



Product Disclosure Statement

Metrics Real Estate Multi-Strategy Fund

In relation to the offer of Unit Sets in the Metrics Real Estate Multi-Strategy Fund, a stapled structure consisting of the Metrics Real Estate Multi-Strategy Passive Trust ARSN 679 413 293 and the Metrics Real Estate Multi-Strategy Active Trust ARSN 679 413 695

2 September 2024

Issuer

The Trust Company (RE Services) Limited (ACN 003 278 831; AFSL 235 150) as responsible entity of:

- ▶ the Metrics Real Estate Multi-Strategy Passive Trust ARSN 679 413 293; and
- ▶ the Metrics Real Estate Multi-Strategy Active Trust ARSN 679 413 695.

Contact details

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Manager:

Metrics Credit Partners Pty Ltd
(ACN 150 646 996; AFSL 416 146)

Joint Lead Manager and Lead Arranger of the Offer:

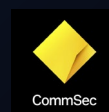


TAYLOR COLLISON

Joint Lead Managers of the Offer:



Canaccord Genuity



ORD MINNETT

National Australia Bank Limited

Important Notices

This document is a product disclosure statement (**PDS**) for the purposes of Part 7.9 of the *Corporations Act 2007* (Cth) (**Corporations Act**) and has been issued by The Trust Company (RE Services) Limited (ACN 003 278 831; AFSL 235 150) (**Responsible Entity**) as responsible entity for each of the Metrics Real Estate Multi-Strategy Passive Trust ARSN 679 413 293 (**Passive Trust**) and the Metrics Real Estate Multi-Strategy Active Trust ARSN 679 413 695 (**Active Trust**) (each a **Trust** and collectively the **Fund**).

The Responsible Entity has appointed Metrics Credit Partners Pty Ltd (ACN 150 646 996; AFSL 416 146) (**Metrics**) to be the manager of, and to provide investment and other services to each Trust, pursuant to each investment management agreement entered into between the Responsible Entity and Metrics (each an Investment Management Agreement).

The Joint Lead Managers will together manage the Offer on behalf of the Responsible Entity. The **Joint Lead Managers** are Taylor Collison Limited (ABN 53 008 172 450, AFSL 247 083) (**Taylor Collison or Lead Arranger**); Canaccord Genuity (Australia) Limited (ACN 075 071 466; AFSL 234 666) (**Canaccord**); Commonwealth Securities Limited (ABN 60 067 254 399; AFSL 238 814) (**Commsec**); E&P Capital Pty Ltd (ACN 137 980 520; AFSL 338 885) (**E&P**); Morgans Financial Limited (ABN 49 010 669 726; AFSL 235 410) (**Morgans**); National Australia Bank Limited (ABN 12 004 044 937; AFSL 230 686) (**NAB**) and Ord Minnett Limited (ABN 86 002 733 048; AFSL 237 121) (**Ord Minnett**).

Pinnacle Investment Management Limited (ACN 109 659 109) (**Pinnacle**) has been appointed by Metrics as the distribution partner in relation to the Offer.

The Joint Lead Manager and Distribution Partner functions should not be considered to be an endorsement of the Offer or a recommendation of the suitability of the Offer for any investor. The Joint Lead Managers, and the Distribution Partner do not guarantee the success or performance of the Fund or the returns (if any) to be received by investors. Neither the Joint Lead Managers, the Distribution Partner, nor any other licensee is responsible for, or has caused the issue of this PDS.

LODGEMENT AND LISTING

This PDS is dated 2 September 2024 and a copy of this PDS was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date.

The Responsible Entity will apply to the Australian Securities Exchange (**ASX**) for admission of each Trust to the official list of the ASX and quotation of the Unit Sets on the ASX within seven days of the date of this PDS. Admission to the official list of the ASX is in no way an indication of the merits of each Trust.

Neither ASIC nor the ASX (or their respective officers) take any responsibility for the contents of this PDS or the merits of the investment to which this PDS relates. Unit Sets issued under this PDS will be issued by the Responsible Entity on the terms and conditions set out in this PDS.

NOT INVESTMENT ADVICE

The information contained in this PDS is not financial product advice and has been prepared without taking into account your investment objectives, financial circumstances or particular needs.

