP's portfolio.</li></ul>

As an open-ended fund, the intention is to scale Horizon substantially over time, providing investors with greater diversification relative to the WCCF series.

<sup>20</sup> Data as at 31 December 2024. WCI returns reflects the gross weighted average IRR (13.5%), across all realised investments since strategy inception, net of an illustrative 1.25% management fee (proforma for Horizon). This IRR is prior to tax, performance fees and any potential equity upside from shares or warrants. Past performance is not necessarily indicative of future results.

<sup>21</sup> Data as at 31 December 2024.

<sup>22</sup> As above.

<sup>23</sup> Data as at 6-May 2025. Reflects the IRR, across all realised investments. Net Investor Return is pre-tax, post fees and costs and excludes unrealised potential equity upside from unlisted shares or warrants. Historical returns may not be reflective of future returns.

<sup>24</sup> Data as at 31 December 2024. Returns are pre-tax, post-costs and exclude the expected positive impact of exit fees, potential equity upside and performance fees. Past performance is not necessarily indicative of future results.

<sup>25</sup> As above.

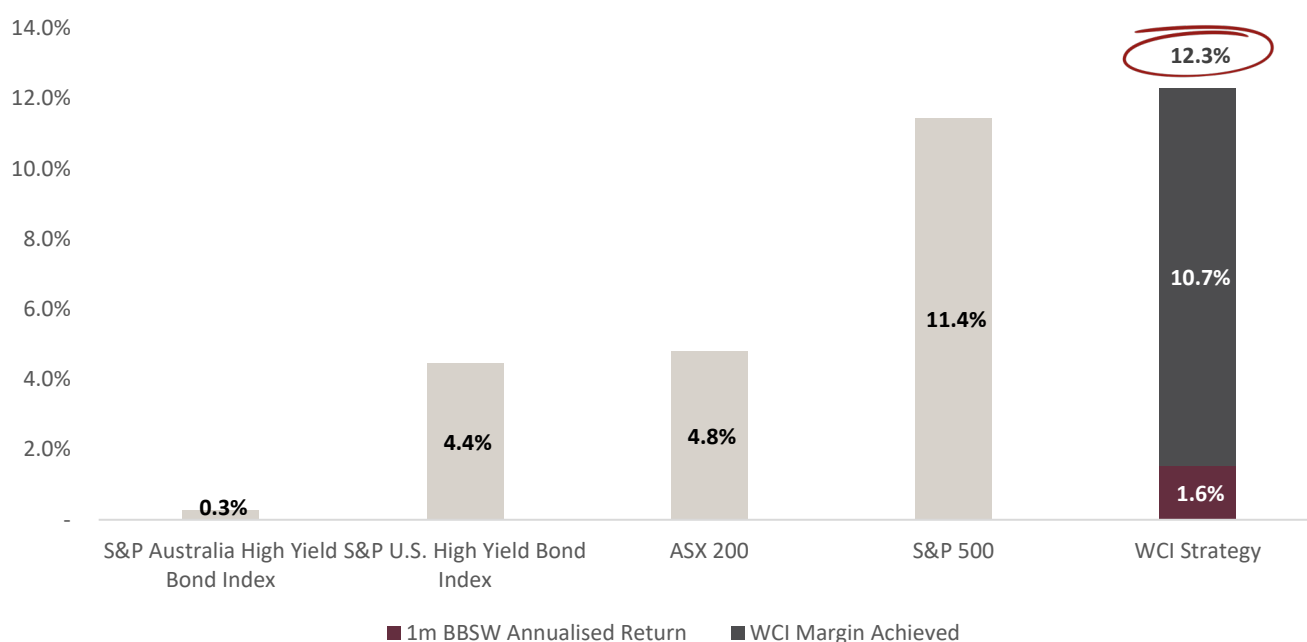


# Track Record

## WCI HISTORICAL PERFORMANCE

WCI has a strong track record investing in direct lending and structured credit opportunities across Australia and New Zealand, with a key focus on capital preservation.

### ANNUALISED NET RETURNS ACHIEVED BY WCI SINCE STRATEGY INCEPTION (2018)<sup>26</sup>



## WCI DETAILED FUND SNAPSHOT

Fund <sup>27</sup>	Fund Size	Capital Called	Current Positions <sup>28</sup>	Net IRR	Cash Yield (Net) <sup>29</sup>	Effective Current Yield (Gross) <sup>30</sup>
WCCF 1 (Repaid)	\$65.3m	100%	Fully Repaid	12.4%	12.4%	n/a (Repaid)
WCCF 2	\$79.4m	100%	4 active (6 repaid)	13.9%	12.7%	15.6%
WCCF 3 (First deployed Dec-2023)	\$46.9m	74%	4	10.9%	10.6%	13.0%
<b>Aggregate WCI Investments<sup>31</sup></b> (since inception, including through WIP)	<b>\$1.0b</b>		<b>45 (total)</b>	<b>12.3%</b>	<b>n/a</b>	<b>n/a</b>

<sup>26</sup> Information as at 31 December 2024. Returns exclude the expected positive impact of exit fees, potential equity upside and performance fees. Past performance (as listed in the below table) is not necessarily indicative of future results.

<sup>27</sup> Information as at 31 March 2025. Returns exclude the expected positive impact of exit fees, potential equity upside and performance fees. Past performance (as listed in the below table) is not necessarily indicative of future results. WCCF1 Net IRR shown is net of both management and performance fees.

<sup>28</sup> As at quarter-end March 2025.

<sup>29</sup> Cash yield reflects the actual cash return to investors.

<sup>30</sup> Effective Gross Yield reflects the current applicable base rate (1-month BBSY) plus the weighted average margin of the fund portfolios by facility size.

<sup>31</sup> Information as at 31 December 2024. Returns exclude the expected positive impact of exit fees, potential equity upside and performance fees. Past performance (as listed in the below table) is not necessarily indicative of future results.



## WCI CASE STUDIES

### PERFORMING INVESTMENTS

The table below summarises select past WCI investments that have been repaid and yielded attractive returns for investors over a period of predominantly near-zero base rates.

Sector	Security Type	Overview	Gross IRR Achieved <sup>32</sup>
Health & Wellness	Senior Secured Debt	Provided a four-year, senior secured facility to a leading provider of fitness facilities with 60,000+ members across Australia. The facility was used to refinance existing debt and fund growth capex initiatives and was conservatively structured with quarterly maintenance covenants, restrictions on additional indebtedness, regular reporting, and other restrictions.	12.7%
Infrastructure/ Logistics	Mezzanine Secured Debt	Provided a three-year, second-ranking secured facility to a leading clean fill collection, transportation, recycling and disposal operator in Australia. The funds were used to recapitalise the business following an acquisition and refinance the existing capital structure. The facility had a second-ranking security over the assets of the company.	11.5%
Financial Services	Senior Secured Debt	Participated in a \$190m syndicated senior secured facility to an ASX-listed financial services business specialising in acquiring and servicing non-performing retail and commercial debt portfolios. As part of the transaction, WCI was provided with equity warrants for ~1% of the company's fully diluted share capital (not included in the annualised returns shown).	10.4%
Financial Services	Mezzanine Warehouse Facility	Provided \$20m in mezzanine warehouse funding to a leading non-bank provider of residential and commercial mortgages, with the senior funding from a leading global investment bank. The warehouse had strong asset backing, with underlying receivables having an average LVR of ~68% against real property.	11.4%
Agriculture	Senior Secured Debt	Provided a \$60m senior working capital facility to a vertically integrated producer and exporter of beef, with proceeds used to refinance existing debt and purchase livestock. The facility was structured as a borrowing base, with the facility limit tested weekly against the company's working capital assets.	12.7%

<sup>32</sup> Data as at 31 December 2024. WCI returns reflects the gross weighted average IRR, across all realised investments since strategy inception. IRR is pre-tax, prior to management and performance fees and costs. These returns exclude any equity upside through shares or warrants, which will potentially have a meaningful positive impact on returns once realised. Past performance is not necessarily indicative of future results.



## WCI CASE STUDIES

### WORKOUT SITUATIONS

**WCI has extensive experience in workout situations where intervention has been required due to exogenous/macroeconomic shocks (such as COVID-19). To date, WCI has incurred nil capital losses.**

WCI invests exclusively in businesses with robust credit fundamentals, led by exceptional management teams and backed by strong alignment with shareholders. While macroeconomic shocks are, to some extent, unavoidable, WCI has a proven track record of navigating workout situations where businesses with otherwise strong credit fundamentals have faced stress.

The team brings direct experience in managing these situations. Notably, Selwyn Schroeder (WCI Managing Director) was previously a senior executive in Investec's non-performing loans group, where he led numerous complex special situation financings across Australia and internationally.

