

Ocian Oak Trust

# Information Memorandum

## **Trustee**

Quay Wholesale Fund Services Pty Ltd

ABN 55 647 044 602

AFSL No 528526

## **Investment Manager**

Ocian Funds Management Pty Ltd

ACN 653 793 796

Corporate Authorised Representative (Registration No.  
1295537) of

Quay Wholesale Fund Services Pty Ltd (AFSL No. 528526)

Issued

21 May 2025

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# 1. Notice to Potential Investors

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This Information Memorandum (**IM** or **Memorandum**) is dated 21 May 2025 and relates to the offer of interests in the Ocian Oak Trust (**Trust**). Quay Wholesale Fund Services Pty Ltd (ABN 55 647 044 602, AFSL No 528526) (**Trustee**) is the trustee of the Trust and the issuer of this IM. The terms of your investment in the Units of the Trust (**Units**) are set out in the following key documents:

- the trust deed of the Trust dated 3 June 2022, as further amended from time to time (**Trust Deed**);
- this IM; and
- the application form accompanying this IM that is of the same date (**Application Form**).

The key documents outlined above (together, the **Transaction Documents**) must be read carefully before making a decision to invest in the Units of the Trust. Copies of the Transaction Documents will be provided to you upon request.

The Transaction Documents:

- constitute your agreement with the Trustee to invest the amount specified in the Application Form;
- describe the features, associated risks and costs of the Trust's investment strategy; and
- set out some of the key terms of investing in the Trust and contains certain representations and warranties from you as an investor in the Trust.

Upon acceptance of your executed Application Form (including receipt of your cleared funds paid to our nominated account), monies will be held on deposit within the Trust in an account with an Australian Authorised Deposit-Taking Institution (**ADI**).

This IM is not a disclosure document under the *Corporations Act 2001* (Cth) (**Corporations Act**) and has been prepared for use by wholesale or professional investors only. This document is not required to be and has not been lodged with the Australian Securities and Investments Commission (**ASIC**), and neither ASIC nor any of its officers take any responsibility for the contents of the IM.

## Your Decision to Invest

This IM is an important document which you should read before making a decision to acquire the Units. A document of this kind cannot, however, take into account your investment objectives, financial situation or particular needs, and nothing in this IM should be regarded as a recommendation by the Trustee or by any other person concerning an investment in the Trust. Having considered the information in the IM, you should obtain independent financial and taxation advice as to the suitability of an investment in the Units for you, having regard to your investment objectives, financial situation and particular needs.

## **Applications**

This IM is available in paper form and in electronic form. If you wish to invest, you must complete the Application Form accompanying the IM and submit it in accordance with the instructions set out in the Application Form.

## **Restrictions on Distribution of this IM**

The offer to which this IM relates is only available to persons:

- receiving the IM in Australia; and
- who qualify as wholesale investors under s 761G and s 761GA of the Corporations Act.

The IM does not constitute an offer of the Trust in any place in which, or to any person to whom, it should not be lawful to make an offer of the Trust. The distribution of the IM in jurisdictions outside Australia may be restricted by law, and any person who resides outside Australia and who comes into possession of the IM should seek advice about it and observe any restrictions.

## **Updated Information**

Updated information relating to this IM will be made available promptly. You can access this information [www.quayfund.com.au](http://www.quayfund.com.au). Alternatively, you can request a paper copy of this information free by contacting the Trustee on 1300 114 980. The information that will be made available by way of updates is information which is subject to change from time to time and is not materially adverse to you. If a change in information is materially adverse to you, the Trustee will replace this IM or issue a supplementary IM.

## **Electronic IM**

Investors who receive this IM in electronic form are entitled to obtain a paper copy of the IM, including the Application Form, without charge. Please contact the Trustee on 1300 114 980.

## **Definitions**

Some expressions used in this IM are defined in the Glossary in section 10. Unless the context requires otherwise, words used in the IM have the meaning given in the Glossary.

## 2. Key Features

### Key Features

Feature	Overview	Refer to Section
<b>Trust</b>	Ocian Oak Trust	4
<b>Trust Structure</b>	The Trust is an unlisted, unregistered Australian wholesale managed investment scheme.	4.1
<b>Trustee</b>	Quay Wholesale Fund Services Pty Ltd (ABN 55 647 044 602, AFSL No 528526)	3
<b>Investment Manager</b>	Ocian Funds Management Pty Ltd ( <b>Ocian Funds Management</b> ) (ACN 653 793 796), the Corporate Authorised Representative (Registration No. 1295537) of Quay Wholesale Fund Services Pty Ltd (AFSL No. 528526)	3
<b>Investment Objective</b>	The investment objective of the Trust is to provide a Mezzanine Debt Facility for the development of the Property which will provide a return for Unitholders.	4.2
<b>Investment Strategy</b>	The Trust will hold interests in a Mezzanine Debt Facility which will be subordinated to the Senior Lender with second ranking security over real property assets.	4.3
<b>Property</b>	Land and improvements at 2 Shaft Street, Silverwater, NSW.	
<b>Eligible Investors</b>	Wholesale clients as defined in the Corporations Act.	5.1
<b>Minimum initial investment and balance</b>	The minimum initial investment amount for new investors is AUD\$250,000. The minimum holding balance is AUD\$250,000. The Trustee, in its sole and absolute discretion, may accept or reject all or any portion of any investment and reduce, increase or waive the minimum investment.	5.5
<b>Funds to be raised</b>	\$3,200,000	
<b>Target return</b>	Target return 17% per annum.* Investors will receive a return from the time the funds raised are deployed to the Borrower.  *The target return is not a forecast and is not guaranteed. There can be no assurance that the investment objective of the Trust or the target return will be achieved. Investors should consider the risks involved with the investment – see section 6.	

<b>Unit Prices</b>	Unit prices will be calculated by the NAV of the assets corresponding to the Units divided by the number of Units on issue.	5.3
<b>Class of Units</b>	As of the date of this IM, there will be one class of Units in the Trust.	5.2
<b>Investment Timeframe</b>	Suggested investment timeframe is 2 years given the nature of the assets in which the Trust invests. The Trustee and the Investment Manager recommend that you consider, with your financial adviser, the suggested investment period for the Trust for your own investment timeframe. You should review this regularly to ensure that the Trust continues to meet your investment needs.	5.4
<b>How to invest in the Trust</b>	<p>Investors should complete the Application Form accompanying this IM and send the completed Application Form, together with any supporting documents to the Trustee. When the total funds to be raised have been subscribed for, the Trust will no longer accept applications.</p> <p>The Trustee has the right to reject any application or to accept only part of an application. Once lodged, an application may be cancelled only with the Trustee's approval.</p> <p>No cooling off period applies to wholesale clients as defined in the Corporations Act.</p>	5.8
<b>Redemptions</b>	Units will not be redeemed until the Mezzanine Debt Facility is repaid, which is expected on or before the Maturity Date.	5.6
<b>Distributions</b>	Subject to the distribution policy of the relevant Unit Class.	5.7
<b>Risks</b>	Like an investment of this type, there are risks associated with investing in the Trust. For information about the specific risks associated with the Trust, see section 6.	6
<b>Fees and Costs</b>	The Trust will bear all the costs of its operation and management, including the organisational expenses, the fees and expenses payable to service providers and all expenses related to its investment program.	7

## 3. Trust Management

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### 3.1 Trustee

The Trustee is Quay Wholesale Fund Services Pty Ltd (ABN 55 647 044 602, AFSL No 528526) (**Quay**). Quay has been established as an independent provider of trustee services to wholesale funds. This leaves the investment decisions to an expert that can focus on deciding what investments are made on behalf of the Trust, whilst Quay takes care of the operational aspects of the Trust.

Quay's responsibilities and obligations as the trustee are governed by the Trust Deed, the Corporations Act and general trust law. As trustee of the Trust, Quay is solely responsible for the management of the Trust.

Quay has delegated the investment management functions to Ocian Funds Management Pty Ltd (ABN 85 653 793 796) (**Ocian Funds Management** or **Investment Manager**) under an Investment Management Agreement (**IMA**). Quay reviews the Investment Manager on an ongoing basis to ensure that it is managing the investments of the Trust within the terms of the IMA.

#### **Key Executives**

##### **John Ballhausen (Founder)**

John was the former managing director of Rimcorp Property Limited (ABN 64 100 029 776) which was the responsible entity for three registered schemes with over \$100M in funds under management. He has been a key person and/or a responsible manager on several Australian financial services licences.

##### **Simon Lindsay (Founder)**

Simon was the former managing director of Aurora Funds Management (ABN 69 092 626 885) which was the responsible entity for five registered schemes with over \$600M in funds under management. He has also been a key person and/or a responsible manager on several Australian financial services licences.

Further biographical details are available on Quay's website: [www.quayfund.com.au](http://www.quayfund.com.au).

The Trustee holds Australian Financial Services license number 528526 issued by ASIC, which authorises it to operate the Trust.

## **3.2 Investment Manager**

The Investment Manager of the Trust is Ocian Funds Management.

### **Key Executives**

#### **Daniel Kent (Founder)**

Danny has over 20 years of experience in finance, law, and capital advisory, working exclusively in the property sector. Danny's tertiary and professional qualifications in finance and law are supported by extensive property finance transactional experience. This includes wholesale capital restructurings for institutional clients, providing acquisition facilities to expanding property groups, and overseeing some of the largest and most complex development finance arrangements delivered in the Australian market.

#### **Darren O'Hanlon (Founder)**

Darren brings over 23 years of experience in Property Finance, Corporate Finance and Capital Advisory, having led highly successful teams in Sydney and London. He has delivered complex development and investment finance transactions for mid-market and institutional clients across all major classes of real estate. With tertiary qualifications in Applied Finance (Fin & Eco) and Management, he also has experience assisting clients' growth strategies through trade acquisitions, asset roll-ups and pre-IPO processes.

Further biographical details are available on Ocian's website [www.ocian.com.au](http://www.ocian.com.au).

## 4. The Trust

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### 4.1 **Trust Structure**

The Trust is an unlisted, unregistered managed investment scheme under the Corporations Act.

### 4.2 **Investment Objective**

The investment objective of the Trust is to provide a Mezzanine Debt Facility for the development of the Property, which will provide a return for Unitholders.

There can be no assurance that the investment objective of the Trust will be achieved.