Except where, and to the extent only that, any of the following provide personal advice to a client who is a recipient of this PDS, neither the Lead Arranger nor any Joint Lead Manager nor their related bodies corporate, and/or their directors, officers, employees or clients act as the adviser of, or owe any fiduciary or other duties to, any recipient of this PDS in connection with the Unit Sets and/or any related transaction (including, without

limitation, in respect of the preparation and due execution of the Application Form and the power, capacity or authorisation of any other party to enter into and execute the Application Form). No reliance may be placed on the Lead Arranger or any Joint Lead Manager for financial, legal, taxation, accounting or investment advice or recommendations of any sort except where, and to the extent only that such person has provided personal advice to a client who is a recipient of this PDS in connection with this PDS.

Before deciding to invest in the Unit Sets, you should read this PDS in its entirety. You should take into account all risk factors referred to in this PDS (including those in Section 7) and consider whether acquiring Unit Sets represents an appropriate investment in view of your personal circumstances. The Fund is intended for investors who are seeking capital preservation and/or regular income. You should carefully consider your particular investment objectives, financial circumstances and investment needs (including financial and taxation issues) and you should seek advice from your professional adviser before deciding whether to invest. You should consider the risk factors that could affect the financial performance of the Fund. There is no guarantee that the Unit Sets offered under this PDS will provide a return on capital or repayment of capital, lead to payment of distributions or that there will be any increase in the value of the Unit Sets. If you wish to apply for Unit Sets you must do so using the relevant Application Form.

No person is authorised to give any information or to make any representation in connection with the Offer, which is not contained in this PDS. Neither Metrics, the Responsible Entity, the Distribution Partner, the Joint Lead Managers nor any other person associated with the Fund guarantees or warrants the future performance of the Fund, the return on an investment made under this PDS, the repayment of capital or the payment of distributions on the Unit Sets. Any information or representation in relation to the Offer not contained in this PDS may not be relied on as having been authorised in connection with the Offer by the Responsible Entity, Manager or any other person that may have liability for the content of this PDS.

NO OFFER WHERE OFFER WOULD BE ILLEGAL

This PDS does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Unit Sets in any jurisdiction outside Australia and New Zealand. Further important information specific to New Zealand investors is provided under the heading 'Warning statements for New Zealand investors' below. The distribution of this PDS outside Australia and New Zealand may be restricted by law and persons who come into possession of this PDS outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law.

EXPOSURE PERIOD

Pursuant to the Corporations Act, this PDS is subject to an exposure period of seven days from the date of lodgement of this PDS with ASIC, which period may be extended by ASIC by a further period of seven days. This period (and extension) is referred to in this PDS as the **'Exposure Period'**.

The Exposure Period enables this PDS to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this PDS. If deficiencies are detected, the Responsible Entity will either:

- ▶ return any Application Amount that the Responsible Entity has received;
- ▶ provide each Applicant with a supplementary or replacement product disclosure statement that corrects the deficiency, and gives the Applicant the option to withdraw the Application within one month and be repaid the Application Amount; or

- ▶ issue to the Applicant the Unit Sets applied for in the Application, provide each Applicant with a supplementary or replacement product disclosure statement that corrects the deficiency and gives the Applicant the option to withdraw the Application within one month and be repaid the Application Amount.

The Responsible Entity is prohibited from accepting Applications received during the Exposure Period. Application Forms received prior to the expiration of the Exposure Period will therefore not be processed until after the Exposure Period. No preference will be conferred on Application Forms received during the Exposure Period and all Application Forms received during the Exposure Period will be treated as if they were simultaneously received on the first Business Day after the Exposure Period.

NO COOLING-OFF RIGHTS

Cooling-off rights do not apply to an investment in the Unit Set pursuant to the Offer. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

RIGHTS AND OBLIGATIONS ATTACHED TO THE UNIT SETS

Details of the rights and obligations attached to Unit Sets are summarised in Section 13.2 and set out in the Constitution of each Trust. The material provisions of the Constitutions are also summarised in Section 13.2. A copy of each Constitution is available, free of charge, on request from the Responsible Entity.

ELECTRONIC PDS

This PDS will be available and may be viewed online at www.metrics.com.au/mre. The information on the website does not form part of this PDS.