Sector	Security Type	Overview	Gross IRR Achieved <sup>33</sup>
Mining	Senior Secured Debt	<p>WCI provided a three-year, senior secured debt facility to an ASX-listed copper miner. The business had strong asset cover (~33% LVR against mine site valuation), reputable shareholders, an attractive offtake with a blue-chip counterparty and strong copper market fundamentals.</p> <p>The company was significantly impacted by COVID-19 and adverse weather, requiring substantial shareholder and lender support. After working collaboratively with shareholders and creditors over a six-month period to restructure the balance sheet, WCI enforced its position and appointed a receiver. After extensive negotiations, WCI successfully refinanced with a subordinated lender, earning favourable returns for investors.</p> <p><b>WCI received full repayment of principal, interest and fees.</b></p>	17.8%
Technology Infrastructure	Senior Secured Debt	<p>WCI provided a two-year, senior secured facility to a leading digital infrastructure and energy services provider. During the facility's tenure, company performance deteriorated, prompting a restructure driven primarily by the Russia / Ukraine conflict and the resultant spike in energy prices. WCI stepped in and worked collaboratively with shareholders and lenders to deliver a solution that enhanced the return for investors.</p> <p>The original facility provided WCI with equity warrants for 1.5% of the company's fully diluted share capital, providing significant further upside to the annualised returns shown (once the company executed on its turnaround).</p> <p><b>WCI received full repayment of principal, interest and fees.</b></p>	25.3%

WCI considers this expertise a **core differentiator**, particularly given today's volatile macroeconomic backdrop.

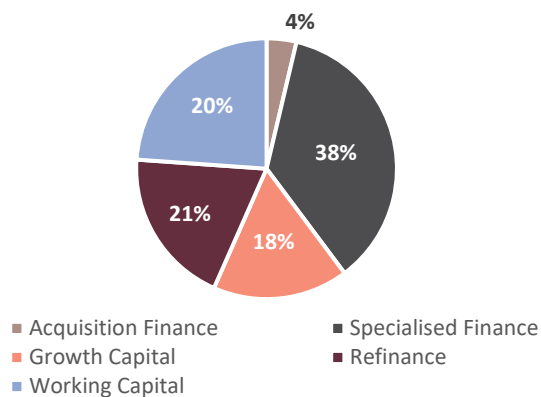
<sup>33</sup> Data as at 31 December 2024. WCI returns reflects the gross weighted average IRR, across all realised investments since strategy inception. IRR is pre-tax, prior to management and performance fees and costs. These returns exclude any equity upside through shares or warrants, which will potentially have a meaningful positive impact on returns once realised. Past performance is not necessarily indicative of future results.



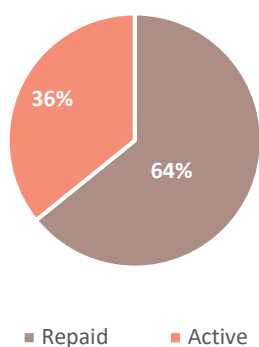


## WCI INVESTMENTS DASHBOARD<sup>34</sup>

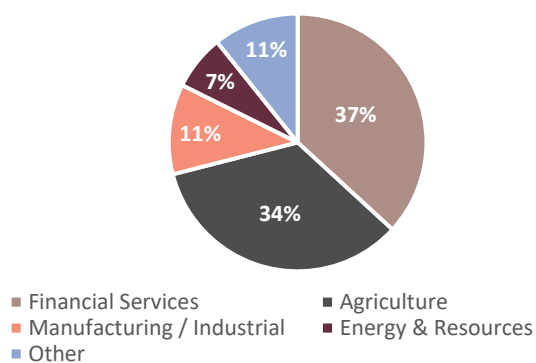
### TOTAL DEPLOYMENTS BY FUNDING PURPOSE (%)



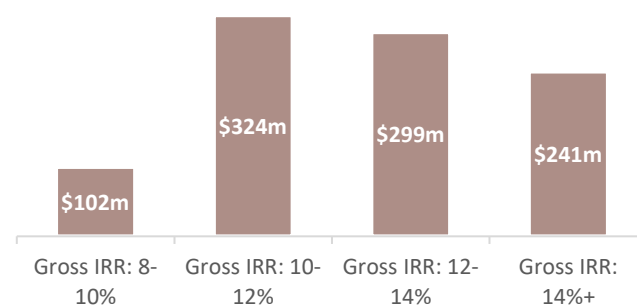
### TOTAL DEPLOYMENTS BY STATUS (%)



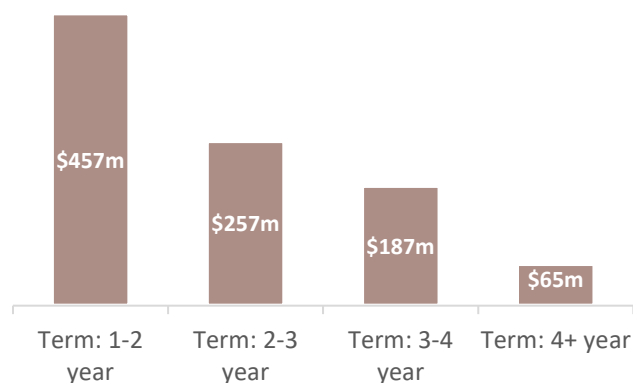
### TOTAL DEPLOYMENTS BY INDUSTRY (%)



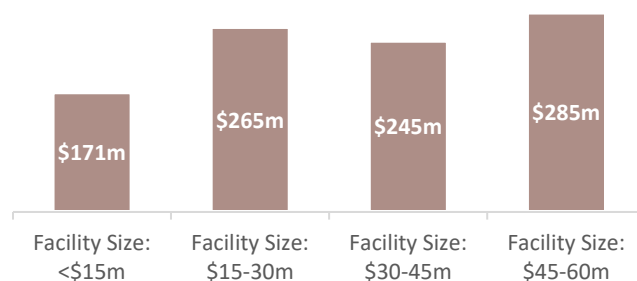
### TOTAL DEPLOYMENTS BY GROSS IRR ACHIEVED (A\$M)<sup>35</sup>



### TOTAL DEPLOYMENTS BY REALISED TERM (A\$M)



### TOTAL DEPLOYMENTS BY FACILITY SIZE (A\$M)



<sup>34</sup> Data reflects total WCI deployments since inception (both active and repaid) of ~\$1.0b. Data as at 31 December 2024.

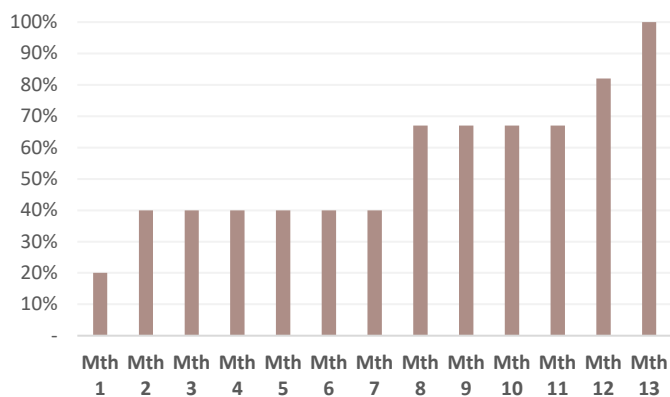


## WINGATE CORPORATE CREDIT FUND (WCCF) SERIES DEPLOYMENT<sup>36</sup>

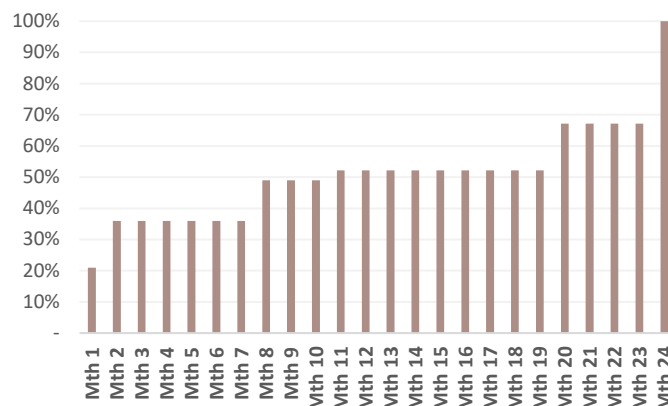
Through its closed-ended WCCF series, WCI has demonstrated a strong deployment profile track record (outlined below), which has steadily improved in line with the growth of our origination and execution capabilities.

While the WCCF series was primarily focused on opportunistic mid-market credit and structured credit, Horizon will focus on a broader opportunity set, including financings of profitable sponsor-backed enterprises, facilitating a more rapid deployment profile.

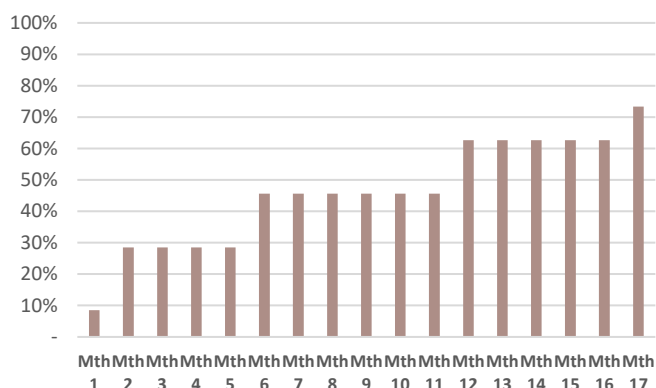
### WCCF1 DEPLOYMENT FROM INCEPTION (AUG-20)



### WCCF2 DEPLOYMENT FROM INCEPTION (SEPT-21)



### WCCF3 DEPLOYMENT FROM INCEPTION (DEC-23)



<sup>36</sup> Based on WCCF series fund deployment data as at 31 March 2025.