### 4.3 **Investment Strategy**

The Trust seeks to achieve the investment objective by entering into a Mezzanine Debt Facility, which will be subordinated to the Senior Lender with second ranking security over real property assets. A Senior Debt Facility will be arranged by Ocian Group Pty Ltd (ACN 629 485 267) (Ocian Group), and made available to the Developer by the Senior Lender, who will hold first mortgage security (Senior Debt Facility). All funds will be used for the development of the Property.

The Trust intends to raise \$3,200,000 from Investors which will be used for the following purposes:

- \$200,000 will be used cover the costs of operating the Trust, including management fees incurred over the term of the Trust; and
- \$3,000,000 will be used to fund the initial drawdown under the Mezzanine Debt Facility to assist with funding the acquisition of the Property and subsequent development of 78 strata-titled industrial units ranging from 60sqm to 200sqm.

The Mezzanine Debt Facility will have a limit of \$4,300,000, but the initial drawdown will be limited to \$3,000,000.

Interest on the Mezzanine Debt Facility will be payable monthly in arrears on the last day of each Interest Period until the Maturity Date. Interest and fees may be capitalised, provided that, as a result of the accrued interest and/or fees being capitalised:

- no review event or event of default is subsisting or will occur; and
- the limit of the Mezzanine Debt Facility will not be exceeded.

The aggregate facility limit of the Senior Debt Facility and the Mezzanine Debt Facility will not be more than 78% of the "as if complete" value of the Property determined through an independent valuation.

100% of net proceeds from sales not applied to the repayment of the Senior Debt Facility, are to be applied to the repayment of the Mezzanine Debt Facility. The Mezzanine Facility is to be prior to the Maturity Date, subject to a minimum Interest Period of 18 months.

The Developer will engage the builder to complete the works to develop the Property under a contract that largely fixes the time and price to complete the works. The builder is a related party of the Developer. A side deed to that contract will be executed by the Developer, builder, Senior Lender, and the Trust.

A quantity surveyor will independently verify the time and cost to undertake the works and will continue to monitor the progress of the works throughout construction.

### 4.3.1 The Developer

Haralambis Group was founded in 2000 and specialises in property development, construction, investment and management. [www.haralambis.com.au](http://www.haralambis.com.au). Over the last 15 years Haralambis Group has completed a number of mixed-use developments in Sydney, including the following:

<b>DENODE</b>	
	<ul style="list-style-type: none"> <li>▪ 38-52 Waterloo St, Surry Hills</li> <li>▪ Site area of 1,300 sqm</li> <li>▪ Appointed a third-party builder, but actively project managed construction</li> <li>▪ Comprised 9 ground floor retail/commercial units, 54 residential units and 4 level basement car park for 80 cars.</li> <li>▪ Project completed in 2010</li> <li>▪ Awarded the highest multi-residential award by Australian Institute of Architects 2011 (National Chapter) Frederick Romberg Award for Residential Architecture – Multiple Housing</li> </ul>
<b>BAYSWATER APARTMENTS</b>	
	<ul style="list-style-type: none"> <li>▪ 137 Bayswater Rd, Rushcutters Bay</li> <li>▪ Site area of 505 sqm</li> <li>▪ Delivered by Haralambis Construction</li> <li>▪ Comprised ground floor retail, 28 residential units over 7 levels and basement car park</li> <li>▪ Project completed in 2015</li> </ul>
<b>CHALMERS CENTRAL</b>	
	<ul style="list-style-type: none"> <li>▪ 30 – 34 Chalmers St, Surry Hills</li> <li>▪ Site area of 320 sqm</li> <li>▪ Delivered by Haralambis Construction</li> <li>▪ Comprised ground floor retail and 31 residential units over 8 levels</li> <li>▪ Project completed in 2015</li> </ul>
<b>DULWICH GREEN</b>	
	<ul style="list-style-type: none"> <li>▪ 801 – 807 New Canterbury Rd, Dulwich Hill</li> <li>▪ Site area of 3,070 sqm</li> <li>▪ Delivered by Haralambis Construction</li> <li>▪ Comprised ground floor 560sqm retail, 77 residential units over 4 levels and 2 level basement car park for 110 cars.</li> <li>▪ Completed 2017</li> </ul>

In 2023, Haralambis Group developed 'Kingsgrove Connect', which was a ~15,000sqm multilevel warehouse/storage strata development comprising 129 strata lots ranging from 14sqm to 300sqm. Project value of ~\$120M: refer [www.kingsgroveconnect.com.au](http://www.kingsgroveconnect.com.au) .

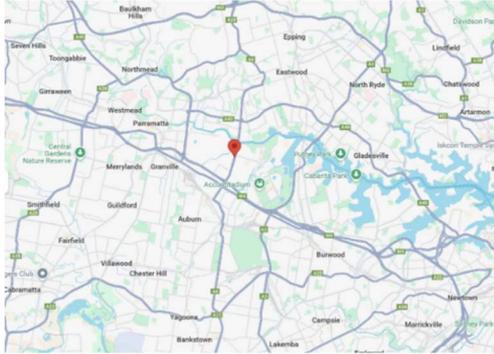
Kingsgrove Connect was a successful development project with a high-quality design and finish.

Haralambis Group has used the design, construction methodology and subcontractor knowledge from Kingsgrove Connect to further improve and enhance the design and delivery of Silverwater Connect.<sup>1</sup>



<sup>1</sup> Past performance is not indicative of future results, and no representation is made in this regard. There can be no assurance that the Trust will achieve its investment objective

### 4.3.2 Location and Site



Property is located within the industrial precinct of Silverwater.

It is immediately surrounded by predominantly larger-scale industrial and warehouse facilities and various older strata titled office and warehouse estates.

Silverwater is situated between Sydney CBD, Parramatta, M2 to the North and M5 to the South, which allows for convenient service of the Sydney Metropolitan area.

Direct access is available to M4 East/West ramps (1.4km) and Victoria Road (2.5km) via multilane main roads, providing access to all of Sydney's motorways.

The 7,725sqm site has 3 street frontages, being Silverwater Rd, Holker St and Shaft St.

The property is largely level and regular in shape. Majority of the site is unimproved with one established 780sqm industrial shed located on the eastern side of the site.

More information is available on the project website – [www.silverwaterconnect.com.au](http://www.silverwaterconnect.com.au)

### 4.3.3 The Development

Silverwater Connect has been designed to take advantage of its 3 street frontages. The strata industrial unit development will comprise 3 levels with vehicle and goods lift access available to all units.

The building will comprise concrete construction, with metal roof and wall cladding and no use of composite panels. The building will be fire-sprinklered throughout and receive high-quality graphics, numbering and wayfinding.

Planning approval for the proposed development is to be achieved prior to drawing down the Mezzanine Debt Facility. The layout is as follows:

#### **GROUND FLOOR**

- Warehouse/Showroom unit areas ranging from 60sqm–191sqm
- 37 showroom/warehouse units with mezzanine and office space
- 87 parking spaces allocated to units located on the ground floor

#### **LEVEL 1**

- Warehouse unit areas ranging from 109sqm–170sqm
- 21 Warehouse units with mezzanine and office space
- 31 parking spaces allocated to units located on level 1

#### **LEVEL 2**

- Warehouse unit areas ranging from 110sqm–174sqm
- 20 Warehouse units with mezzanine and office space
- 41 parking spaces allocated to units located on level 2



Ground floor showrooms will have direct street frontage, with car parking directly opposite the showrooms.

First and Second floor unit layouts allow for natural light and outlook for all units.

Units will include mezzanine offices, air-conditioning, carpet, extensive glazing, bathrooms with shower, kitchenette and NBN to premises.

#### **4.3.4 Delivery**

Construction will be undertaken by Haralambis Construction Pty Ltd, a related party of the Developer.

Geotechnical and Environmental reports have been completed as part of the Developer's due diligence and are to be found acceptable.

Site is of regular shape, is predominantly flat and has good access for construction.

There is limited demolition and excavation requirements.

The indicative project timeline is 18 months, which allows for a 6-week weather contingency.

The adopted project timeline is based on the Investment Manager's experience from the recently completed Kingsgrove Connect industrial project.

#### **4.3.5 Market Conditions and Forecast Valuations / Sale Prices**

The Sydney industrial market has been performing well, with continued growth in land values and rental yields remaining tight.

Competition with other land uses in the Southern and Inner submarkets has reduced available industrial stock in these precincts

Silverwater is unique small industrial precinct with good access and limited sites for development of no new stock.

An independent market appraisal of the project from M3 Property has identified recent sales from similar industrial complexes in Strathfield South, Chullora, Homebush West, Kirrawee, Frenches Forest and Kingsgrove Connect reflecting prices between \$7,100psqm - \$9,200psqm.

M3 Property's market appraisal of the development "as if complete" reflects an average of value of ~\$8,200psqm.

M3 Property's market appraisal also identified that industrial units attract rental yields in the range of 3.0% to 4.0% in the South Sydney region.

Market rents of the subject property have been appraised at between \$350psqm and \$400psqm, reflecting average rental yields of 4.3% against the appraised values of the units.