The Offer pursuant to this PDS is available to persons receiving an electronic version of this PDS within Australia and New Zealand. The Offer made under this PDS is only available to persons receiving this PDS in Australia and New Zealand. The Responsible Entity is entitled to refuse an Application if it believes the Applicant did not receive the Offer in Australia or New Zealand.

Any person accessing the electronic version of this PDS for the purpose of making an investment in the Fund must only access the PDS from within Australia and New Zealand. Applications for Unit Sets under the General Offer may only be made using the electronic Application Form accompanying the electronic version of this PDS, available at <https://apply.automic.com.au/MRE>.

Unit Sets to which this PDS relates will only be issued on receipt of an electronic Application Form available at <https://apply.automic.com.au/MRE> and issued together with the PDS or in accordance with Section 2.4 of this PDS.

If you are an Eligible Priority Offer Applicant you will receive a communication (in accordance with your communication preferences registered with the Unit Registry at the Record Date) from the Unit Registry which will contain details with respect to accessing the Priority Offer.

Following recent amendments to the Corporations Act, where Unitholders have provided the Unit Registry with their email addresses, the Unit Registry will send notices of meetings, other meeting-related documents and annual financial reports electronically unless the Unitholders elect to receive these in physical form and notify the Unit Registry of this election. You, as a Unitholder, have the right to elect whether to receive some or all of these communications in electronic or physical form and the right to elect not to receive annual financial reports at all. You also have the right to elect to receive a single specified communication on an ad hoc basis, in an electronic or physical form.

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to the complete and unaltered electronic version of the PDS. If this PDS is found to be defective, any Applications may need to be dealt with in accordance with section 1016E of the Corporations Act. The Responsible Entity is entitled to refuse Applications for Unit Sets under this PDS if it believes that the Applicant did not receive the Offer in Australia or New Zealand. Any references to documents included on the Responsible Entity's website or Metrics' website are provided for convenience only and none of the documents or other information on such

website is incorporated by reference into the PDS unless stated otherwise in this PDS or except where the document or other information is updated information.

TARGET MARKET DETERMINATION

The Responsible Entity has issued a target market determination with respect to the Fund which is available at www.metrics.com.au/mre.

APPLY ONLINE AND PAY BY BPAY^{®1} OR EFT

Applicants applying under the Priority Offer and General Offer will be able to apply for Unit Sets online by <https://apply.automic.com.au/MRE> and following the instructions.

Payments can be made using BPAY or electronic funds transfer (EFT). Payments must be received by the Unit Registry by 5:00pm (Sydney time) on the Closing Date for the General Offer, and the Priority Offer. Please note that Broker Firm Offer Applicants must have submitted an Application Form and payment of the Application Amount been received by the applicable Broker by the Broker Firm Closing Date to be eligible for the Offer.

WARNING STATEMENTS FOR NEW ZEALAND INVESTORS

This Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Corporations Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This Offer and the content of this offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under the Corporations Act set out how the Offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about this Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

The Offer may involve a currency exchange risk.

The currency for the financial products is not New Zealand dollars.

The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars.

These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

DISCLAIMER

The Fund's business, financial condition, operations and prospects may have changed since the date of this PDS. No person is authorised by the Responsible Entity, Metrics, the Joint Lead Managers or the Distribution Partner to give any information or make any representation in connection with

1 [®]Registered to BPAY Pty Limited ABN 69 079 137 518.

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the Offer that is not contained in this PDS. Any information or representation that is not contained in this PDS may not be relied on as having been authorised by the Responsible Entity, Metrics, their directors or any other person in connection with the Offer.

Certain statements in this PDS constitute forward looking statements. These forward-looking statements are identified by words such as 'aim', 'anticipate', 'assume', 'believes', 'could', 'expects', 'intends', 'may', 'plan', 'predict', 'potential', 'positioned', 'should', 'target', 'will', 'would', and other similar words that involve risks and uncertainties. Investors should note that these statements are inherently subject to uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors which could cause actual values or results, performance or achievements to differ materially from anticipated results, implied values, performance or achievements expressed, projected or implied in the statements.

These forward-looking statements are based on current expectations, estimates, and projections about the Fund's business and the industry in which the Fund invests and the beliefs and assumptions of Metrics and the Responsible Entity. In addition, forward looking statements may be based on past performance, which is not a reliable indicator of future performance and will not necessarily be repeated. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Responsible Entity's and Metrics' control.