## Access to Existing Wingate Investments

In its ramp-up phase of 36 months from inception, Horizon may benefit from access to a range of performing positions held by existing Wingate funds that meet Horizon's investment mandate and return targets<sup>37</sup>.

A summary of existing assets which Horizon may get access to, is as follows. Key features include:

- Diversified across four sectors/industries
- Entirely comprised of senior secured loans to Australian-domiciled businesses; and
- Forecast to generate returns in excess of the Fund's target.<sup>38</sup>

### OVERVIEW OF INVESTMENTS

Sector	Purpose	Overview	Status	12-month Forecast Gross IRR <sup>39</sup>	Implied Margin over 1m BBSW <sup>40</sup>
Professional Services	Growth Capital	Senior secured debt facilities to a leading professional services business backed by a global sponsor with ~A\$20b under management. Term and revolving facilities	Existing Asset	13.2%	8.9%
Financial Services	Growth Capital	Senior secured syndicated HoldCo facility to an auto financing business backed by a global sponsor with ~US\$60b under management	Existing Asset	12.1%	7.8%
Mining Services	Refinance	Senior secured term loan to a leading equipment rental business in the mining sector, backed by a global sponsor with ~US\$3b under management	Existing Asset	13.5%	9.2%
Health and Wellness	Refinance	Senior secured syndicated facility to a sponsor-backed operator of premium lifestyle clubs across ANZ. Syndication with a leading ANZ-based credit manager	Existing Asset	14.0%	9.7%

<sup>37</sup> Exact quantum and timing of access subject to conditional approvals.

<sup>38</sup> This is a forecast based on internal modelling and assumptions which are available on request from the Manager. This forecast may not be achieved.

<sup>39</sup> This is a pre-tax target only and the assets may not be successful in achieving these returns.

<sup>40</sup> 1m BBSW as at 31 December of 4.30%.



---

## WCI Team

Specialist private credit team with a strong track record of investing through market cycles.

The WCI team has been successfully operating in the local market for several years and the senior executives have decades of global credit markets experience. Wingate believes that the team's local knowledge combined with global experience make WCI uniquely positioned to manage the Fund effectively and successfully.



*Selwyn Schroeder*  
**Managing Director**

---

20+ years of working in corporate finance and property in Australia and internationally.

His extensive experience includes credit risk approval, credit portfolio management as well as the management of distressed corporate and property debt and equity portfolios. Previously at Investec, Selwyn has experience in driving performance and corporate turnarounds at board level in Australia, New Zealand and the UK.



*Daniel Shap*  
**Executive Director**

---

10+ years in corporate finance specialising in private credit investing.

Daniel brings over a decade of expertise in corporate finance, specialising in mid-market direct lending and structured credit. Based in Melbourne, Daniel oversees borrower relations, origination, structuring, and executing a wide array of debt transactions across the capital stack.

Previously a corporate advisor in Deloitte's M&A Transaction Services team.



*Corey Dawson*  
**Executive Director**

---

20+ years of experience in corporate credit, private equity and capital markets across Australia and the UK.

Prior founding member of Pacific Equity Partners' Capital Solutions Credit platform and was ANZ Head of Leveraged and Acquisition Finance for Morgan Stanley and Westpac.



*Daniel Max*  
**Director**

---

15+ years of experience in corporate credit, including investment banking, investing and trading, and advisory.

Previously at Merrill Lynch, Lazard and Deloitte Financial Restructuring Group.



**Sam Cohen**  
Associate Director

---

7+ years of experience in finance, specialising in financial analysis of private debt and equity opportunities.



**Justin Hau**  
Associate

---

8+ years of financial services experience across Investment Banking, M&A and Private Credit.

Previously an Investment Manager within Archibald Capital's private credit team.



**Katrina Wu**  
Associate

---

5+ years of experience in private credit, project finance and valuation.

Previously at IFM, working in their diversified credit team, responsible for underwriting and executing debt financings across a diverse range of industries, capital structures, and risk.



**Asif Ahmed**  
Associate

---

10+ years of Lending and private credit experience across large Corporate Banks and Private Credit Funds.

Previously an Investment Associate within Archibald Capital's private credit team.





# Investment Process

WCI follows a documented, rigorous process as investments progress from origination through to final repayment.

1	Origination	2	Due Diligence	3	Proposal	4	Execution	5	Management
	<ul style="list-style-type: none"><li>• WCI sources opportunities through various channels including (but not limited to):<ul style="list-style-type: none"><li>– Commercial and investment banks</li><li>– Brokers and debt advisors</li><li>– Accountants and lawyers</li><li>– Wingate’s network and portfolio companies</li></ul></li></ul>		<ul style="list-style-type: none"><li>• WCI conducts a thorough due diligence process typically lasting 4-6 weeks.</li><li>• Key areas include financial, legal, technology, HR, and operations. This often involves site visits and third-party industry experts.</li><li>• The process may also include extensive Q&amp;A, management meetings, and character references.</li></ul>		<ul style="list-style-type: none"><li>• After completing due diligence and internal reviews, WCI presents the investment to its Credit Committee.</li><li>• The Credit Committee consists of experienced internal and external experts with diverse backgrounds in investment banking, private equity, and credit investing.</li></ul>		<ul style="list-style-type: none"><li>• After Credit Committee approval, the legal documentation process begins, typically involving a Term Sheet, Letter of Offer, and final Facility Documentation.</li><li>• Wingate’s in-house legal, finance, operations, and capital markets teams streamline this process with established back-office capabilities.</li></ul>		<ul style="list-style-type: none"><li>• WCI manages the investment until maturity, intervening as needed.</li><li>• This involves reviewing monthly or quarterly management accounts, testing covenants, and maintaining frequent communication with management teams and equity sponsors.</li></ul>



# Investment Terms

The key characteristics and investment terms of the Fund are set out below and are subject to the Trust Deed and any other documents relating to the Fund, including this Information Memorandum, the Management Agreement and Application Form/Subscription Agreement (**Fund Documents**). This is not intended to be an exhaustive summary. To the extent of any inconsistency between these investment terms and the Trust Deed, the Trust Deed will prevail. Unless otherwise specified, capitalised terms will have the meaning given to them in the Fund Documents.

<b>Fund Structure</b>	<ul style="list-style-type: none"><li>Wingate Corporate Horizon Fund (<b>Fund</b>) will be an open-ended Australian domiciled wholesale unit trust.</li><li>The Trustee may in its absolute discretion create and issue different classes of units in the Fund at any time and may determine the interests and rights which will attach to the units within each class. Different classes of units may have different interests and rights attached to them, such as different fees, minimum investment amounts, eligibility criteria or withdrawal and investment rights which will be set out in the terms of issue for that class of units.</li></ul>
<b>Fund Term</b>	<ul style="list-style-type: none"><li>Open-ended.</li></ul>
<b>Target Size</b>	<ul style="list-style-type: none"><li>The Fund will initially target \$100 million in aggregate Fund commitments with the intention of scaling up over time to over \$1 billion.</li></ul>
<b>Investment Calls</b>	<ul style="list-style-type: none"><li>For the initial closing, all or a portion of committed capital may be required to be paid on application as determined by the Trustee and notified to applicants. Any such capital called upfront will be allocated to a portfolio of assets held by existing Wingate funds (subject to conditional approvals). Remaining unpaid capital (if any) will be called as required.</li><li>Once the Fund reaches scale, it is anticipated that all capital will be called upfront, subject to the Trustee's discretion.</li></ul>
<b>Target Return</b>	<ul style="list-style-type: none"><li>1-month BBSW + 6.0% p.a. pre-tax (after fees and expenses of the Fund).<sup>41</sup></li><li>The Trustee may adjust the Target Return from time to time to reflect changing market conditions.</li></ul>
<b>Minimum Investment</b>	<ul style="list-style-type: none"><li>\$100,000, or such lesser amount as agreed by the Manager.</li></ul>
<b>Eligibility</b>	<ul style="list-style-type: none"><li>The Fund is only open to investors who are 'wholesale clients' under the <i>Corporations Act 2001</i> (Cth).</li></ul>
<b>Investment Strategy</b>	<ul style="list-style-type: none"><li>The Fund will invest in high-quality corporate debt investments, managed by a team of investment specialists with decades of combined experience across sectors and a proven track record over multiple funds.</li><li>Investments are generally limited to corporate loans and debt securities issued by companies in Australia or New Zealand, denominated in Australian, New Zealand or United States dollars, and may include:<ul style="list-style-type: none"><li>Bilateral Corporate Debt Facilities;</li><li>Public or Private Syndicated Corporate Debt Facilities;</li><li>Other over-the-counter, structured debt securities;</li><li>Bonds; and</li><li>Money market / other cash or cash-like investments.</li></ul></li><li>The Fund may obtain equity positions (including warrants, options or convertible notes) when they are associated with debt investments that it makes.</li><li>The Fund may also invest in other open-ended funds managed by the Manager or related entities.</li><li>Target debt investments will typically have a duration of 24-60 months.</li></ul>
<b>Co-Investment</b>	<ul style="list-style-type: none"><li>The Fund will generally invest alongside the Wingate balance sheet, other Wingate managed funds (where the investment is within the Fund's mandate) and other co-investors.</li><li>The allocation between the Fund and other co-investors will be determined by reference to Wingate's Investment Allocation Policy.</li></ul>
<b>Trustee</b>	<ul style="list-style-type: none"><li>The trustee of the Fund is Wingate Corporate Credit Fund Pty Ltd ACN 641 501 466, a corporate authorised representative of Wingate Financial Services Pty Ltd ABN 69 106 480 602, AFSL No. 276899.</li></ul>
<b>Auditor</b>	<ul style="list-style-type: none"><li>EY Australia</li></ul>
<b>Manager</b>	<ul style="list-style-type: none"><li>Wingate Corporate Investment Management Pty Ltd (ACN 641 500 585), a corporate authorised representative of Wingate Financial Services Pty Ltd ABN 69 106 480 602, AFSL No. 276899.</li><li>The Trustee has appointed the Manager under the Management Agreement to manage, operate, market and administer the Fund. The Trustee and Manager are both wholly owned subsidiaries of Wingate Group Holdings Pty. Ltd. ACN 128 511 035.</li></ul>
<b>Registry</b>	<ul style="list-style-type: none"><li>Automic Pty Ltd ACN 152 260 814 will manage the unit registry on behalf of investors.</li></ul>