#### 4.3.6 Sales Strategy

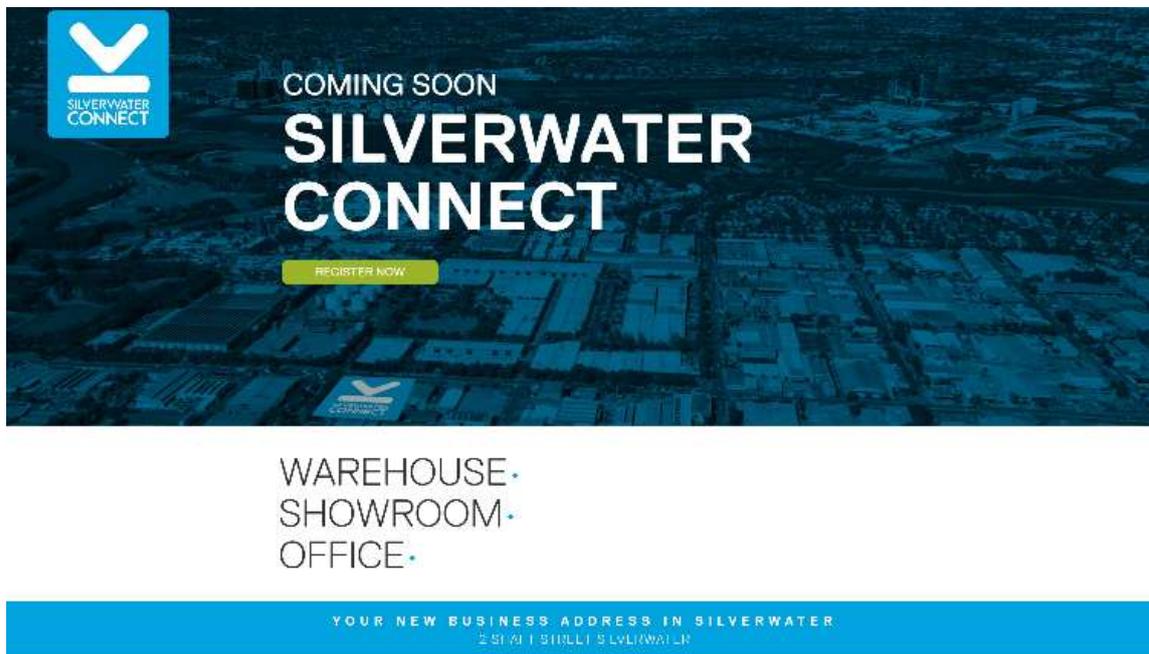
Smaller office/warehouse units like the proposed are generally sold to owner occupiers, or smaller investors.

Kingsgrove Connect has sold and leased well over the past 18 months with increases in rental and sale rates per square metre achieved over the marketing period.

Haralambis has selected two specialised industrial agencies from Kingsgrove Connect, who were successful in the sales and leasing process.

Signage has been erected on prominent Silverwater/Holker Street's corner and purchasers are able to register interest via the project website. – [www.silverwaterconnect.com.au](http://www.silverwaterconnect.com.au).

Selling and leasing campaign will commence once the site has been cleared of its existing improvements and construction works are underway.



The image is a promotional banner for Silverwater Connect. It features a dark blue background with an aerial view of an industrial site. In the top left corner, there is a logo consisting of a white stylized 'V' shape above the text 'SILVERWATER CONNECT'. The main text in the center reads 'COMING SOON' in a smaller font, followed by 'SILVERWATER CONNECT' in a large, bold, white font. Below this, there is a yellow button with the text 'REGISTER NOW'. At the bottom of the banner, there is a white bar with the text 'YOUR NEW BUSINESS ADDRESS IN SILVERWATER' and '2 SILVER STREET SILVERWATER'.

WAREHOUSE·  
SHOWROOM·  
OFFICE·

YOUR NEW BUSINESS ADDRESS IN SILVERWATER  
2 SILVER STREET SILVERWATER

### 4.3.7 Feasibility and Funding Arrangements

The Developer has prepared the following feasibility and funding table for the project:

Feasibility and Funding Table (\$K)	Total	Equity	Debt	
			Mezzanine	Senior
<b>Gross Realisations ("GRs")</b>	83,720			
<b>Selling Commissions</b>	1,674			
<b>Net Realisations ("NRs")</b>	82,046			
<b>Land</b>	27,325	7,500	3,000	16,825
<b>Acquisition costs</b>	1,538			1,538
<b>Construction</b>	30,750			30,750
<b>Contingency</b>	1,538			1,538
<b>Professional Fees (inc DM fees)</b>	1,292			1,292
<b>Statutory Fees including Contributions</b>	542			542
<b>Holding Costs</b>	355			355
<b>Marketing</b>	75			75
<b>Legal Fees</b>	273			273
<b>Finance Costs including Interest and Fees</b>	7,594		1,300	6,294
<b>Total Development Costs ("TDC")</b>	71,281	7,500	4,300	59,481
<b>Net Development Profit</b>	<b>10,765</b>			
<b>Development Profit Margin</b>	<b>15.1%</b>			
<b>LVR (Total Debt / NRs)</b>			<b>77.7%</b>	<b>72.5%</b>
<b>LTDC (Total Debt / TDC)</b>			<b>89.5%</b>	<b>85.0%</b>

- Sales (GRs) exclude GST and reflect an average sales price of \$1.07M per unit.
- Selling Commissions allowed at 2% of GRs.
- Land is shown at forecast "as is" valuation of \$27.3M based on planning approval expected by 15 May 2025, noting actual purchase price is \$20.8M.
- Construction budget reflects ~\$0.40M per unit excluding GST.
- Contingency allowance is 5% of construction budget.
- The budgets for professional fees including development management and legal costs reflect ~5% of construction costs.
- Statutory Fee and Contributions reflect the existing council's schedule of contributions of ~\$7K per unit.
- In addition to sales commissions, a \$75K allowance has been made for costs associated with the marketing of the project.
- Holding Costs are based on estimated rates and land taxes for the property for 2 years.

## 5. Investing in the Trust

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### 5.1 Eligible Investors

The Trust is only available to wholesale clients, as defined in s 761G and s 761GA of the Corporations Act.

### 5.2 Class of Units

As of the date of this IM, there will be one Class of Units in the Trust.

### 5.3 Unit Price

The Unit price for each Unit Class will be calculated by dividing the NAV for the assets corresponding to the Units of the relevant Class by the number of Units of the Class on issue.

As of the date of this IM, the application price of Units is AUD\$1.00 per Unit.

The Trustee in its absolute discretion may issue new Classes of Units with different terms attached.

### 5.4 Investment Timeframe

The Trustee and the Investment Manager recommend that you consider, with your financial adviser, the suggested investment period for the Trust for your own investment timeframe. You should review this regularly to ensure that the Trust continues to meet your investment needs. The recommended time frame is between 18-24 months.

### 5.5 Minimum Initial Investment and Balance

The minimum initial investment amount is AUD\$250,000. Following the initial investment, investors may invest additional funds at the Trustee's discretion.

### 5.6 Redemptions

Units will not be redeemed until the Mezzanine Debt Facility is repaid, which is expected to on or before the Maturity Date (**Redemption Date**). Units will be redeemed at NAV per Unit in the relevant Class, as at the applicable Redemption Date.

A Unit holder wishing to redeem their Units prior to the Redemption Date may request the Trustee redeem their Units in writing. It is unlikely that the Trustee will be able to satisfy any such request and is not obliged to consider the redemption request.

Subject to certain restrictions and unless redemptions have been suspended, net redemption proceeds will be paid by Electronic Funds Transfer (at the expense of the redeeming Unitholder) of the redemption amount to the account designated by the Unitholder in the Application Form. Redemption proceeds will generally be paid within 30 calendar days of the Redemption Date. Prospective Unitholders should be aware that the relevant redemption price will be based on unaudited accounts.

## **5.7 Distributions**

Subject to the distribution policy of the relevant Unit Class in the Trust, in which the Units of the Class invested, the Trust may declare and pay dividend to its investor as it receives such distribution from the Trust.

It is not expected that a distribution will be paid until the Trust has been repaid.

Any income earned by the Trust that is not distributed as dividends will be reinvested and reflected in the value of the Units of the relevant Class.

## **5.8 How to Invest in the Trust**

Investors should complete the Application Form accompanying this IM and send the completed Application Form, together with any supporting documents to the Trustee as soon as possible, and in any event, by no later than 5.00pm (AEST) on the Business Day which is 3 Business Days before the applicable Subscription Day. Once the required funds have been raised, no further applications will be accepted. Any additional applications will be rejected by the Trustee. If you need any help in considering whether the Trust is appropriate for you, or in completing the Application Form, please consult with professional financial advisors for your benefit.

To invest, simply forward your completed Application Form, together with your Investment Amount to:

Quay Wholesale Fund Services Pty Ltd  
Suite 3701, Level 37, 1 Macquarie Place  
Sydney NSW 2000  
Email: [enquiries@quayfund.com.au](mailto:enquiries@quayfund.com.au)

Payment methods and details are available with the Application Form.

All application money will be paid into an interest-bearing account upon receipt. Any interest earned on these accounts may be retained by the Trust.

If we are unable to process an application because it is invalid (e.g. the Application Form is not signed), the transaction will not be processed and the application money will remain in the account until the correct documentation is received.

No third party payments are accepted and funds have to be received in the name of the Investor.

If correct documentation is not received within one month, the application money will be returned to by Electronic Fund Transfer with no interest payable.

The Trustee has the right to reject any application or to accept only part of an application. Once lodged, an application may be cancelled only with the Trustee's approval.

No cooling off period applies to wholesale clients as defined in the Corporations Act.

## **5.9 Requests received by email**

The Trustee will acknowledge receipt of any application or redemption request on behalf of the Trust, and in the event no acknowledgement is received from the Trustee within 5 days of submitting the request, the applicant should assume that the application or redemption request has not been received and they should contact the Trustee via email on [enquiries@quayfund.com.au](mailto:enquiries@quayfund.com.au) to confirm the status of their request.

None of the Trust, the Trustee or the Investment Manager accepts any responsibility for any loss arising from the non-receipt or illegibility of any Application Form or additional Application Form (as the case may be) sent by email or for any loss caused in respect of any action taken as a consequence of such email believed in good faith to have originated from properly authorised persons.

## 6. Risks

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An investment in the Trust entails substantial risk. The nature of the investments in the Trust involves certain risks including, but not limited to, those listed below and the Investment Manager of the Trust may utilise investment techniques which carry additional risks. Potential investors should carefully consider the following factors, among others, in determining whether an investment in the Trust is suitable for them.

The following list of risk factors does not purport to be a complete enumeration or explanation of all the risks involved in an investment in the Trust. Prospective investors are urged to consult their advisors before deciding to invest in the Trust.

### 6.1 **Risks associated with the Trust Structure**

**No right to control.** The Trustee of the Trust does not control the day-to-day operations, including investment and disposition decisions, of the Trust. The Trustee relies on the Investment Manager of the Trust to conduct and manage the affairs of the Trust.

**Absence of regulatory oversight.** The Trust is an unlisted and unregistered management investment scheme. Therefore, the Trust is not held to the stringent compliance standards imposed by the Corporations Act and ASIC which normally apply to registered management investment schemes. Accordingly, Unitholders of the Trust may not have the benefit of all the protections afforded to them by the securities laws of their home jurisdiction or other relevant jurisdictions.