No representation, assurance or guarantee can be provided that the occurrence of the events expressed or implied in any forward-looking statements in this PDS will actually occur, or that actual performance will mirror the guidance provided. As a result, any or all of the forward-looking statements in this PDS may turn out to be inaccurate. Factors that may cause such differences or make such statements inaccurate include, but are not limited to, the risk factors described in Section 7.

Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. The Responsible Entity and Metrics do not make any assurance, express or implied, in relation to whether any forward-looking statements will actually eventuate.

These forward-looking statements speak only as at the date of this PDS. Unless required by law, the Responsible Entity or Metrics does not intend to publicly update or revise any forward-looking statements to reflect new information, future events or otherwise. They are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. You should, however, review the factors and risks the Responsible Entity describes in the reports to be filed from time to time with the ASX after the date of this PDS.

Some numerical figures in this PDS have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

UPDATED INFORMATION

Information in this PDS may need to be updated from time to time. Any updated information that is considered not materially adverse to investors will be made available on the Fund's website: www.metrics.com.au/MRE and the Responsible Entity will provide a copy of the updated information, free of charge to any investor who requests a copy, which may be requested by contacting the Distribution Partner on:

Tel: 1300 010 311 or +61 8970 7750 (outside Australia)
(between 8:30am to 5:00pm Sydney time Monday to Friday).

In accordance with its obligations under the Corporations Act, the Responsible Entity may issue a supplementary product disclosure statement to supplement any relevant information not disclosed in this PDS. You should read any supplementary disclosures made in conjunction with this PDS prior to making any investment decision.

VARIATION

At any time prior to the allocation of the Unit Sets contemplated in this PDS the Responsible Entity reserves the right in its absolute discretion, without advance notice and without liability, to vary the Offer or its procedures, extend the Offer Period, close the Offer early, withdraw the Offer (acting reasonably, and having regard to the commercial requirements of the Fund).

PRIVACY

The Responsible Entity may collect your personal information when you contact the Responsible Entity in the Application Form and from any other relevant forms to be able to process your Application and administer your investment in order to comply with any relevant laws, including the *Privacy Act 1998* (Cth) and provide information to relevant government agencies in accordance with those laws. If you do not provide us with your relevant personal information, the Responsible Entity may not be able to properly administer your investment. In some circumstances the Responsible Entity may disclose your personal information to the Responsible Entity's related entities or service providers that perform a range of services on the Responsible Entity's behalf and which may be located overseas. Privacy laws apply to the handling of personal information and the Responsible Entity will collect, use and disclose your personal information in accordance with its privacy policy, which includes details about the following matters:

- ▶ the kinds of personal information the Responsible Entity collects and holds;
- ▶ how the Responsible Entity collects and holds personal information;
- ▶ the purposes for which the Responsible Entity collects, holds, uses and discloses personal information;
- ▶ how you may access personal information that the Responsible Entity holds about you and seek correction of such information (note that exceptions apply in some circumstances);
- ▶ how you may complain about a breach of the Australian Privacy Principles (**APP**), or a registered APP code (if any) that binds the Responsible Entity, and how the Responsible Entity will deal with such a complaint; and
- ▶ whether the Responsible Entity is likely to disclose personal information to overseas recipients and, if so, the countries in which such recipients are likely to be located if it is practicable for the Responsible Entity to specify those countries.

The privacy policy of the Responsible Entity is publicly available on its website at www.perpetual.com.au or you can obtain a copy free of charge by contacting the Responsible Entity.

Metrics and the Distribution Partner may also collect, use and disclose your personal information, including personal information provided to Metrics by the Responsible Entity, for investor relations purposes in accordance with its privacy policy. A copy of Metrics' privacy policy is publicly available at www.metrics.com.au/privacy/.

INVESTIGATING ACCOUNTANT'S REPORT ON THE FINANCIAL INFORMATION AND FINANCIAL SERVICES GUIDE

The providers of the Investigating Accountant's Report on the financial information are required to provide Australian Applicants who are Retail Clients with a Financial Services Guide.

The Investigating Accountant's Report and accompanying Financial Services Guide are provided in Section 11.

MISCELLANEOUS

Photographs and diagrams used in this PDS that do not have descriptions are for illustration only and should not be interpreted to mean that any person in them endorses this PDS or its contents or that the assets shown in them are owned by the Fund.