<sup>41</sup> This is a pre-tax target only and Horizon may not be successful in achieving these returns.



<b>Investment Committee</b>	<ul style="list-style-type: none"> <li>The Investment Committee must approve all significant investment and governance decisions, and will initially comprise the WCI Credit Committee.</li> <li>Unless otherwise specified, decisions of the Investment Committee will be decided by majority approval.</li> </ul>
<b>Alignment</b>	<ul style="list-style-type: none"> <li>Wingate will commit capital to and co-invest in the Fund pari-passu with other investors.</li> </ul>
<b>Geography</b>	<ul style="list-style-type: none"> <li>Australia and New Zealand (with a concentration percentage limit on New Zealand exposure).</li> </ul>
<b>Asset Class</b>	<ul style="list-style-type: none"> <li>Mid-Market Private Corporate Debt.</li> <li>Senior, Mezzanine, Bridge, no equity, but the ability to negotiate warrants/options for additional equity-like upside.</li> </ul>
<b>Investment Lock Up</b>	<ul style="list-style-type: none"> <li>24 months from Fund inception.</li> <li>The Trustee may waive lock-up applicable to any unit at its discretion.</li> </ul>
<b>Management Fee</b>	<ul style="list-style-type: none"> <li>1.25% p.a. (exclusive of GST) of the net asset value of the Fund.</li> </ul>
<b>Performance Fee</b>	<ul style="list-style-type: none"> <li>The Manager or its nominee is entitled to a Performance Fee in respect of each Unit (in issue at the beginning of the relevant Calculation Period or (if relevant) at the time the Performance Fee is calculated) equal to 20% (exclusive of GST) per annum of the Total Return above the Hurdle, accrued each calendar month and payable: <ul style="list-style-type: none"> <li>on the last day of each calendar half year;</li> <li>when a Unit is redeemed (and for the avoidance of doubt, the Performance Fee is crystallised in respect of the redeemed Units only); and</li> <li>as at the date of termination of the Manager and where prescribed under the Trust Deed, (each such date being a <b>Calculation Date</b>).</li> </ul> </li> <li>A Performance Fee is only payable on amounts above the High Water Mark.</li> <li><b>BBSW</b> means the bank bill swap rate as displayed as 'Mid' for a one-month tenure on the ASX Benchmark Rates webpage at or about 10.30am (Sydney time) on the first business day of each calendar month.</li> <li><b>Calculation Period</b> means the period from and including the day after a Calculation Date (or the date of issuing a Unit in the case of the first period) to and including the next Calculation Date or such other period determined by the Manager.</li> <li><b>High Water Mark</b> on a date for a Unit means the net unit value (after Performance Fees) as at the end of a Calculation Period for which a Performance Fee was last paid or if a Performance Fee has not yet been paid, the Issue Price of the first units in that class.</li> <li><b>Hurdle</b> means an amount equal to BBSW plus 4.0% return per annum (pro-rated for the relevant Calculation Period), multiplied by: <ul style="list-style-type: none"> <li>in the case of the first Calculation Period, the Issue Price of the first units in that class and</li> <li>thereafter, the net unit value as at the first day of the relevant Calculation Period.</li> </ul> </li> <li><b>Total Return</b> means the change in the net unit value (before performance fees but after management fees and expenses) plus any distributions paid during a Calculation Period.</li> </ul>
<b>Establishment fees</b>	<ul style="list-style-type: none"> <li>Wingate and its affiliates may be entitled to deal with the establishment and arranger fees in respect of investments of the Fund. The Fund will be allocated 50% of such fees (including any deal establishment and arranger fees). The Manager (or its affiliate) is entitled to retain the remaining 50%.</li> <li>Deal establishment fees may only apply to newly originated investments (or refinances of existing investments) and may not be charged on all investments. For the avoidance of doubt, these fees will not apply to any investments into any seed assets.</li> <li>The Manager (or its affiliates) will have the ability to take its portion of the establishment fees via equity positions (including zero-strike equity warrants).</li> </ul>
<b>Additional Included Fees</b>	<ul style="list-style-type: none"> <li>The Fund may receive additional fees including any prepayment or redemption fee, any make-whole fee, any minimum earn fee (or any similarly named fees) or any other fee that compensates the Fund for early repayment.</li> </ul>
<b>WCI Manager / Excluded Fees</b>	<ul style="list-style-type: none"> <li>The Manager will be entitled to all work-related fees which are earned or calculated on the basis of the provision of a service or work activity.</li> </ul>
<b>Fees and costs</b>	<ul style="list-style-type: none"> <li>The Fund will bear its proportionate share of costs and expenses incurred in relation to the investments in which it participates.</li> <li>The Fund will also pay all expenses and other expenses properly incurred by the Trustee or Manager in the establishment, management and administration of the Fund, including, but not limited to, legal, accounting and other third-party costs and taxes.</li> </ul>
<b>Leverage</b>	<ul style="list-style-type: none"> <li>The Fund will be permitted to use leverage to either (a) fund an investment / meet an obligation of the Fund (i.e., a redemption request) or (b) to cover temporary cashflow deficits.</li> <li>Leverage will not be permitted to exceed either (a) 35% of the Fund aggregate capital or (b) 50% of the Fund's exposure to any individual position.</li> <li>Horizon will not utilise leverage until it is of sufficient scale, as determined by the requirements set out by the fund finance provider.</li> </ul>