**Business and regulatory risks.** Legal, tax and regulatory changes during the term of the Trust may adversely affect it. Changes in the regulation may adversely affect the value of the Trust's investments and consequently the value of the Trust. They may also adversely affect the Trust's ability to obtain the leverage it might otherwise have obtained or to pursue its trading strategies.

**Dependence on key personnel.** The investment performance of the Trust will be substantially dependent on the expertise of the Investment Manager, and their respective principals and employees. Thus, the departure for any reason of the key individuals who will be primarily responsible for managing the investment of the assets of the Trust may consequently have a materially adverse effect on the performance of the Trust.

**Operating history.** The Trust was established on 3 June 2022 but has not been "in operation" prior to the date of this IM. The Trust therefore has limited track record or operating history. The past performance of other entities or accounts managed by the Investment Manager or its affiliates may not be indicative of future performance for the Trust, and no representation is made in this regard. There can be no assurance that the Trust will achieve its investment objective.

## 6.2 Risks associated with the Investment Strategies undertaken by the Trust

**Development Risk.** Risks associated with developments include planning risk, market risk, leasing risk, delivery risk, inflation and escalating constructions costs risk. Such development risks may impact overall costs of the development and time to complete the development, which may impact the forecast returns.

**Valuation Risk.** The value ascribed to the Property will be influenced by many factors, including: supply and demand of property assets and general property market conditions. Property values may fall if the underlying assumptions on which property valuations have been made change in the future. As changes in valuations of investment properties are recorded in the Investor's income statement, any decrease in value may have a negative impact on the income statement.

**Market Risk.** Risk that the completed industrial units in the development cannot be sold, or cannot be sold at the expected price and this may impact the forecast returns.

**Cost Overruns.** The project may incur unforeseen expenses as a result of site conditions, or other unforeseen circumstances. Additional funding may be required to meet those cost over runs, which may result in competing calls on the proceeds available from the sale of completed dwellings. This may impact the forecast returns.

**Delays.** Inclement weather or unforeseen issues may still cause delays to construction. The return to the Trust is based on a "per annum" interest rate, so while delays will not decrease the financial return to the Trust, delays may lead to Cost Overruns and this may impact the forecast returns. Any delays may also extend the period to which investors are exposed to other risks.

**Financial Leverage.** The Senior Debt Facility increases the potential for reward for the Developer, but also increases the risk attributable to the Trust. Non-compliance with covenants under the senior loan agreement may result in penalty or the premature call in of the senior loan. There is no guarantee that the Developer will be able to refinance any senior loans and if it can, the applicable interest rate base may be higher than anticipated, and this may impact the forecast returns.

**Conflict Risk.** Ocian Group, a related party of the Investment Manager has been engaged by the Developer to help arrange the Senior Debt Facility. The Senior Debt Facility reduces the Developer's equity commitment, but exposes the Trust to a greater risk of loss. To manage that potential conflict, the Mezzanine Debt Facility places restrictions on the level of senior debt the Developer may seek, and the terms of the Senior Debt Facility will be subject to independent legal review and must be acceptable to the Investment Manager.

**Investment Risks.** The Trust invests the available capital in property development debt facilities that can be deemed speculative investments. While there is a market for buying and selling property assets, the market for debt facility assets in general is subject to fluctuations that are at times substantial. Higher volatility results in higher risk. Different debt facilities have different levels of volatility.

**Long-term Investment Risk.** This investment will be realised over a longer term than other types of investments. There is no guarantee that the economic and financial environment for the Trust's

investments will stay the same as it is now. Any adverse changes to the economy may result in a lower return than expected.

**Liquidity Risk.** Investors are required to remain in the Trust for the suggested investment timeframe. Redemptions of Units will be at the sole discretion of the Trustee. The Trustee does not guarantee it will be able to satisfy redemption requests prior to the winding up of the Trust.

**Economic Conditions.** Changes in economic conditions, including interest rates, inflation rates, government regulations, overall industry conditions, competition, political conditions and legislation can have a substantial effect on the investments that the Trust undertakes. Specific general economic conditions, such as a global financial crisis, and/or extreme volatility in global markets, due to such situations as a pandemic or global conflicts, could significantly impact the Trust.

### **6.3 Conflicts of interest**

The Trustee and the Investment Manager of the Trust may, from time to time, act as director, promoter, manager, investment manager, investment adviser, registrar, transfer agent, trustee, custodian, broker, distributor or placing agent to, or be otherwise involved in, other collective investment schemes which have similar investment objectives to those of the Trust. Similarly, one or more of them may provide discretionary fund management or ancillary administration, custodian or brokerage services to investors with similar investment objectives to those of the Trust. Consequently, any of them may, in the course of their business, have potential conflicts of interests with the Trust.

Each will at all times have regard to its obligations to the Trust and will endeavour to resolve such conflicts fairly.

**Investment Manager.** The Investment Manager is a corporate authorised representative (No. 1295537) of Quay Wholesale Fund Services Pty Ltd (ACN 647 044 602 AFSL No. 528526). The Investment Manager has been authorised by Quay to only provide the financial services required in its role as Investment Manager of the Trust and not in relation to any other trust/fund or financial services.

The Investment Manager is not a related party of the Trustee. The contractual arrangements between the Trustee and the Investment Manager are negotiated at arm's length between the parties. The Trustee may from time-to-time enter into transactions with related entities.

By investing in the Trust, Investors acknowledge that the Investment Manager is responsible for making investment decisions for the Trust and that they have made their own independent investigations to satisfy themselves of the benefit of becoming an Investor in the Trust.

Enforcement action procedures, if required, in the event of default of an Investment will be managed by the Investment Manager, in consultation with the Trustee.

**Trustee.** At all times so far as practicable the Trustee will have regard to its obligations to act in the best interests of the Trust and will seek to ensure that any conflict of interest is resolved fairly.

The Trustee may be a party to, or otherwise interested in, any transaction or arrangement with the Trust or in which the Trust is otherwise interested. The Trustee will not be liable to account to the Trust for any profit derived from such a transaction or arrangement provided the nature and extent of any material interest has been disclosed.

Save as disclosed in this IM, the Trustee has no interest, direct or indirect, in the promotion of, or in any assets which are proposed to be acquired, disposed of by or leased to, the Trust. Save as disclosed in this IM, the Trustee has no material interest in any contract or arrangement entered into by the Trust which is unusual in nature or conditions or significant in relation to the business of the Trust, nor has the Trustee had any such interest since the Trust was incorporated.

*This list of risk factors does not purport to be complete. Nor does it purport to be an entire explanation of the risks involved in an investment in the Trust. A potential investor should read this IM in its entirety as well as consult with its own legal, tax and financial advisers before deciding to invest in the Trust.*

## 7. Fees and Expenses

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### 7.1 **Fees payable to the Investment Manager**

Ocian Group, a related party of the Investment Manager, will be engaged to arrange the Senior Debt Facility. In return for these services, Ocian Group will receive a market brokerage fee paid by the Senior Lender.

The Investment Manager or its related parties, may receive other fees paid for by the Borrower.

Upon completing the raise from Investors, the Trust will pay the Investment Manager an ongoing Management Fee of 1.25% p.a. (plus GST) on the same amount (charged monthly).

### 7.2 **Fees payable to the Trustee**

The Trustee will receive a fee of \$3,000 per month (plus GST) payable out of the assets of the Trust.

### 7.3 **Expenses**

The Trust will bear all expenses related to the operation of the Trust where those expenses are incurred and are recoverable under the Trust Deed. These include:

- i) fees and expenses of advisers and consultants;
- ii) indemnification expenses and the cost of insurance against potential indemnification liabilities;
- iii) legal, administrative, accounting, tax, audit and insurance expenses;
- iv) all taxes and corporate fees payable to governments or agencies;
- v) communication expenses with respect to investor services, including all expenses of meetings of unitholders and of preparing, printing and distributing financial statements and other reports, proxy forms, offering memoranda and similar documents; and
- vi) litigation or other extraordinary expenses.

To date, the Trust has not been charged, and has not incurred, any operating expenses in respect of the Trust, as those expenses have been paid directly by the Investment Manager of the Trust from management fees paid to it.

## 8. Taxation Information

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Investors are strongly advised to seek professional tax advice prior to investing into the Trust. Investors must take sole responsibility for their investments in regard to any tax implications that may arise during the course of their investment.

The following information summarises some of the taxation and stamp duty issues you should consider before making an investment. The information is intended for use by Investors who hold Units in the Trust on capital account and who are not considered to be carrying on a business of investing, trading in investments or investing for the purpose of profit making by sale. It should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ. The taxation of a unit trust investment such as Units in the Trust can be complex and may change over time. The comments below are current as at the date of preparation of this IM. Investors should be aware that the ultimate interpretation of taxation and stamp duty law rests with the Courts and that the law, and the way that the Federal Commissioner of Taxation or a Commission of State Revenue administers the law, may change at any time. Please consult your tax adviser about the specific implications relevant to your situation before making any investment decision.

This summary only deals with the Australian tax and stamp duty considerations of potential investors and does not deal with tax consequences in relation to other jurisdictions.

### 8.1 Tax position of the Trust

#### **General**

The Trust is an Australian resident trust for Australian tax purposes. Although the Trust holds authorised investments, it is intended that the Trustee will limit its activities to undertaking or controlling entities that undertake 'eligible investment businesses' as described in section 102M of the Australian Income Tax Assessment Act 1936, as amended. On this basis, the Trust should not be a 'trading trust', and so should not be taxed as a company.

Generally, no Australian income tax will be payable by the Trustee on behalf of the Trust on the basis that the Investors in the Trust are presently entitled to all of the distributable income of the Trust for each income year or where the Trust is an Attribution Managed Investment Trust (**AMIT**) (refer to "AMIT Regime" on page 26), Investors are attributed with all net taxable income each year (as relevant). In the case where the Trust makes a loss for Australian tax purposes, the Trust cannot distribute the loss to Investors in the Trust. However, subject to the Trust meeting certain conditions, the Trust may be able to recoup such losses against assessable income of the Trust in subsequent income years.