References in this PDS to currency are to Australian dollars unless otherwise indicated. All data contained in charts, graphs and tables within this PDS are based on information available as at the date of this PDS unless otherwise stated.

Certain terms and abbreviations in this PDS have defined meanings that are explained in the Glossary of this PDS.

TIME

Unless otherwise stated or implied, references to time in this PDS are to the time in Sydney, New South Wales.

Any references to documents included on Metrics' website are provided for convenience only, and none of the documents or other information on the website is incorporated by reference into this PDS.

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Key Offer Details

| THE OFFER | |
|---|---|
| Fund | Metrics Real Estate Multi-Strategy Fund comprised of Unit Sets in the Metrics Real Estate Multi-Strategy Passive Trust ARSN 679 413 293 (Passive Trust) and the Metrics Real Estate Multi-Strategy Active Trust ARSN 679 413 695 (Active Trust) |
| ASX code | ASX: MRE |
| Minimum number of Stapled Units available under the Offer | 100 million, being 50 million Unit Sets |
| Subscription Price per Unit Set | A\$2.00 |
| Minimum gross proceeds from the Offer (Minimum Subscription). Only subscriptions from Wholesale Clients will count towards the Minimum Subscription | A\$100 million |
| Target number of Stapled Units available under the Offer, subject to the Responsible Entity's ability to accept subscription in excess of the Target Subscription (as defined below) | 300 million, being 150 million Unit Sets |
| Pro forma Net Asset Value backing per Unit Set based on the Minimum Subscription | A\$2.00 |
| Target gross proceeds from the Offer (Target Subscription). The Responsible Entity may determine to accept subscriptions in excess of the Target Subscription and to proceed with an amount lower than the Target Subscription, subject to the Listing Rules | A\$300 million |
| Pro forma Net Asset Value backing per Unit Set based on the Target Subscription being received | A\$2.00 |

| IMPORTANT DATES | |
|---|-------------------|
| Lodgement of the PDS with ASIC | 2 September 2024 |
| Priority Offer, Broker Firm Offer and General Offer open (9:00am Sydney time) (Opening Date) | 10 September 2024 |
| Broker Firm Offer close (5:00pm Sydney time) (Broker Firm Closing Date) | 25 September 2024 |
| Priority Offer and General Offer close (5:00pm Sydney time) (Closing Date) | 25 September 2024 |
| Settlement Date | 4 October 2024 |
| Expected date of the allotment of Unit Sets (Allotment Date) | 7 October 2024 |
| Expected date for dispatch of holding statements | 8 October 2024 |
| Trading of the Unit Sets commences on the ASX | 16 October 2024 |
| Target first distribution date ² | 8 November 2024 |

The above timetable is indicative only and may change. The Responsible Entity reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable law. Subject to its duties under applicable law, the Responsible Entity also reserves the right to close the Offer early, extend the Closing Date for the Offer or accept late Applications, without notifying any recipients of this PDS or any Applicant, and/or vary the terms of the Offer (where reasonable and having regard to relevant conditions, the circumstances of the Offer and the commercial needs of the Fund). Investors who wish to submit an Application are encouraged to do so as soon as practicable after the Offer opens.

² This is a target only and may not be achieved. Neither Metrics nor the Responsible Entity guarantees or warrants the future performance of the Fund, the return on an investment made under this PDS, the repayment of capital or the payment of distributions on the Unit Sets.

Letter to investors

2 September 2024

Dear investor,

It is with great pleasure that Metrics opens the offer for investors to subscribe for Unit Sets in the Metrics Real Estate Multi-Strategy Fund (**Fund**). The Fund provides investors with the opportunity to obtain broad exposure to commercial real estate (**CRE**) investments in Australia and New Zealand, with the ability, if determined by Metrics, to invest in Developed Asia. The Fund is a newly established investment product comprising two recently formed Australian managed investment schemes, being the Metrics Real Estate Multi-Strategy Passive Trust (ARSN 679 413 293) (**Passive Trust**) and Metrics Real Estate Multi-Strategy Active Trust (ARSN 679 413 695) (**Active Trust**) (together the **Trusts**), each registered with ASIC and proposed to be jointly quoted on the official list of ASX Limited (**ASX**) as stapled securities (**Stapled Units**). The Trust Company (RE Services) Limited (ACN 003 278 831; AFSL 235 150) (**Responsible Entity**) is the responsible entity of each Trust and the issuer of the Unit Sets and this Product Disclosure Statement (**PDS**). Metrics Credit Partners Pty Ltd (ACN 150 646 996; AFSL 416 146) is the appointed manager of each Trust.