<b>Distributions</b>	<ul style="list-style-type: none"><li>• The Trustee intends to distribute realised net income quarterly and at such other times as determined by the Trustee in its discretion. However, the frequency of distributions is dependent on the Fund's underlying positions, making payments on time. Where an underlying position does not meet a payment obligation on time, a late payment rate may be charged for the duration of such period and passed on in full to investors upon collection. Investors are only entitled to income earned or accrued for the period they hold Units, and Units have no entitlement to income accrued prior to their date of issue or after a redemption.</li><li>• The Trustee may make distributions of unrealised income in its absolute discretion, subject to sufficient certainty of realisation and sufficient distributable cash reserves / liquidity.</li><li>• Distributions are net of applicable fees, fund-level taxes and costs.</li><li>• Distributions will be made pro rata to the number of Units held by each investor, adjusted for partly paid Units (if applicable).</li></ul>
<b>Income Reinvestment</b>	<ul style="list-style-type: none"><li>• Investors will be deemed to re-invest distributions made to them unless indicated otherwise in their application or on one month's written notice to the Trustee (provided the investor submits the written notice by 5:00pm AEST at least 30 days before the record date of the relevant distribution).</li></ul>
<b>Issue Price</b>	<ul style="list-style-type: none"><li>• The Issue Price of a Unit issued:<ul style="list-style-type: none"><li>- within 20 Business Days of the first closing date is \$1.00;</li><li>- thereafter is equal to the net unit value plus Transaction Costs (if any).</li></ul></li></ul>
<b>Transaction Costs</b>	<ul style="list-style-type: none"><li>• Transaction Costs means, in respect of an issue or redemption of Units:<ul style="list-style-type: none"><li>- any amounts returned to Unitholders by the Trustee that should be allocated as such in the Trustee's absolute discretion, in order to be fair to all Unitholders considered together;</li><li>- an estimate by the Trustee of the aggregate of Organisational Costs plus the total transaction costs, losses, Outgoings or other amounts the Trust would (but not necessarily) incur to acquire or dispose of (as applicable) the Property including the incurrence of Taxes, loss of interest, interest cost and disposal losses or impairments;</li><li>- if appropriate having regard to the actual cost which would be incurred because of the issue or redemption of the Units, the Trustee's estimate of a portion of the costs including the incurrence of Taxes, which may be zero; or</li><li>- if the Trustee does not make an estimate, zero,</li></ul>divided by the Units in the applicable Class (prior to the redemption or after the issue of Units).</li></ul>
<b>Applications</b>	<ul style="list-style-type: none"><li>• An online application form may be submitted at any time.</li><li>• A paper application form must be submitted at least 5 business days prior to calendar quarter end, or at such other times as agreed by the Trustee.</li><li>• If an application meets the Fund's acceptance criteria, it will either be accepted or rejected (in part or in full) at the Trustee's discretion.</li><li>• Should an application be accepted with application monies and required documentation (including documentation required to meet AML Requirements and to verify wholesale client status) received by 5.00 pm (Melbourne time) on the last business day of a calendar quarter end, Units will be issued to the investor on the first business day of the next calendar quarter.</li><li>• Application amounts are payable on acceptance of an Application Form, and the number of Units issued will be determined by the Trustee after dividing the subscription amount by the Issue Price. Any interest payable on application amounts will accrue to the benefit of the Registry.</li><li>• Application amounts paid with respect to rejected or any scaled-back portion of applications will be returned to applicants without interest.</li><li>• <b>Application Form</b> means an application form for Units, available via <a href="https://apply.automic.com.au/WCHF">https://apply.automic.com.au/WCHF</a> or as otherwise provided by the Trustee.</li></ul>
<b>Redemptions</b>	<ul style="list-style-type: none"><li>• Subject to Lock-Up applying, investors may apply to redeem from the Fund each 30 June and 31 December (or at any other date as may be agreed by the Trustee) (each a <b>Redemption Date</b>), provided the request is received by 5:00pm AEST at least 90 days prior to the proposed Redemption Date, or at such other times determined by the Manager in its discretion, up to a maximum of 5% per Redemption Period of the net asset value (<b>Redemption Cap</b>).</li><li>• The Trustee may accept or reject a redemption request (in whole or in part) in its absolute discretion.</li><li>• The Trustee may accept redemption requests in excess of the Redemption Cap in its absolute discretion. Redemption requests will be paid out where the Fund has sufficient available liquidity and the Trustee and Manager believe it is in the interests of investors as a whole. Redemption requests will be paid out pro-rata.</li><li>• Where the Fund is illiquid or accepted redemption requests are otherwise in excess of the Redemption Cap, the Trustee may, in its absolute discretion, cancel all or a portion of such redemption requests. Investors still wishing to redeem from the Trust must re-submit a redemption request for another Redemption Period.</li></ul>



	<ul style="list-style-type: none"><li>• A requested partial redemption which would cause the investor's investment to fall below the Minimum Commitment may be deemed a redemption request in respect of that investor's entire investment at the absolute discretion of the Trustee.</li><li>• <b>Redemption Period</b> means the period commencing on the day immediately after a Redemption Date and ending on the next Redemption Date.</li></ul>
<b>Redemption Price</b>	<ul style="list-style-type: none"><li>• The redemption price for Units will be the net unit value as at the date of redemption, less any Transaction Costs.</li><li>• Where an investment of the Trust is realised to satisfy a redemption request, the redemption price may be adjusted to take into account the sale price for that investment (including any Transaction Costs).</li></ul>
<b>Suspension</b>	<ul style="list-style-type: none"><li>• The Trustee may at any time suspend the calculation of net asset value, net unit value, redemption or issue of units or the payment of redemption proceeds for up to 180 days, including if:<ul style="list-style-type: none"><li>- it is impracticable or impossible to calculate net asset value or net unit value;</li><li>- the Trustee reasonably considers it in the best interests of investors;</li><li>- the redemption requests involve realising a significant amount of property, which may cause investors who continue to hold Units to bear a disproportionate burden of tax or other amounts;</li><li>- meeting those redemption requests would be to the existing investors' disadvantage, including a material diminution in the value of property or</li><li>- as otherwise permitted under the Trust Deed.</li></ul></li></ul>
<b>Trustee's Right to Compulsorily Redeem</b>	<ul style="list-style-type: none"><li>• The Trustee may compulsorily redeem some or all of the investor's Units in certain circumstances, which include where:<ul style="list-style-type: none"><li>- units are held in breach of prohibitions contained in the Fund Documents;</li><li>- units are held in circumstances which might result in a violation of applicable law (including by the Trust, Trustee or Manager) or subject the Trust or Manager to taxation or otherwise adversely affect them in any material respect;</li><li>- the investor made a misrepresentation in acquiring its Units or</li><li>- the investor fails to pay a call within the time specified in the Trust Deed.</li></ul></li><li>• The Trustee may charge an investor any legal, accounting, administrative or other amounts associated with a compulsory redemption.</li></ul>
<b>Reporting</b>	<ul style="list-style-type: none"><li>• The Manager will provide quarterly updates or reports to investors in respect of the Fund. Any additional reporting shall be provided at the Manager's sole discretion.</li></ul>
<b>Unit Transfers</b>	<ul style="list-style-type: none"><li>• The prior written consent of the Trustee (at its sole discretion) is required before an investor may transfer any or all of its units, other than for a transfer to an associate, replacement custodian, or trustee of the investor. A transfer of units will require the transferee to accede to the constituent documents.</li></ul>
<b>Deal Allocation</b>	<ul style="list-style-type: none"><li>• Investments will be allocated in accordance with the Manager's deal allocation policy.</li></ul>
<b>Trust Deed</b>	<ul style="list-style-type: none"><li>• Investments in the Fund will be governed by the terms of the trust deed of the Fund (<b>Trust Deed</b>). By making an investment in the Fund, investors accept and agree to be bound by the terms of the Trust Deed.</li></ul>
<b>Trustee &amp; Manager Indemnity</b>	<ul style="list-style-type: none"><li>• The Trustee is indemnified under the Trust Deed and entitled to be reimbursed from the property of the relevant class of unit, to the extent permitted by law, for costs incurred in properly performing its duties and exercising its powers in the course of its office or in relation to the administration or management of the Fund.</li><li>• The Manager is entitled to be indemnified out of the property of the relevant class against all costs and expenses properly incurred by it in the operation of the Fund, except where the Manager has acted with fraud, wilful misconduct, gross negligence or breach of duty or trust.</li></ul>
<b>Trustee Retirement</b>	<ul style="list-style-type: none"><li>• Investors do not have a right to remove the Trustee under the Trust Deed. The Trustee may retire on condition that it provides at least 20 Business Days' notice to investors (or such shorter time as approved by special resolution of the investors) and appoints a replacement trustee that agrees to accept the appointment and be bound by the terms of the Trust Deed.</li></ul>
<b>Taxation</b>	<ul style="list-style-type: none"><li>• The taxation of the Fund can be complex and may change over time. Taxation implications will vary depending on an investor's individual circumstances. Potential investors should seek their own taxation advice prior to investing.</li></ul>
<b>Environment Social Governance</b>	<ul style="list-style-type: none"><li>• Environment, social, and governance (<b>ESG</b>) considerations are not taken into account by Wingate when selecting, retaining, or realising an investment. However, Wingate has launched an ESG Policy and is in the process of developing a responsible investment policy as a part of a larger initiative to formalise its corporate ESG Framework. Once Wingate's responsible investment assessment framework is implemented, the Manager will follow Wingate's policies and guidelines regarding environmental, social and governance considerations. Wingate and the Manager believe that formalising a process that embeds ESG considerations augments holistic risk mitigation, contributes to an overall benefit to the broader community and will ultimately deliver better results to its investors. Wingate is a signatory of the United Nations' Principles of Responsible Investment.</li></ul>





## Risks

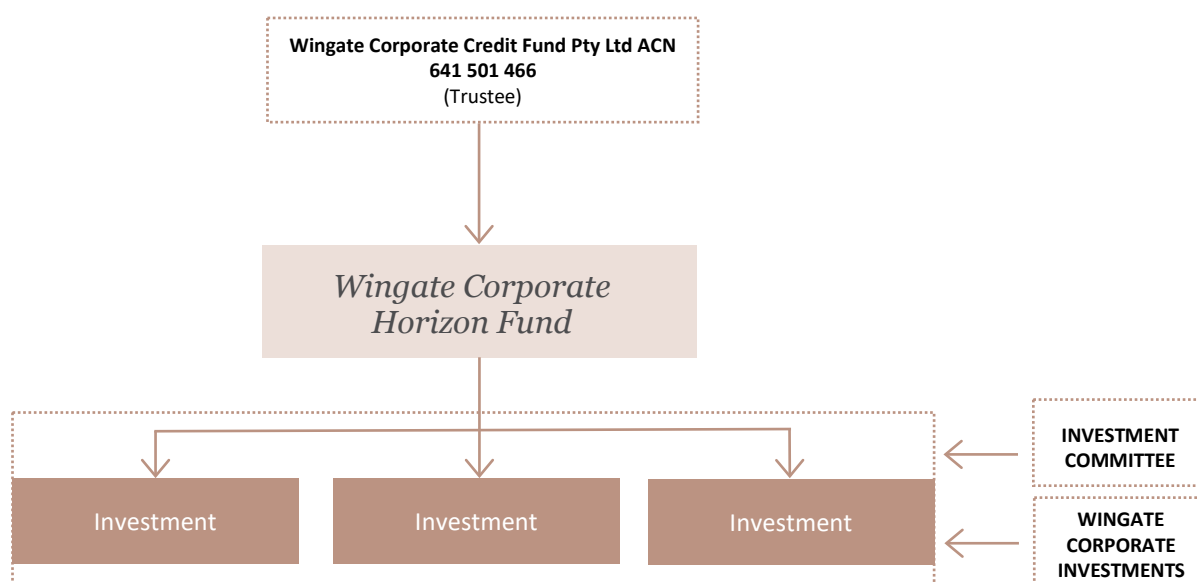
- An investment in the Fund is subject to substantial risk. Please refer to the 'Risk Factors' section of the Information Memorandum for an overview of the risks.