## **Deemed Capital Gains Tax (CGT) election**

Eligible managed investment trusts (**MITs**) may make an irrevocable election to apply a deemed capital account treatment to gains and losses on the disposal of eligible investments (including equities and units in other trusts, but generally not derivatives and foreign exchange contracts). The election must be made in respect of the first year a trust qualifies as a MIT, otherwise if a trust qualifies as a MIT and no election is made, deemed revenue account treatment applies. If the Trust makes the election for deemed capital account treatment, where the eligible investments of the Trust have been realised, the Trust income should generally be capital gains (unless the tax law provides otherwise). Capital losses must be offset against the 'grossed up' amount of discount capital gain.

## **Tax reform**

Reforms to the taxation of trusts are generally ongoing. The Trustee will continue to monitor the progress of such developments and the impact on the Trust. However, given these developments may impact on the tax positions of the Trust and its Investors, it is strongly recommended that investors seek their own professional advice in relation to the potential impact of any reforms on their tax position.

## **Tax File Number (TFN) and Australian Business Number (ABN) withholding**

It is not compulsory for an Investor to quote their TFN or ABN to the Trustee when acquiring Units. If an Investor is making this investment in the course of a business or enterprise, the Investor may quote an ABN instead of a TFN. Failure by an Investor to quote an ABN or TFN or claim an exemption may cause the Trustee to withhold tax at the top marginal rate, which is currently 47% on distributions of income to the Investor. The Investor may be able to claim a credit in their tax return for any TFN or ABN tax withheld.

## **8.2 Tax position of Australian resident Investors**

Investors should include in their assessable income their share of the Trust's net taxable income, calculated by reference to the portion of the Trust's income to which they are presently entitled to it. Alternatively, where the Trust is an AMIT you include the net taxable income attributed to you for a particular year in your tax return.

An Investor receives an entitlement to the Trust's distributable income for a financial year if they hold Units at the end of a distribution period, or if they redeem any Units during the financial year in which case their withdrawal proceeds may include a component of distributable income.

## **Distributions**

The Trust's distribution is subject to the distribution policy of the relevant Unit Class in the Trust. If the Trust pays distributions, investors in the Trust will be provided with a quarterly distribution and taxation statement (generally in March and July each year) indicating the components of their distribution (or reinvestment), and any taxes withheld or deducted. Where the Trust is an AMIT, Investors will be provided with an AMIT Member Annual Statement (**AMMA Statement**) indicating the components attributed.

Distributions, reinvestments (or attributed amounts) from the Trust, if any, may include various components, the taxation treatment of which may differ. For example, in addition to investment income such as foreign income, distributions from the Trust may include dividends, a tax deferred component, a CGT concession component, as well as net capital gains (of which some part may be discount capital gains).

Any capital gains distributed (or attributed) by the Trust should be included in the calculation of your net capital gain or loss. In performing this calculation, any discounted capital gains distributed (or attributed) by the Trust should be 'grossed up' for the CGT concession component (i.e. the amount of discounted capital gains should be doubled). You may apply again the capital gain any current or prior year capital losses. You should then determine whether you are eligible to apply a CGT discount in respect of the remaining net capital gain (refer below under "Withdrawal and disposal of Units").

Tax deferred distributions are generally distributions in excess of net taxable income (other than any CGT concession component). For CGT purposes, amounts of tax deferred distributions received from the Trust reduce the cost base of your Units in the Trust and therefore increases your capital gain or reduces your capital loss on disposal of those Units. Tax deferred distributions are generally not assessable to you unless the total tax deferred amount received from the Trust exceeds the cost base of your Units, at which point the excess is treated as a capital gain.

The Government has passed legislation to apply from the 2017 – 2018 income year providing that where discount capital gains are offset by capital losses of a trust, a distribution of a CGT concession component can result in a reduction in the cost base of Units held by Investors. The distribution of tax deferred amount or a CGT concession component may be treated differently under AMIT (refer to "AMIT Regime" on page 26 of this Information Memorandum).

### **Withdrawals and disposal of Units**

If you withdraw or transfer Units in the Trust, this may constitute a disposal for tax purposes. Investors should include any realised capital gain or loss on disposal of their Units in the Trust (together with any capital gains distributed or attributed by the Trust) in the calculation of their net capital gain or loss. A net capital gain will be included in assessable income. A net capital loss may only be offset against capital gains. If Investors do not have any capital gains, the capital loss may be carried forward for offset against capital gains of subsequent years but may not be offset against ordinary income.

In calculating the taxable amount of a capital gain, a discount of one half for individuals and trusts or one third for complying superannuation entities may be allowed where Units in the Trust have been held for 12 months or more.

The calculation of an Investor's capital gain or loss may also be affected by any tax deferred distributions made by the Trust (refer above). In addition, where the Trust is an Attribution Managed Investment Trust, the Investor's cost base of Units can also be increased in certain circumstances for

the purposes of calculating a capital gain or loss (refer to "AMIT Regime" on page 26).

Where Units are held as part of a business of investing or for the purpose of profit making by sale, gains realised may constitute ordinary income and losses realised may constitute allowable deductions.

### **8.3 Tax position of non-resident Investors**

Appropriate deductions of Australian withholding tax will be made from distributions (or amounts attributed) of certain Australian sourced income and gains to non-resident Investors. Non-resident investors may also be subject to tax on distributions in their country of residence (for tax purposes) and may be entitled to foreign tax credits under the tax laws of the relevant country.

It is expected that non-residents should generally not be subject to Australian income tax on any capital gains made on the disposal of Units in the Trust.

Broadly, a non-resident Investor in the Trust will be subject to income tax on any capital gains made on the disposal or withdrawal of Units if they, together with any associates, hold or had an option or right to hold 10% or more of the Units in the Trust at the time of disposal/withdrawal or throughout a period of 12 months during the two years prior to disposal/withdrawal, and the majority of the Trust's assets comprise taxable Australian real property.

In this regard, it is not expected that the Trust will hold taxable Australian real property.

A non-resident may also be subject to income tax on any capital gains made where the Units in the Trust have been held as part of the carrying on of a business through a permanent establishment in Australia.

However, if the non-resident holds their Units as part of a business of investing or for the purpose of profit making by sale, gains may be subject to Australian tax as ordinary income, subject to any treaty relief.

We recommend that non-resident investors consult their tax adviser regarding their tax implications, including the tax implications in the country in which they are resident for tax purposes.

#### **8.4 Taxation of Financial Arrangements**

The taxation of financial arrangements (**TOFA**) regime broadly contain rules that cover tax timing treatments for financial arrangements. There are a number of exclusions from TOFA. Investors should seek their own advice as to the possible application of the TOFA regime to their investment in the Trust.

#### **8.5 AMIT Regime**

The Government introduced into taxation law the new Attribution Managed Investment Trust (AMIT) regime effective for income year starting on or after 1 July 2016 (unless an election has been made to apply the regime earlier). An AMIT, in broad terms, is a managed investment trust (MIT) whose unitholders have clearly defined interests in relation to the income and capital of the trust and the trustee or Trustee of the MIT has made an irrevocable election to apply the regime.

The AMIT rules contain several provisions that will impact on the taxation treatment of the Trust. The key features of the new tax system will include:

- an attribution model for determining member tax liabilities, which also allows amounts to retain their tax character as they flow through a MIT to its unitholders;
- the ability to carry forward understatements and overstatements of taxable income, instead of re-issuing investor statements;
- deemed fixed trust treatment under the income tax law;
- upwards cost base adjustments to units to address double taxation; and
- legislative certainty about the treatment of tax deferred distributions.

Reforms to the taxation of trusts are generally ongoing. Investors should seek their own advice and monitor the progress of announcements and proposed legislative changes on the potential impact.

#### **8.6 Goods and Services Tax**

Goods and Services Tax (**GST**) should not be payable on your investment(s) in the Trust. GST will apply to the fees and costs charged to the Trust. However, in respect of some of these fees, the Trust will usually be entitled to reduced input tax credits. The costs and fees payable in relation to your investment(s) in any of the Trust as stated in this IM are inclusive of GST. GST will not be applicable to the buy sell spread payable (if applicable) in relation to the Trust.

#### **8.7 Stamp Duty**

Stamp duty should not be payable on your investment(s) in the Trust.

## 9. Additional Information

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### 9.1 Updated Information

Information in this IM may be subject to change from time to time. We may, at our discretion, inform you of changes. However, we do not undertake to keep you informed of any changes or additional information that may arise after you receive this IM.

You may request a paper copy of any updated information at any time, free of charge.

If you subscribe for Units in the Trust, updated information that arises after the commencement of the Trust (such as changes in the Classes and performance information) will be provided to you from time to time.

### 9.2 Reporting

Reports to investors will be provided at least on an annual basis. We will provide you with:

- confirmation of all transactions in Units (including applications and redemptions); and
- an annual statement providing your account balance, transaction summary and net earnings.

We may also provide you with regularly quarterly updates to the project and an annual tax statement if the Trust has paid a distribution during the financial year.

### 9.3 Privacy

We use personal information about you to administer your investment. If you do not give the Trustee such information we may reject your application. We will not tell anyone information that the Trust has about you unless:

- required by law; or
- we consider that your financial adviser needs the information.

If you think our records are wrong or out of date (particularly address, e-mail or financial adviser) it is important that you contact us to ensure prompt correction.

Contact the Trustee in order to access the personal information we hold about you.

#### 9.4 **Anti-Money Laundering**

In accordance with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) (**AMLCTFA**), we are required to identify and verify the identity of new Investors (and in certain circumstances, existing Investors).

In order to do this, and as required by the AMLCTFA, we must collect certain information from you and verify this information by citing certain verifying documentation. If any information is required from you above that requested via the Application Form, we will contact you.

If you do not provide us with all information requested, we will not be able to process your application or issue Units to you.

We are obliged under the AMLCTFA to take and maintain copies of any information collected from you and, in certain circumstances, may be required to disclose your information to the Australian Transaction Reports and Analysis Centre (**AUSTRAC**) or other government bodies and we may not be permitted to inform you of any such disclosure.

The AMLCTFA also required us to submit certain reports to AUSTRAC. Your information may be required under the AMLCTFA to be included in such reports. In addition to this disclosure, the AMLCTFA permits us to provide your information to related entities and persons. Aside from disclosures permitted or required under the AMLCTFA, we will ensure that your information is kept confidential in accordance with any relevant legislation.

By applying for Units, you are acknowledging that we may, in our absolute discretion, not issue Units to you, cancel any Units previously issued to you, delay, block or freeze any transactions or redeem any Units issued to you if we believe it necessary in order to comply with our obligations under the AMLCTFA. In the above circumstances, we will not be liable to you for any resulting loss.