The Investment Objective of the Fund is to seek to provide cash income, seek to preserve investor capital and manage investment risks, while seeking to provide potential for equity upside through exposure to a diversified portfolio of CRE investments across the capital structure including Senior Loans, Mezzanine Debt and Equity investments explained further in Section 3.4. **This is an objective only and may not be achieved.**

The total return targeted by the Fund is 10.00 – 12.00% per annum net of management fees and upfront and ongoing expenses through the economic cycle (**Target Total Return**). **This is only a target and may not be achieved, the actual return of the Fund may be lower than the Target Total Return. All investments, including an investment in the Fund, are subject to risk, including capital loss.³ Please refer to the risk summaries in Section 7.**

Priority Offer

Existing investors in the Metrics Master Income Trust (ARSN 620 465 090) and the Metrics Income Opportunities Trust (ARSN 631 320 628) with addresses in Australia and New Zealand are offered the opportunity to invest by way of the Priority Offer.⁴

About Metrics

Metrics is an Australian-based alternative asset management firm and is an active participant in the Australian fixed income, Private Credit, equity and capital markets and currently manages approximately A\$20 billion of private debt and equity investments.⁵ Metrics is the appointed manager of a number of wholesale investment trusts and listed and unlisted retail investments trusts including the Metrics Master Income Trust (ASX:MXT) and Metrics Income Opportunities Trust (ASX:MOT), which successfully listed on the ASX in October 2017 and April 2019 respectively.

³ Neither Metrics nor the Responsible Entity guarantees or warrants the future performance of the Fund, the return on an investment made under this PDS, the repayment of capital or the payment of distributions on the Unit Sets.

⁴ Please refer to Section 2.1.

⁵ As at 31 July 2024.

Metrics manages funds and mandates which invest across all real estate asset classes with investment assets directly originated, negotiated, structured and executed through the extensive proprietary relationships and expertise of the Metrics team. Metrics is one of the largest Private Credit investors in the Australian real estate sector with current CRE Debt assets under management of approximately A\$11 billion as at the date of this PDS. Metrics leverages its market position to originate high quality investment opportunities covering all parts of the capital structure (Senior, Mezzanine Debt, Preferred Equity and Equity).

The Metrics Investment Team is experienced in the direct origination and management of CRE investments and seeks to manage risk through detailed initial and ongoing due diligence, credit, asset and project analysis and ongoing portfolio risk management strategies explained further in Section 5.

About the Fund

It is intended that, through the Fund, Unitholders will be able to gain exposure to private market CRE Investments managed or sponsored by Metrics.

The Passive Trust will invest in units in the Metrics CRE Multi-Strategy (Debt) Trust (**Debt Sub-Trust**) and the Active Trust will invest in units in the Metrics CRE Multi-Strategy (Equity) Trust (**Equity Sub-Trust**) which will invest in (and alongside) wholesale funds managed by Metrics, being the MCP Real Estate Debt Fund (**REDF**) and the Metrics Real Estate Equity Opportunities Fund (**MREPIIM**).

The Investment Strategy of the Fund provides Metrics with discretion to determine the allocation of capital to the Trusts and CRE Investments as deemed appropriate by Metrics according to how it believes the Investment Objective can best be achieved.⁶

It is possible that the composition of the investment portfolio may change over time for example in composition of asset class or concentration of the portfolio in particular CRE Investments.

It is expected that, following the completion of the Offer, the Fund's capital will initially be invested as follows:

- ▶ 50% to the Passive Trust and through it, exposure to diversified CRE Debt Investments broadly reflecting the types of lending activity in Australia's CRE Debt market, diversified by borrower, project, sector, geography, stage of development and position in the capital structure; and
- ▶ 50% to the Active Trust and through it, exposure to Equity or hybrid Equity such as Preferred Equity or CRE Debt Investments in CRE development projects and investments.