# Fund Structure

The Fund will be structured as an open-ended Australian domiciled unregistered unit trust. The Fund is to be known as the 'Wingate Corporate Horizon Fund.

The Trustee of the Fund will be Wingate Corporate Credit Fund Pty Ltd ACN 641 501 466. The Trustee has appointed Wingate Corporate Investment Management Pty Ltd ACN 641 500 585 to provide investment management services in respect of the Fund under a management agreement. The Trustee and Manager are both corporate authorised representatives of Wingate Financial Services Pty Ltd ABN 69 106 480 602, AFSL No. 276899 and wholly owned subsidiaries of Wingate Group Holdings Pty. Ltd. ACN 128 511 035. All investment decisions of the Fund require approval of the Investment Committee.

The Fund may gain exposure to investments consistent with the Fund's Investment Mandate by either investing directly in corporate credit investments or through other Wingate Funds.





# Risk Factors

## **Horizon will have a risk-first approach to investment.**

All investments carry risk. Different strategies may carry different levels of risk, depending on the assets that make up the strategy. Assets with the highest long-term returns may also carry the highest level of short-term risk.

The value of investments will vary. The level of returns may vary, and future returns may differ from past returns. Returns are not guaranteed, and distributions may be reduced or suspended and/or the capital value of the Fund may be reduced. An investment in Horizon is subject to usual investment risks, including loss of capital invested. Laws (including tax laws) affecting investment vehicles of this type may change in the future, which may have an adverse effect on returns. Each investor's level of risk will vary depending on a range of factors, including their age, their investment time frames, where other parts of their wealth are invested and their risk tolerance.

The Trustee has identified the key risks below, which should be considered before choosing to invest in the Fund. This section does not purport to be a comprehensive summary of all of the risks related to an investment in the Fund. You should read this Information Memorandum in full before deciding whether to invest and consider consulting your financial and legal adviser, stockbroker or other professional advisers should you require advice or clarification:

## **CREDIT, DEFAULT AND COUNTERPARTY RISK**

Credit risk is the risk that one or more assets to which the Fund is exposed may decline in price or fail to pay interest or principal when due because the credit counterparty fails to perform its contractual obligations, either in whole or in part. Losses may occur because the value of the asset is affected by the counterparty not paying interest and repaying principal, which results in default. This can have an impact on the potential investment return.

## **SUBORDINATION RISK**

In situations where the Fund's investments are in warehouse or corporate positions that are subordinated to senior investors, there is risk that reduced warehouse cash flow income or performance of the company may mean that the position is not serviced, partly or fully, over periods of time. This arises in a number of circumstances, such as default events, amortisation events, increased arrears levels, fluctuations in borrower rates or weakening financial performance, with income being diverted to senior principal repayment or accumulation. Typically, a penalty rate will be charged during such periods.

## **PORTFOLIO CONSTRUCTION RISK**

While WCI will seek to diversify the portfolio as the Fund scales, the Fund will initially have a relatively high percentage of its assets in a relatively small number of investments. Such concentration may result in the Fund being materially adversely impacted by the performance of a single investment or counterparty, including if a single investment or counterparty has been impacted by an adverse economic, regulatory or political event. WCI may choose (on behalf of Horizon) to allocate capital and direct assets in proportions as it may determine to best implement the Investment Mandate. Considerations may include underlying security, investment structure,

availability of capital, origination opportunities and prevailing market conditions, which may affect the level of Fund diversification.

## **LIQUIDITY RISK**

Horizon's investments are generally considered to be illiquid compared to exchange traded investments, given that such investments are typically 12 to 36 months in tenor. There may be a loss if Horizon needs to sell the investment within a particular timeframe and there is limited interest in the market.

## **UTILISATION RISK**

It is possible that some underlying loans or investments may be repaid early, and therefore, the actual maturity of such loans or investments may be shorter than their stated final maturity.

Prepayment of the underlying loans or investments may result in a loss or reduction of income until such time as the capital is reinvested. Prepayments may be prompted by increasing availability of debt from the capital markets and increased price competition among lenders. This may lead to lower-yielding investments by the Fund.

## **INTEREST RATE RISK**

The Fund faces exposure to shifts in central bank interest rates (i.e. the RBA Cash Rate) and bank bill swap rates, which serve as the basis for pricing corporate debt. Changes in these rates could potentially impact the financial performance of the Fund negatively.

## **DOCUMENTATION RISK**

The enforceability of the legal contracts with respect to the underlying loan receivables is critical to the performance of Horizon's investments. If those contracts are unenforceable, non-compliant or legally deficient, this may



negatively affect the performance of the Fund's investments.

### **CONFLICTS OF INTEREST**

The Trustee, the Manager and their associates may encounter conflicts of interest in connection with the activities of Horizon. For example, there may be conflicts of interest with Wingate on its personal account, other direct co-investors and Wingate's other managed fund, WIP (together, **Other Wingate Investors**). This may occur in relation to, among other things, the allocation of investment opportunities between Horizon and Other Wingate Investors and the ongoing management of investments in which both Horizon and Other Wingate Investors invest. Conflicts may also arise in a vote of Unitholders where Wingate, CLI, and their Affiliates or Associates are Unitholders in the Fund. There is also potential for conflicts to arise as a result of Wingate's equity holdings in certain Wingate Portfolio Companies and the Fund's mandate to invest in those entities, as well as cross-directorships between the Manager, Trustee Board, Investment Committee and the Wingate Portfolio Companies. It is possible that the Manager may, in the course of its business, not manage the conflicts identified above effectively and as such, may be impactful to the Fund and its investors. In order to manage any potential conflicts, the Manager has both a conflicts policy and an allocations policy, with the latter being used to manage the allocation of opportunities between those funds and clients for which the opportunity is considered appropriate.

### **GENERAL MARKET AND ECONOMIC RISK**

Certain events may have a negative effect on the price of all types of investments within a market in which the Fund holds investments. These events may include (but are not limited to) changes in foreign currency, legal, tax, economic, social, technological or political conditions, general market sentiment and any force majeure events (such as natural disasters, political events, war, terrorist attacks and public health emergencies).

There can be no guarantee given in respect of the future earnings of the Fund or the earnings or any capital appreciation of the Fund's investments.

### **ADVERSE MACROECONOMIC CONDITIONS**

Changes in the macro-economic conditions such as unemployment, interest rates, consumer confidence and changes in the rate of economic growth can influence the need for financing and the ability of borrowers to repay their financial obligations.

The Fund's ability to make new investments on favourable terms might not be possible considering the prevailing economic conditions, which may impact the financial performance of the Fund.

### **FAILURE TO ACHIEVE INVESTMENT OBJECTIVES**

The performance of Horizon relies principally on the ability of the Manager to source and assist in the making and profitable realisation of Horizon's investments while managing and maintaining a portfolio of investments that achieves the Target Return. There is no assurance that suitable investments will be or can be acquired in a timely manner or that the investments will be profitable, nor is it guaranteed that the Fund will be managed successfully and meet its objectives. Past performance is not necessarily a guide to future performance. There is no assurance that any investor will receive any distribution from Horizon.

### **FRAUD AND MISREPRESENTATION**

The value of the loan investments made by the Fund may be affected by fraud, misrepresentation or omission on the part of the borrower or issuer (as the case may be, or by a borrower in respect of an underlying loan within any given portfolio) to which the investment relates, by parties related to the borrower or issuer (as the case may be) or by other parties to the investment (or related portfolio, collateral and security arrangements).

### **LEGAL RISK**

The Fund may, in the ordinary course of business, be involved in possible litigation and disputes (for example, default disputes and legal or third-party claims). A material or costly dispute or litigation may adversely affect the income or capital value of the Fund.

The Fund will enter into legal and contractual arrangements in respect to the investment loans and the Fund's operation, including management arrangements and debt financing arrangements. Should a counterparty fail to perform as contracted under these agreements, the Fund may be adversely affected.

In addition, changes in law could adversely affect the Fund. For example, changes to taxation laws (or the interpretation of those laws by revenue authorities) or laws restricting certain investments in Australia could have an adverse effect on the Fund. There may be tax implications arising from the application for Units, the distributions from the Fund and the disposal of Units. Investors should consult their own taxation advisor to ascertain the tax implications of any investment.