## 10. Glossary

Defined Term or other terms used in this IM	Definition
<b>\$ or dollar</b>	Refers to the Australian currency.
<b>AFSL</b>	Australian Financial Services licence.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>Class or Classes</b> (as the context requires)	A class of Units issued by the Trustee pursuant to the Trust Deed.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Developer</b>	Silverwater Connect Pty Ltd (ACN 659 368 377) as Trustee for the SC Trust.
<b>FATCA and CRS</b>	Foreign Account Tax Compliance Act and Common Reporting Standards.
<b>Financial Close</b>	The date that conditions precedent under the Senior Debt Facility are satisfied and the first drawdown of the Mezzanine Debt Facility occurs.
<b>GST</b>	Goods and Services Tax.
<b>IM</b>	This Information Memorandum issued by Quay Wholesale Fund Services Pty Ltd dated 21 May 2025.
<b>Interest Period</b>	The interest period on the Mezzanine Debt Facility which is a minimum of 18 months.
<b>Investment Manager</b>	Ocian Funds Management Pty Ltd (ACN 653 793 796).
<b>Maturity Date</b>	24 months from Financial Close.
<b>Mezzanine Debt Facility</b>	The mezzanine debt facility provided by the Trust to the Developer.
<b>NAV</b>	Net Asset Value.
<b>Property</b>	The property located at 2 Shaft Street, Silverwater, NSW.
<b>Senior Debt Facility</b>	The senior debt facility arranged by Ocian Group, and made available to the Developer by the Senior Lender.
<b>Senior Lender</b>	The lender under the Senior Debt Facility.
<b>Subscription Day</b>	The first Business Day of each calendar month and/or such other day or days as the Trustee may determine, either generally or in any particular case.
<b>Trust</b>	Ocian Oak Trust.
<b>Trust Deed</b>	The trust deed of the Trust dated 3 June 2022 as amended from time to time.
<b>Trustee</b>	Quay Wholesale Fund Services Pty Ltd (ABN 55 647 044 602).
<b>Unit or Units</b>	The securities on offer through this IM.
<b>Unitholder</b>	A person registered as a holder of Units on the unit register maintained by the unit registry.

# 11. Directory

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## **Trustee**

Quay Wholesale Fund Services Pty Ltd  
Suite 3701 Level 37, 1 Macquarie Place  
Sydney NSW 2000  
Phone: 1300 114 980  
Email: [enquiries@quayfund.com.au](mailto:enquiries@quayfund.com.au)  
[www.quayfund.com.au](http://www.quayfund.com.au)

## **Investment Manager**

Ocian Funds Management Pty Ltd  
Level 1, 60 Martin Place  
Sydney NSW 2000

## **Legal**

Baker McKenzie  
Tower One - International Towers Sydney  
Level 46, 100 Barangaroo Avenue  
Sydney NSW 2000

# 12. Application Form

This application form is part of the Information Memorandum (IM) relating to the Ocian Oak Trust (Fund) issued by Quay Wholesale Fund Services Pty Ltd (ABN 55 647 044 602, AFSL 528 526).

- The IM contains information about investing in Units in the Fund. You should read the IM before applying for Units in the Fund.
- A person who gives another person access to the Application Form must at the same time and by the same means give the other person access to the IM.
- Quay Wholesale Fund Services will provide you with a copy of the IM and the Application Form on request without charge. If you make an error while completing your application form, do not use correction fluid. Cross out your mistakes and initial your changes.

Please tick one box below and complete the relevant sections of the Application Form.

<b>INVESTOR TYPE</b>	<b>COMPLETE SECTIONS</b>	<b>PAGES</b>
<input type="checkbox"/> Individual/Joint Investors/Sole Trader	Section 1, 5 & 6*	38, 45 - 49, 50 - 54,
<input type="checkbox"/> Company	Section 4, 5 & 6*	42 - 44, 45 - 49, 50 - 54,
<input type="checkbox"/> Trust/Superannuation Fund – Individual Responsible Entity	Sections 2, 3, 5 & 6*	39 – 40, 41, 45 - 49, 50 - 54,
<input type="checkbox"/> Trust/Superannuation Fund – Corporate Responsible Entity	Sections 2, 4, 5 & 6*	39 – 40, 42 – 44, 45 - 49, 50 - 54,

If none of the above categories are applicable (e.g. associations or partnerships), please contact Client Service for assistance on 1300 114980

*\*Section 6 is the Tax Status Declaration (including the Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS) - Self Certification), please complete the relevant tax section.*

## **CERTIFYING A COPY OF AN ORIGINAL DOCUMENT**

All documents must be provided in a certified copy format – in other words, a copy of the original document that has been certified by an eligible certifier.

A 'certified extract' means an extract that has been certified as a true copy of some of the information contained in a complete original document by one of the persons described below.

Please note that we require the copy which was actually signed by the certifier (i.e. the original penned signature of the certifier).

### **People who can certify documents or extracts are:**

- A lawyer, being a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described).
- A magistrate, a chief executive officer of a Commonwealth court or a judge, registrar or deputy registrar of a court.
- A Justice of the Peace.
- A notary public (for the purposes of the Statutory Declaration Regulations 1993).
- An agent of the Australian Postal Corporation (APC) who is in charge of, or a permanent employee of the APC with 2 or more years of continuous service who is employed in an office supplying postal services to the public.
- A police officer or an Australian consular officer or an Australian diplomatic officer (under the Consular Fees Act 1955).
- An officer or finance company officer with 2 or more continuous years of service with one or more financial institutions (under the Statutory Declaration Regulations 1993).
- An officer with, or authorised representative of, a holder of an Australian Financial Services License, having 2 or more continuous years of service with one or more licensees.
- A member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with 2 or more years of continuous membership.

# 1. INDIVIDUAL/JOINT INVESTORS/SOLE TRADER DETAILS

Complete this section if the Investor is investing in their own names, including as a sole trader.

## Investor 1

Title				Date of Birth			
Given Names				Surname			
Tax File Number or Exemption Code				Country of Birth			
Country of Residence for Tax Purposes (if not Australia)				Occupation			
Residential Address (not a PO Box)							
Suburb	State	Postcode	Country				
Mobile Number				Telephone			
Email							

Investors are encouraged to provide their email address so that they can receive a copy of the relevant reports. Certain reports will only be sent by email.

## Investor 2 (only applicable for Joint Investors)

Title				Date of Birth			
Given Names				Surname			
Tax File Number or Exemption Code				Country of Birth			
Country of Residence for Tax Purposes (if not Australia)				Occupation			
Residential Address (not a PO Box)							
Suburb	State	Postcode	Country				
Mobile Number				Telephone			

If there are more than two individuals please provide details and attach to this Application Form.

### SIGNING AUTHORITY (for applications with two or more individuals)

- Any one Investor to sign; or
- All Investors to sign

If no selection is made, all Investors will be required to sign.

Additional information for Sole Trader (only applicable if applying as a Sole Trader)

Full Business Name (if any)						
Australian Business Number (if obtained)						
Address of Principal Place of Business (not a PO Box). If same as residential address given above, mark 'As Above'.						
Suburb	State	Postcode	Country			

## 2. TRUST/SUPERANNUATION FUND – DETAILS

Complete this section if the Investor is investing for, or on behalf of, a Trust/Superannuation Fund.

Full Name of Trust/Superannuation Fund

Country of Establishment

Country of Residence for Tax Purposes (if not Australia)

Tax File Number or Exemption Code

Australian Business Number (if any)

Full name of Settlor(s) (being the person(s) who settles the initial sum or assets to the Trust - applicable for Unregulated Trust only).

### TYPE OF TRUST

(Please tick **ONE** box from the following list to indicate the type of Trust and provide the required information)

**Type A:**  Regulated Trust (e.g. self-managed superannuation fund, registered managed investment scheme)

Name of Regulator (e.g. ASIC, APRA, ATO)

Registration/Licensing details

**Type B:**  Foreign Superannuation Fund

Name of Regulator

Registration/Licensing details

**Type C:**  Unregulated Trust

Trust Description (e.g. family, unit, charitable, discretionary, unregistered managed investment scheme)

Describe the class of beneficiaries below (e.g. unit holders, family members of named person, charitable purposes)

Provide the full names of all company and individual beneficiaries

Beneficiary 1 – Full Name

Beneficiary 4 – Full Name

Beneficiary 2 – Full Name

Beneficiary 5 – Full Name

Beneficiary 3 – Full Name

Beneficiary 6 – Full Name

*If there are more than six beneficiaries please provide their full names on a separate page and attach to this Application Form.*

**INDIVIDUALS CONTROLLING THE TRUST**

**Provide the names of the individuals that** directly or indirectly control\* the Trust. If this is confirmed to be the individual identified as the Trustee, they must be listed again below to confirm that they are the Trust’s Beneficial Owners.

*\* includes control by acting as Trustee; or by means of trusts, agreements, arrangements, understandings and practices; or exercising control through the capacity to direct the Trustees; or the ability to appoint or remove the Trustees.*

**Beneficial Owner 1**

Given Names	Surname
<input type="text"/>	<input type="text"/>
Role (such as “Managing Director”)	
<input type="text"/>	
Residential Address (not a PO Box)	
<input type="text"/>	
Date of Birth	Occupation
<input type="text"/>	<input type="text"/>

**Beneficial Owner 2**

Given Names	Surname
<input type="text"/>	<input type="text"/>
Role (such as managing director)	
<input type="text"/>	
Residential Address (not a PO Box)	
<input type="text"/>	
Date of Birth	Occupation
<input type="text"/>	<input type="text"/>

**Beneficial Owner 3**

Given Names	Surname
<input type="text"/>	<input type="text"/>
Role (such as “Managing Director”)	
<input type="text"/>	
Residential Address (not a PO Box)	
<input type="text"/>	
Date of Birth	Occupation
<input type="text"/>	<input type="text"/>

### 3. INDIVIDUAL TRUSTEE – DETAILS

#### Individual Trustee 1

Title				Date of Birth	
Given Names				Surname	
Country of Birth				Occupation	
Residential Address (not a PO Box)					
Suburb	State	Postcode	Country		
Mobile Number				Telephone	
Email					

*Investors are encouraged to provide their email address so that they can receive a copy of the relevant reports.  
Certain reports will only be sent by email.*

#### Individual Trustee 2

Title				Date of Birth	
Given Names				Surname	
Country of Birth				Occupation	
Residential Address (not a PO Box)					
Suburb	State	Postcode	Country		
Mobile Number				Telephone	
Email					

*Investors are encouraged to provide their email address so that they can receive a copy of the relevant reports.  
Certain reports will only be sent by email.*

#### 4. COMPANY (INCLUDING CORPORATE TRUSTEE) – DETAILS

Complete this section if the Investor is investing for, or on behalf of, a company (including as the corporate Trustee for a trust/ superannuation fund).