These proportions may change from time to time as determined by Metrics according to how it believes the Investment Objective can best be achieved and the capital requirements for each of the investment objectives in each of the Passive Trust and Active Trust.⁷

⁶ Manager discretion is subject to any requirement to obtain Unitholder approval under the Listing Rules. Please see the risk relating to the proposed changes to the Listing Rules in Section 7 for further information as to when Unitholder approval may be required in connection with the allocation of capital.

⁷ Manager discretion is subject to any requirement to obtain Unitholder approval under the Listing Rules. Please see the risk relating to the proposed changes to the Listing Rules in Section 7 for further information as to when Unitholder approval may be required in connection with the allocation of capital.

Metrics Real Estate Multi-Strategy Fund

Metrics considers that the following are key benefits offered by the Fund:

- ▶ **Exposure expected to generate returns from a diversified portfolio of CRE Debt and Equity investments** – The Fund will benefit from immediate deployment into existing portfolios featuring a combination of:
 - cash income producing CRE Debt Investments via the Passive Trust's indirect exposure to REDF which has delivered a net return of BBSW + 6.82% pa since inception in October 2017 (currently equivalent to 11.17% pa⁸), outperforming REDF's target return. REDF is a wholesale fund managed by Metrics currently with in excess of A\$3 billion in assets under management as at the date of this PDS, diversified across approximately 100 individual CRE Debt Investments; and
 - exposure to a portfolio of CRE Equity and CRE Co-Investment Assets via the Active Trust's indirect exposure to MREPIIM, which may include preferred return features to enhance prospects of realising upside. The portfolio of MREPIIM currently consists of 8 investments⁹ with a projected blended IRR of in excess of 20% and includes investments in mixed use/residential and industrial development assets located in NSW, Victoria and Queensland,¹⁰ and a further amount committed subject to fulfilment of certain conditions precedent.

Past performance is not a reliable indicator of future performance.

Past performance of any investment product (including REDF and MREPIIM) may not be repeated and is not a reliable indicator of the future returns of the Fund. Both REDF and MREPIIM (as well as the Fund) may not be successful in generating returns for investors, and may suffer losses. Accordingly, the Fund may not generate investment gains from investments in REDF and MREPIIM and may suffer losses. Please refer to the risks of investing in the Fund in Section 7.

- ▶ **Access to private market CRE Investments** – The Fund offers exposure to CRE Debt Investments and Co-Investment Assets which are not typically available to retail investors. The CRE Debt Investments to which the Fund is exposed are privately negotiated and non-traded typically Secured Loans where the objective is to deliver capital preservation and downside capital protection. The Loans typically have Floating Interest Rates (and are priced with a margin over BBSY) which means the value of the investment is unlikely to materially fluctuate as interest rates move up or down (provided the borrower in question is able to service the interest payments under the Loan if the BBSY rate rises). The CRE Co-Investment Assets refer to a range of Ordinary Equity, Preferred Equity, or CRE Debt instruments used to partner with companies undertaking real estate development projects and other CRE investments. The investment opportunities are typically characterised by structural enhancements, monitoring, controls and other features specifically negotiated by the Investment Team to enhance the characteristics of the CRE Co-Investment Assets, explained further in Section 3.4.3.

⁸ Based on spread of 6.82% pa over 90-day BBSW of 4.35% pa as at 26 August 2024.

⁹ A ninth asset has been committed to and its financial close is subject to satisfaction of funding conditions.

¹⁰ As at 31 July 2024.

- ▶ **Experienced, credible Investment Team with a proven track record in originating and managing alternative investments**¹¹ – Metrics comprises a high calibre Investment Team who have on average over 35 years of market experience in direct lending, including Private Credit and Equity. The Investment Team has deep relationships with CRE investors including property development companies and sponsors that underpin the capability to originate CRE Debt Investments and transactions in CRE Co-Investment Assets, supported by a team of in excess of 150 employees. The Investment Team seeks out proprietary origination opportunities, undertakes detailed investment analysis and due diligence and attends to the ongoing portfolio risk management of investment portfolios.
- ▶ access to the MCP Real Estate Debt Fund which provides an opportunity for investors to access a fund that was first established in October 2017 and has a demonstrated track record of performance having exceeded its target return since inception¹²;
- ▶ access to high quality investment partners through Metrics' relationships and origination capability;
- ▶ risk-adjusted returns through diversified investment in both CRE Debt and Equity;
- ▶ fees and total costs with incentives for performance that align with the interests of investors; and
- ▶ ASX market liquidity via the Unit Sets which are expected to be jointly quoted on the ASX. Unit Sets will be subject to trading liquidity on the ASX. **There is no guarantee that Unit Sets will be able to be held at a price equal or higher to that at which they were acquired.**

Highlights of the Offer

Metrics believes the Offer will provide several benefits to investors including:

- ▶ the potential to earn income from CRE Debt Investments and potential income and equity upside from CRE Co-Investment Assets each obtained primarily via exposure to the relevant Wholesale Funds.