### **SIGNIFICANT ADVERSE CONSEQUENCES FOR DEFAULT**

An investor who does not pay a Call on or before the relevant date specified in a Call Notice or is otherwise in breach of the Constituent Documents of the Fund may be subject to significant remedies and consequences as provided in the Constituent Documents. Costs, in addition to an investor's committed capital, may be payable as a



consequence. These matters could have an adverse effect on the Fund and investors.

#### **DUE DILIGENCE RISK**

In every investment there is a risk that significant factors impacting the performance of individual investments may not be identified during the due diligence process, thus remaining unmitigated by the Fund or WCI.

#### **VALUATION RISK**

In asset-backed and corporate loan book finance, assets providing security may be valued at the time of advancing loans, which is a key reference point in quantifying the loan limit.

There is a risk that this valuation overstated the value at the time and/or that valuation deteriorates over time. If this occurs and the security is subsequently enforced, the security may fail to recover the loan receivable in full.

#### **TRACK RECORD RISK**

Horizon is a newly established fund without fund track record and past performance in this exact form. However, as a group, Wingate has extensive track record in domestic and global private credit markets, evidenced through its closed-ended WCCF series. Further, Horizon will potentially have access to a portfolio of performing positions held by existing Wingate funds.

#### **CYBER SECURITY**

The operations of the Trustee, Manager and the companies in which Horizon invest are dependent on the correct performance and functioning of IT systems, processes and procedures. The integrity, availability and confidentiality of such technology infrastructure may be compromised, including as a result of cyber-attacks. Whilst security measures designed to protect against the misappropriation or corruption of systems and data are implemented, such security measures may be ineffective. Any breach of such security measures could adversely

affect Horizon or the companies in which it invests, including through operational disruption, regulatory penalties, reputational damage and/or loss of data.

#### **ESG RISKS**

The Fund's financial performance and reputation may be affected by the environmental, social and governance (ESG) practices of the companies in which it invests. Those companies may face regulatory penalties, withdrawal of senior financier funding support, reputational damage and litigation in the event that they fail to implement robust ESG policies and procedures. In accordance with Wingate's Environmental, Social and Governance Policy and associated procedures, Horizon considers ESG criteria throughout the investment process to limit exposure to ESG risks.

#### **AML CTF COMPLIANCE RISKS**

Horizon and the companies in which it invests must comply with regulations regarding the prevention of money laundering and the financing of terrorist activities. Although Wingate has adopted policies, procedures and systems to manage compliance risk, it cannot guarantee that these are sufficient or that the companies in which it invests comply with such regulations. Any compliance failure may result in regulatory penalties and reputational damage for Horizon or the investee companies.

#### **LEVERAGE RISK**

Horizon may utilise leverage, which may result in magnified losses in the event of underperformance. Horizon's assets are offered as security for leverage, and to the extent the Fund is unable to meet obligations under the leverage facility, there is the risk that Fund assets will be used to repay leverage.

This risk will be mitigated by Horizon's leverage limits (35% of fund capital, 50% of individual positions) and WCI's stringent investment processes.



## Important Notice

This Information Memorandum has been prepared and issued by the Trustee to provide the recipient with background information relating to an application for Units in the Fund.

This Information Memorandum is provided for information purposes only and is incomplete without reference to, and should be viewed in conjunction with, the Trust Deed, Application Form, and other constituent documents of Horizon (**Constituent Documents**). To the extent there is any inconsistency between the Information Memorandum and the Constituent Documents, the latter prevails.

The recipient should not treat the contents of this document as advice relating to legal, taxation or investment matters. No financial product advice is provided in this Information Memorandum, and nothing in this Information Memorandum or in any other written and oral information provided by the Trustee, the Manager or their respective associates, directors, officers, employees, partners and consultants (**Related Parties**) should be taken to constitute a recommendation or statement of opinion that is intended to influence a person or persons in making an investment decision. Any advice given by the Trustee or the Manager in connection with Horizon is general advice only.

This Information Memorandum has been prepared without taking account of any person's objectives, financial situation or particular needs. Before making an investment decision, the recipient must make its own independent assessment and investigation of the appropriateness of investing in Horizon having regard to its own objectives, financial situation and needs and seek investment, legal, accounting and taxation advice appropriate to their jurisdiction and personal circumstances.

Neither the Trustee, the Manager, nor any of their Related Parties guarantee the performance of the Fund or any investment proposed to be made by the Trustee. An investment in Horizon is subject to known and unknown risks, some of which are beyond the control of Wingate. Investors in Horizon may lose some or all of their capital and must be prepared and able to bear such a loss.

The Trustee, the Manager and their Related Parties do not make any representation or warranty, express or implied, to the recipient as to the accuracy, reliability, currency or completeness of, or accept any responsibility for errors or omissions in, this Information Memorandum or any other written and oral information provided in connection with Horizon.

To the maximum extent permitted by law, the Trustee, the Manager and their Related Parties exclude and disclaim all liability (including liability to any person by reason of negligence or negligent misstatement) for any expenses,

losses, damages or costs incurred by the recipient as a result of its participation in the investment and for the inaccuracy or incompleteness of any statements, opinions, information or matters (expressed or implied) arising out of, contained in or derived from, or for any omissions from this Information Memorandum, or such other information provided to the recipient or its advisers in connection with this Information Memorandum or Horizon.

This Information Memorandum includes certain statements, estimates, forecasts and projections that can be identified by the use of forward-looking terminology such as 'may', 'will', 'should', 'expect', 'anticipate', 'estimate', 'intend', 'continue' or 'believe' or the negatives or other variations of such words or comparable terminology that reflect various assumptions that may or may not prove to be correct.

There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. Due to various risks and uncertainties, actual results or performance may differ materially from the forward-looking statements in this Information Memorandum. The recipient must make its own independent assessment and investigation of those assumptions. Any forecasts and projections in this Information Memorandum are illustrative only and should not be taken as a certain indication of possible future returns. In considering information in this Information Memorandum regarding past performance, the recipient should bear in mind that past performance is not indicative of future results, and there can be no assurance that the Fund will achieve comparable results, that returns referred to in this Information Memorandum will be met, or that the Fund will be able to make investments similar to the historical investments or potential pipeline investments referred to in this Information Memorandum.

The Manager may, at its absolute discretion, but without being under any obligation to do so, update, amend or supplement this Information Memorandum or any other information provided to the recipient.

This Information Memorandum is for distribution only to, and investment in Horizon will only be available for subscription by, "wholesale clients" under the **Corporations Act**. Horizon will not be registered as a managed investment scheme under the Corporations Act. The provision of this Information Memorandum to any person does not constitute, and may not be used for the purposes of, an offer or issue of securities or interests of any kind. Any such offer or invitation will only be extended to a person who has satisfied the Manager that it is a "wholesale client" and would not contravene applicable law.

This Information Memorandum is not a disclosure document or product disclosure statement for the





purposes of the Corporations Act (nor any similar disclosure document under any applicable law) and does not contain all information which would be required for such documents or all the information that a prospective investor may desire or obtain in order to make an informed investment decision. This Information Memorandum has not been and is not required to be, lodged with the Australian Securities and Investments Commission.

This Information Memorandum is not provided to any person located in a jurisdiction where its provision or dissemination would be unlawful. Any person who receives a copy of this Information Memorandum in circumstances where receipt of it is unlawful or unauthorised or requires the Manager to take any additional steps, including registration, must not accept the copy of the Information Memorandum and must immediately return it to the Manager. Any failure to comply with restrictions on receipt or distribution may constitute a violation of applicable securities law.

The information contained in this Information Memorandum is strictly confidential and is provided for the exclusive use of the recipient to whom this copy has been issued for the purposes of considering an investment in Horizon. It may not be copied or distributed (except to the recipient's professional advisors, who must be informed of its confidentiality), and the recipient and its professional advisors must keep confidential all matters contained in it which are not already in the public domain or subsequently become public other than through the fault of the recipient or its advisors. By receiving and retaining this Information Memorandum, potential investors agree to be bound by these confidentiality restrictions.

All dollar amounts in this Information Memorandum are quoted in Australian dollars unless otherwise stated.

## PRIVACY

By subscribing for Units in the Fund, applicants will be providing personal information. The *Privacy Act 1988* (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The Trustee and Manager will collect information about each applicant as provided on an application for the purposes of evaluating and processing the application and, if successful, to administer the investor's holding in Horizon. If the Fund, Trustee or the Manager is obliged to do so by law, Horizon investors' personal information will be passed on to other organisations such as the Australian Tax Office (ATO) or the Australian Transaction Reports and Analysis Centre (AUSTRAC), strictly in accordance with legal requirements.

By submitting an application, each applicant agrees that the Trustee and the Manager may use the information provided by the applicant on the application for the purposes set out

in this section and may disclose it for those purposes to affiliates of the Fund, the Trustee, the Manager and related bodies corporate, agents, contractors and third-party service providers, including professional advisers, and any applicable regulatory authority.

An investor has a right to gain access to the information that the Trustee and the Manager hold about that investor subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Trustee.