Full Company Name

Country of Formation, Incorporation or Registration

Country of Residence for Tax

Tax File Number or Exemption (Australian residents)

ACN/ABN (if registered in Australia)

Principal business activity

Name of Regulator (if licensed by an Australian Commonwealth, State or Territory statutory regulator)

Name of Two Directors and Date of Birth:

Director 1 – Full Name

Date of Birth

Director 2 – Full Name (if not a Sole Director Company)

Date of Birth

Registered Business Address in Australia or in Country of Formation

Suburb

State

Postcode

Country

Principal Place of Business (not a PO Box address)

Suburb

State

Postcode

Country

If an Australian Company, registration status with ASIC.

Proprietary Company  Public Company

If a Foreign Company, registration status with the relevant foreign registration body.

Private/Proprietary Company  Public Company  Other – Please Specify

Name of Relevant Foreign Registration Body

Foreign Company Identification Number

Is the Company Listed?

No  Yes - Name of Market/Stock Exchange

If the company is **registered as a proprietary company by ASIC** or is a **private company registered by a foreign registration body**, please list the name of each director of the company.

Director 1 – Full Name

Director 2 – Full Name

Director 3 – Full Name

Director 4 – Full Name

Director 5 – Full Name

Director 6 – Full Name

*If there are more than six directors please provide full names on a separate page and attach to this Application Form.*

If the company is an **Australian proprietary** or a **foreign private company** which is NOT regulated, please provide details for each Beneficial Owner having more than 25 per cent of the company's issued share capital.

### Beneficial Owner 1

Given Names

Surname

Date of Birth

Occupation

Residential Address (not a PO Box)

Suburb

State

Postcode

Country

### Beneficial Owner 2

Given Names

Surname

Date of Birth

Occupation

Residential Address (not a PO Box)

Suburb

State

Postcode

Country

### Beneficial Owner 3

Given Names

Surname

Date of Birth

Occupation

Residential Address (not a PO Box)

Suburb

State

Postcode

Country

**INDIVIDUALS CONTROLLING THE COMPANY**

If there are no individuals who meet the above requirements, provide the names of the individuals who directly or indirectly control\* the company.

*\* includes exercising control through the capacity to determine decisions about financial or operating policies; or by means of trusts, agreements, arrangements, understanding & practices; voting rights of 25% or more; or power of veto. If no such person can be identified then the most senior managing official/s of the company (such as the managing director or directors who are authorised to sign on the company's behalf).*

**Other Beneficial Owner 1**

Given Names	Surname
<input type="text"/>	<input type="text"/>
Role (such as managing director)	
<input type="text"/>	
Residential Address (not a PO Box)	
<input type="text"/>	
Date of Birth	Occupation
<input type="text"/>	<input type="text"/>

**Other Beneficial Owner 2**

Given Names	Surname
<input type="text"/>	<input type="text"/>
Role (such as managing director)	
<input type="text"/>	
Residential Address (not a PO Box)	
<input type="text"/>	
Date of Birth	Occupation
<input type="text"/>	<input type="text"/>

**Other Beneficial Owner 3**

Given Names	Surname
<input type="text"/>	<input type="text"/>
Role (such as managing director)	
<input type="text"/>	
Residential Address (not a PO Box)	
<input type="text"/>	
Date of Birth	Occupation
<input type="text"/>	<input type="text"/>

**CONTACT PERSON DETAILS**

Given Names	Surname		
<input type="text"/>	<input type="text"/>		
Residential Address (not a PO Box)			
<input type="text"/>			
Suburb	State	Postcode	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Mobile Number	Telephone		
<input type="text"/>	<input type="text"/>		
Email			
<input type="text"/>			

*Investors are encouraged to provide their email address so that they can receive a copy of the relevant reports. Certain reports will only be sent by email.*

## 5. INVESTMENT DETAILS

### Initial / Additional Investment Amount

Initial / Additional Investment Amount

### Source of funds being invested (tick most relevant option)

- Retirement income    Employment income    Business activities    Sale of assets    Inheritance/gift  
 Financial investment    Other \_\_\_\_\_

### Nominated Account

*Please note that the Nominated Account details you provide will be held on record and maintained to pay any future withdrawal proceeds and/or income distributions. The name of the Investor's Nominated Account must be the same as the Investor's name.*

Australian Bank/Institution

Branch

Account Name

BSB

Account Number

**Please deposit via EFT method below. All payments are to be made in Australian dollars.**

### Electronic Funds Transfer or Direct Deposit

Bank Name	Westpac
Account Name	Quay Wholesale Fund Services Pty Ltd ATF Ocian Oak Trust
BSB Number	032135
Account Number	861808
Reference	Investor name

## 5.1 AML IDENTIFICATION DOCUMENTS

To comply with the AML identification requirements, we must collect certain information from prospective Investors supported by **original certified copies** of relevant identification documents for all Investors.

Please refer to page 1 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process an Application.

### Group A - Individuals

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For each **individual, joint investor, sole trader** and each **office holder** (including individual trustees) who has signed the Application Form, and each **beneficial owner** or **individuals** who **control the company or trusts** enclose a certified copy of the document(s) confirming the following information: (One form of ID must contain a photograph)

- The full name of each individual; and
- The residential address of the individual; and
- The date of birth of the individual.

#### Acceptable Verification Documents

- Driver's license that contains a photograph of the license/permit holder; or
- Passport that contains a photograph and signature of the passport holder;  
or
- An identity card issued by a State or Territory Government that includes a photo; or
- If you do not have one of the above documents, then ONE OF an Australian birth or citizenship certificate or DHS pension card PLUS one of either of the following showing the residential address and name of the investor: A notice issued by the ATO showing a debt payable by you no which is not more than 12 months old (please block out TFN) OR a utilities or local government notice for services to the address which is no more than 3 months old.

## Group B - Trusts

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**For superannuation funds/regulated trusts or Government Superannuation Funds** including SMSFs, Retail Funds and Registered Charitable Trusts, provide Group A verification documents for each individual Trustee, or Group D or E verification documents for the Corporate Trustee and Group A verification documents for each beneficial owner\* of the Trust. For the Trust provide an original certified copy of the following document:

- Certified copy or certified extract of the Trust Deed/Constitution containing the signature page

*\*A beneficial owner of a trust is any individual who has a 25% or more interest in the trust or controls the trust. This includes the appointor (who can appoint or remove the trustees), the settlor of, and the beneficiaries with at least a 25% interest in, a trust.*

## Group C - Other Trusts (unregulated)

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**For unregulated trusts** provide Group A verification documents for each individual Trustee, or Group D or E verification documents for the Corporate Trustee and Group A verification documents for each beneficial owner\* of the Trust. For the Trust provide an original certified copy of the following document:

- Certified copy or certified extract of the Trust Deed/Constitution containing the signature page

*\*A beneficial owner of a trust is any individual who has a 25% or more interest in the trust or controls the trust. This includes the appointor (who can appoint or remove the trustees), the settlor of, and the beneficiaries with at least a 25% interest in, a trust.*

## Group D - Australian companies

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**For companies** (including corporate Responsible Entities) provide Group A verification documents for each beneficial owner\*, and for the Company provide an original certified copy of one of the following including the Company's full name, type (private or public) and ACN:

- An ASIC extract or the relevant foreign registration body (must show full name of company, name of registration body, company identification number, company address, full names of all directors and authorisers and their address, the full name and address of all ultimate beneficial owner's and the type of company – private or public); or
- A full company search issued in the previous 3 months; or
- A certificate of Company Registration (must show full name of company, name of registration body, company identification number, company address, full names of all directors and authorisers and their address, the full name and address of all ultimate beneficial owner's and the type of company – private or public); or
- If the company is listed, or is a majority owner of a listed company, on the ASX, provide details of the exchange and the ticker code; or
- A copy of information regarding the company's license or other information held by the relevant regulatory body e.g. AFSL, RSE, ACL etc.

*\*A beneficial owner of a company is anyone (either directly or indirectly) who can exercise 25% or more of the voting rights, including a power of veto, or who holds the position of senior managing official or equivalent.*

## Group E - Foreign companies

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Provide Group A verification documents for each beneficial owner\* and for the Company provide one of the following including the Company's full name, type (private or public) and its ARBN or foreign regulator identification number:

- An ASIC extract or the relevant foreign registration body (must show full name of company, name of registration body, company identification number, company address, full names of all directors and authorisers and their address, the full name and address of all ultimate beneficial owner's and the type of company – private or public); or
- A certified copy of the company's articles of association or constitution; or
- A copy of a company search on the ASIC database or relevant foreign registration body.

*\*A beneficial owner of a company is anyone (either directly or indirectly) who can exercise 25% or more of the voting rights, including a power of veto, or who holds the position of senior managing official or equivalent.*

## Group F - Agents and representatives

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Each agent or authorised representative must provide one of the following\*:

- If you are an Individual Agent or Representative – please provide the identification documents listed for individuals above; or
- If you are a Corporate Agent or Representative – please provide the identification documents listed above for companies.

*\*Agents and authorised representatives must also provide a certified copy of their authority to act for the investor e.g. the POA, guardianship order etc.*

### 5.2 AUTHORISED REPRESENTATIVE APPOINTMENT

Complete this section if an Investor wishes to appoint a person to act in a legal capacity as their authorised representative and to operate the investment in the Fund on their behalf. In general, an authorised representative can do everything an Investor can do with their investment, except appoint another authorised representative.

We may act on the sole instructions of the authorised representative until the Investor advises us in writing that the appointment of the authorised representative has been terminated. We may also terminate or vary an appointment of an authorised representative on giving an Investor 14 days prior notice.

If an authorised representative is a partnership or a company, any one of the partners or any Director of the company is individually deemed to have the powers of the authorised representative.

#### Documentation

Investors must attach a valid authority such as a Power of Attorney, guardianship order, grant of probate, appointment of bankruptcy trustee etc:

- The document is an original or certified copy
- The document is signed by the Investor or a court
- official The document is current and complete
- The document permits the attorney / agent / representative (you) to transact on behalf of the Investor
- If the document does not contain a sample of each attorney/agent/representative signature, please also provide a list containing the name and signature of each person so appointed.

#### Authorised representative details

**Given Names**

**Surname**

**Signature of authorised representative**

**Date**

### 5.3 DECLARATION AND SIGNATURES

I/we declare and agree each of the following:

- I/we have read and understood the Information Memorandum for the Fund dated 21 May 2025;
- This Subscription Agreement was detached from the Information Memorandum for the Fund;
- Upon allotment of units in the Fund, I/we agree to be bound by the terms of the Information Memorandum and the Constitution of the Fund, as amended from time to time;
- I/we understand that neither the repayment of capital nor the performance of the Fund is guaranteed by any person, including the Investment Manager;
- I am/we are a Wholesale Client;
- the details given in this Subscription Agreement and in the AML Supplement are true and correct and that I/we have the legal power to invest in accordance with this application;
- I/we authorise Trustee and Administrator to apply the TFN or ABN provided in this Subscription Agreement and authorise it to be applied to all future applications and redemptions for units in the Fund, including reinvestments, unless I/we advise Administrator otherwise;
- I/we have read the section of the Information Memorandum titled "Privacy" and agree that Trustee and Administrator may collect, use disclose and handle personal information in the manner set out in that section;
- I/we agree to indemnify the Trustee of the Fund, Administrator and any of its related bodies corporate against any loss, liability, damage, claim, cost or expense incurred as a result, directly or indirectly, of any of these declarations proving to be untrue or incorrect;
- In the case of joint applications, the joint applicants agree that unless otherwise expressly indicated on this Subscription Agreement, the units will be held as joint tenants and either investor is able to operate the account and bind the other investor for future transactions, including additional deposits and redemptions; and
- I/We agree to give further information or personal details to Trustee if required to meet its obligations under AML Laws or taxation legislation.

Should the Investor fail to provide any information or documentation requested of it, its application may be refused.

Signature 1\*

Full Name

Date

Tick capacity (mandatory for companies):

- Individual/Joint Investor/Sole Trader
- Sole Director and Company Secretary
- Director
- Secretary

Signature 2\*

Full Name

Date

Tick capacity (mandatory for companies):

- Individual/Joint Investor/Sole Trader
- Director
- Secretary

\* Joint Investors must both sign.

\* For Individual Trustee Trust/Superannuation Funds each individual Trustee must sign.

\* For Corporate Trustee Trust/Superannuation Funds two Directors, a Director and Secretary or Sole Director must sign.

## 6. FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA) & COMMON REPORTING STANDARD (CRS) TAX STATUS DECLARATION SELF-CERTIFICATION

### Section I - Individuals

Please fill this Section I only if you are an individual. If you are an entity, please fill Section II.

This section is designed to collect the tax status of an individual where the individual has been identified as a potential taxpayer of a country other than Australia.

- Complete one form for each individual. Complete all applicable sections of this form in BLOCK LETTERS.
- Tax information must be collected from the individual.
- PLEASE NOTE: The individual may be treated as being a non-Australian taxpayer if the requested information is not provided.

1. Are you a US citizen or resident of the US for tax purposes?

- Yes: Provide your Taxpayer Identification Number (TIN) below. Continue to question 2

Investor 1 TIN

Investor 2 TIN

- No, continue to question 2

2. Are you a tax resident of Australia?

- Yes: skip to question 12

- No: continue to question 2.1

2.1 Are you a tax resident of any other country outside of Australia?

- Yes: Provide the details below and skip to question 12. If resident in more than one jurisdiction please include details for all jurisdictions.

	Country of Tax Residency	Tax Identification Number (TIN) or equivalent	Reason Code for No TIN
Investor 1	1		
	2		
	3		
Investor 2	1		
	2		
	3		

If TIN or equivalent is not provided, please provide reason from the following options:

- **Reason A:** The country/jurisdiction where the entity is resident does not issue TINs to its residents
- **Reason B:** The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the entity is unable to obtain a TIN in the below table if you have selected this reason)
- **Reason C:** No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by that jurisdiction)

If Reason B has been selected above, explain why you are not required to obtain a TIN

Investor 1

Investor 2

- No: Skip to question 12

## Section II – Entities

Please fill this Section II only if you are an Entity. Complete one form for each Entity. An entity can be a company, trust, partnership, association, registered co-operative or government body. Tax information must be collected from an authorised representative of that Entity. If you are an individual, please fill Section I.

3. Are you an Australian Retirement Fund?

- Yes: Skip to question 12
- No: Continue to question 4

### A. FATCA

4. Are you a US Person/Entity?

- Yes: Continue to question 5
- No: Skip to question 6

5. Are you a Specified US Person/Entity?

- Yes: Provide your Taxpayer Identification Number (TIN) below and skip to question 7

TIN

- No: Please indicate exemption type and skip to question 7

Type

6. Are you a Financial Institution for the purposes of FATCA?

- Yes: Provide your Global Intermediary Identification Number (GIIN) below, specify type of Entity and continue to question 7

GIIN

If you do not have a GIIN, please provide your FATCA status below and continue to question 7

- Excepted Financial Institution
- Exempt Beneficial Owner
- Deemed-Compliant FFI (other than a Sponsored FI or a Responsible Entity)
- Documented Trust) Non-Participating FFI
- US Financial Institution
- Non-Reporting IGA

FFI Type

- Trustee Documented Trust. Please provide your Trustee's name and GIIN.

Trustee's Name

Trustee's GIIN

- Sponsored Financial Institution. Please provide the Sponsoring Entity's name and GIIN.

Sponsoring Entity's Name

Sponsoring Entity's GIIN

- Other. Describe the FATCA status in the box provided.

Details

- No: continue to question 7

## B. CRS

7. Is the Entity a tax resident of any country outside of Australia?

- Yes: Provide the details below and continue to question 8. If resident in more than one jurisdiction please include details for all jurisdictions

	Country of Tax Residency	Tax Identification Number (TIN) or equivalent	Reason Code for No TIN
1			
2			
3			

If TIN or equivalent is not provided, please provide reason from the following options:

- **Reason A:** The country/jurisdiction where the entity is resident does not issue TINs to its residents
- **Reason B:** The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the Entity is unable to obtain a TIN in the below table if you have selected this reason)
- **Reason C:** No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by that jurisdiction)

If Reason B has been selected above, explain why you are not required to obtain a TIN

- No: Continue to question 8

8. Are you a Financial Institution for the purposes of CRS?

- Yes: Specify the type of Financial Institution below and continue to question 9

Reporting Financial Institution

Non-Reporting Financial Institution: Specify the type of Non-Reporting Financial Institution

below Trustee Documented Trust

Other: Please specify

- No: Skip to question 10

9. Are you an Investment Entity or Financial Institution resident in a Non-Participating Jurisdiction for CRS purposes and managed by another Financial Institution?

- Yes: Skip to question 11

- No: Skip to question 12

## C. Non-Financial Entities

10. Are you an Active Non-Financial Entity (Active NFE)?

- Yes: Specify the type of Active NFE below and skip to question 12

Active NFE's include Entities where less than 50% of the Active NFE's gross income from the preceding calendar year is passive income (e.g. dividends, distribution, interests, royalties and rental income) and less than 50% of its assets during the preceding calendar year are assets held for the production of passive income

Corporation that is a Publicly listed company, Majority owned subsidiary of a Publicly listed company, regularly traded or a related entity of a regularly traded corporation

Governmental Entity, International Organisation or Central

Bank Australian Registered Charity or Deceased Estate

Other: Please specify

- No: You are a Passive Non-Financial Entity (Passive NFE). Continue to question 11

- No: You are a Foreign Charity. Continue to question 11

**D. Controlling Persons**

11. Does one or more of the following apply to you:

- Is any natural person that exercises control over you (for corporations, this would include directors or beneficial owners who ultimately own 25% or more of the share capital) a tax resident of any country outside of Australia?
- If you are a trust, is any natural person including Trustee, protector, beneficiary, settlor or any other natural person exercising ultimate effective control over the trust a tax resident of any country outside of Australia?

Yes: Complete details below and continue to question 12

Name	Date of Birth	Residential Address	Country of Tax Residence	TIN or equivalent	Reason Code if no TIN provided
1					
2					
3					

*If there are more than 3 controlling persons, please list them on a separate piece of paper.*

If TIN or equivalent is not provided, please provide reason from the following options:

- **Reason A:** The country/jurisdiction where the entity is resident does not issue TINs to its residents
- **Reason B:** The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the entity is unable to obtain a TIN in the below table if you have selected this reason)
- **Reason C:** No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by that jurisdiction)

If Reason B has been selected above, explain why you are not required to obtain a TIN

No: Continue to question 12

**E. Declaration**

12. Signature

I declare that the information provided in this form is, to the best of my knowledge and belief, true, accurate and complete.

I acknowledge that the information contained in this form and information regarding the Unit Holder may be reported to the tax authorities of the country in which the units in this Fund is/are maintained and exchanged with tax authorities of another country or countries in which the Unit Holder may be tax resident where those countries (or tax authorities in those countries) have entered into Agreements to exchange financial account information.

I undertake to provide a suitably updated Self-Certification form within 30 days of any change in circumstances which causes the information contained in this section to become incorrect.

Investor 1 Signature

Name of authorised representative

Role (e.g. Director, Trustee, etc)

Name of entity/individual

Date

Investor 2 Signature

Name of authorised representative

Role (e.g. Director, Trustee, etc)

Name of entity/individual

Date

Email the original signed Application Form, original certified copies of the Investor’s identification document(s) and Accountant’s Certificate (if relevant) to us at the following email:

Ocian Funds Management Pty Ltd  
Level 1  
60 Martin Place  
Sydney NSW 2000  
Phone: 1300 739 380  
Email: [info@ocian.com.au](mailto:info@ocian.com.au)  
Website: [www.ocian.com.au](http://www.ocian.com.au)