## ANTI-MONEY LAUNDERING

The *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) (**AML Act**) and other applicable anti-money laundering and counter-terrorism laws, regulations, rules and policies which apply to the Trustee (**AML Requirements**), regulate financial services and transactions in a way that is designed to detect and prevent money laundering and terrorism financing. The AML Act is enforced by AUSTRAC.

The Trustee and the Manager, as its agent, may request such information from investors as necessary to verify the identity of a potential or current investor and the source of the payment before applications can be processed. In the event of delay or failure by the investor to produce this information, an application may be refused, and the application monies relating to such application may be returned. The Trustee, the Manager and their service providers will not be liable to a potential or current investor for any loss suffered as a result of the rejection or delay of any application.

The Trustee has certain reporting obligations under the AML Requirements and is prevented from informing investors that any such reporting has taken place. Where required by law, the Trustee may disclose the information gathered to regulatory or law enforcement agencies, including AUSTRAC. The Trustee is not liable for any loss an investor may suffer as a result of its compliance with the AML Requirements.

## TAXATION

This section provides a summary of the Australian tax consequences for investors who are Australian tax residents or non-residents who hold their interests in the Fund on capital account for tax purposes.

This summary does not consider the tax consequences which may arise for holders who are in the business of trading in similar interests or otherwise hold their interests in the Fund as trading stock or revenue assets for tax purposes.

This summary is based on the Australian tax law and administrative practices in force as at the date of this Information Memorandum.

It is necessarily general in nature and is not intended to be definitive or exhaustive of the issues that may arise for holders of Units.

Accordingly, each holder is strongly advised to seek their own tax advice that is specific to their particular circumstances.

### **General Tax Treatment**

It is intended that income derived by the Fund will be distributed to investors on a quarterly basis and in the same income year. Under current Australian legislation, this means that the Fund should not be liable for any income tax charge and hence the tax liability rests with each investor.

### **Managed Investment Trust (MIT) and Attribution Managed Investment Trust (AMIT) Regimes**

The Fund will be a wholesale unit trust, and subject to satisfying applicable requirements during the relevant period, may be treated as a Managed Investment Trust (MIT) for tax purposes.

If the Fund is a MIT, it is intended that it will make a capital account election, which allows gains and losses on the disposal of certain eligible investments of the MIT to be taxed in accordance with the capital gains tax (CGT) provisions. The Fund will primarily hold investments in corporate loans and debt securities and so the MIT capital account election will generally have no impact on the tax treatment of disposals of those investments. However, to the extent that the Fund makes investments which are equity for tax purposes, then the capital account election should allow the gains on disposal of those investments to be treated as capital gains where those investments are also characterised as equity for tax purposes. In this regard, we note that the Fund may invest in equity positions (including warrants or options) and may also invest in other funds.

One of the benefits of electing to become an AMIT is that the Fund will be deemed to be a 'fixed trust' for tax purposes. This may be relevant to the satisfaction by the Fund of rules enabling it to recoup trust losses or to deduct bad debt deductions, or to allow Australian resident investors to obtain the benefit of any franking credits attached to dividends received by the Fund.

### **Taxation of Financial Arrangements (TOFA)**

The TOFA rules will apply to the Fund where the value of its assets exceeds a specified threshold set out in the Australian tax law, or it invests in 'qualifying securities' as defined in the Australian tax law with a remaining term after acquisition of more than 12 months. An irrevocable election may also be made to opt-in to the TOFA rules.

The Fund presently intends to make such an irrevocable election to opt-in to the TOFA rules in its first income year (unless the Trustee determines that doing so would not be

in the best interest of the Investors). This will result in income from certain investments being brought to account on an accruals basis (rather than a due and payable or realisation basis). This may mean that investors could be taxed on amounts of income from those investments before they receive cash distributions from the Fund representing that income.

### **Australian Resident Investors**

Australian resident investors will be subject to Australian tax at their relevant rate on their share of the taxable income of the Fund for each income year.

If a MIT capital account election is made, gains on the sale of eligible investments will be treated as being on capital account for tax purposes. As noted above, the Fund will primarily hold investments in debt interests such as corporate loans and debt securities and so the MIT capital account election will generally have no impact on the tax treatment of disposals of those investments. However, to the extent that the Fund makes qualifying equity investments, then the capital account election should allow the gains on disposal of those investments to be treated as capital gains where those investments are also characterised as equity for tax purposes. Where a capital gain arises, Australian resident investors who are individuals, trusts or complying superannuation funds may be able to benefit from the CGT discount in respect of such gains distributed to them to the extent the Fund held the underlying CGT asset for at least 12 months prior to its disposal.

If interest income from New Zealand investments which flows through the Fund to Australian residents has been subject to New Zealand interest withholding tax (WHT), Australian resident investors may be eligible for a foreign income tax offset in respect of New Zealand tax paid on that income.

To the extent that any franked dividends flow through the Fund to Australian resident investors, those investors may be eligible for a tax offset in respect of the franking credits attached to the dividends provided the Fund is a 'fixed trust' for Australian tax purposes (noting that where the Fund makes the AMIT election, it will be deemed to be a fixed trust).

If Australian resident investors dispose of their Units in the Fund, they may realise a capital gain or a capital loss on the disposal, depending on their individual circumstances. The CGT discount may apply to Units held for more than 12 months by investors who are Australian resident individuals, Australian resident trusts or complying superannuation funds.

### **Non-Resident Investors**

Interest income which flows through the Fund to non-resident investors would generally be subject to Australian interest WHT at the rate of 10%, but that rate may be



reduced if the investor is resident in a country with which Australia has a double tax agreement (**DTA**).

To the extent that any unfranked returns on equity interests (such as dividends) flow through to non-resident investors, those returns would be subject to Australian dividend WHT at the rate of 30%, but that rate may be reduced under a relevant DTA. Franked dividends which flow to non-resident investors should not be subject to dividend WHT. Some unfranked dividends which are declared by the company paying the dividends to be “conduit foreign income” are exempt from dividend WHT.

If a MIT capital account election is made, gains on the sale of qualifying equity investments will be treated as being on capital account for tax purposes. As noted above, the Fund will primarily hold investments in debt interests. However, to the extent that the Fund makes qualifying equity investments, then the capital account election should allow the gains on disposal of those investments to be treated as capital gains where those investments are also characterised as equity for tax purposes. Where this occurs, and provided the Fund is a ‘fixed trust’ for Australian tax purposes, to the extent that capital gains flow through the Fund to non-resident investors, such capital gains would only be taxed to non-resident investors if they are attributable to taxable Australian property (generally, an indirect interest in Australian real estate assets or assets used by the taxpayer in carrying on a business through a permanent establishment in Australia).

Other types of Australian sourced income (such as line fees, commitments fees etc.) which flow through the Fund to non-resident investors should be subject to final MIT WHT at a rate of 15% (in the case of an investor who is tax resident in a jurisdiction with which Australia has concluded an exchange of information agreement) and 30% for all other non-resident investors.

Based solely on the investments to be made by the Fund, non-resident investors are unlikely to be subject to tax on the disposal of their Units in the Fund on the basis that they are not taxable Australian property.

## **GST**

The Fund is registered for GST. The issue and redemption of Units in, and receipt of distributions from, the Fund will not be subject to GST. However, the Fund may incur GST on fees and expenses that it pays, including on the administration and management of the Fund. The Fund

may be entitled to claim input tax credits (**ITCs**) and/or reduced input tax credits (**RITCs**) on certain of these fees and expenses. Any fees and expenses in respect of which the Fund cannot claim ITCs or RITCs will be a cost to the Fund, which may affect the net income of the Fund and the distributions (if any) made by the Fund to investors.

## **TAX FILE NUMER (TFN) / AUSTRALIAN BUSINESS NUMBER (ABN) WITHHOLDING**

If an investor does not provide its TFN or ABN to the Trustee or claim a valid exemption, the Trustee may be required to withhold tax at the top marginal tax rate from payments to the investor. The investor may be entitled to a credit for such tax withheld in their tax return for the relevant year.

## **FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA)**

The United States of America has rules (known as FATCA) which are intended to prevent US persons from avoiding tax. Broadly, the rules may require the Fund to report certain information to the ATO, which may then pass the information on to the US Internal Revenue Service (**IRS**). If you do not provide this information, we will not be able to process your application. To comply with these obligations, the Trustee or Manager will collect certain information about you and undertake certain due diligence procedures to verify your FATCA status and provide information to the ATO in relation to your financial information required by the ATO (if any) in respect of any investment in the Fund.

## **COMMON REPORTING STANDARD**

The Common Reporting Standard (**CRS**) is the single global standard for the collection, reporting and exchange of financial account information of non-residents, which applies to calendar years ending after 1 July 2017. The CRS is similar to FATCA, whereby the Trustee or Manager will need to collect and report similar financial account information of all non-residents to the ATO. The ATO may exchange this information with the participating foreign tax authorities of those non-residents.

## **RETURNS**

Unless specified otherwise in this Information Memorandum, contents of this Information Memorandum regarding the returns are presented on a pre-tax net return basis after management fees, performance fees, and other fund-level costs and expenses.