All investments, including an investment in the Fund, are subject to risk. Risks of the Fund include investment risk, the risk that borrowers of Loans of which a Wholesale Fund is a lender may default on payments, and the risk that Co-Investment Assets may not generate a capital return. Please refer to the risk summaries in Section 7.

We again thank you for your interest and look forward to welcoming you as investors in the Metrics Real Estate Multi-Strategy Fund.

Yours sincerely

Metrics Credit Partners

¹¹ Past performance is not a reliable indicator of future performance. In particular, the past performance of REDF, MREPIIM and other funds managed by Metrics or its associates may not be applicable to the Fund. Past performance of any investment product (including REDF and MREPIIM) may not be repeated. Both REDF and MREPIIM (as well as the Fund) may not be successful in generating returns for investors, or may suffer losses. **Please refer to the risks of investing in the Fund in Section 7.**

¹² Past performance is not a reliable indicator of future performance. Past performance of any investment product (including REDF) may not be repeated and is not a reliable indicator of the future returns of the Fund. REDF (as well as the Fund) may not be successful in generating returns for investors, or may suffer losses. Accordingly, the Fund may not generate investment gains from investments in REDF and may suffer losses. **Please refer to the risks of investing in the Fund in Section 7.**

Section 1 – Offer Summary

1.1 About the Fund

The following provides a high level and non-exhaustive overview of certain key features of the Fund. Please refer to the relevant sections throughout this PDS for more information. **It is important that prospective investors read this PDS carefully before making an investment decision with respect to the Fund.**

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|---------------------------------|---|-----------------------------|
| <p>What is the Fund?</p> | <p>The Fund refers to two recently formed Australian units trusts that are registered with ASIC as managed investment schemes under Chapter 5C of the Corporations Act, being the Active Trust and the Passive Trust whose Units are respectively stapled. This means that an investor in the Fund will be a holder of Units in the Active Trust and the Passive Trust. “Stapling” generally refers to an arrangement whereby the interests of two different investment vehicles are, under their constituent documents, attached to one another in a fixed proportion such that they are linked together and investors cannot separately deal with those interests. This arrangement applies to the Fund.</p> <p>An interest in the Fund consists of one Unit in the Active Trust and one Unit in the Passive Trust which are stapled (Unit Set). In accordance with the legal arrangements between the Active Trust and the Passive Trust, it is not possible to separately transfer or otherwise deal with Units in a Trust separately from Units in the other Trust as Units may only be dealt with in their Unit Set. This means that Units in each Trust (once quoted on the ASX) will trade together as a single stapled security and it is intended that, so far as possible, the Fund as a whole will conduct itself as a single economic entity.</p> <p>The Fund has been formed specifically for the purposes of providing investors with exposure to a diversified portfolio of Commercial Real Estate (CRE) Debt Investments and CRE Co-Investment Assets.</p> <p>Within 7 days of the date of this PDS, the Responsible Entity will apply to the ASX for the Unit Sets to be quoted on the ASX. Subject to ASX approval, it is anticipated that such listing will occur following completion of the Offer.</p> <p>By investing in the Fund, Unitholders will primarily obtain indirect exposure (as explained below) to two wholesale funds managed by Metrics, being REDF and MREPIIM.</p> | <p>Sections 1.1 and 4.1</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|---|--|--|
| <p>What is the Fund? continued</p> | <p>The Passive Trust will invest in Units in the Metrics CRE Multi-Strategy (Debt) Trust (Debt Sub-Trust) and the Active Trust will invest in Units in the Metrics CRE Multi-Strategy (Equity) Trust (Equity Sub-Trust) (each a Sub-Trust). The Debt Sub-Trust will invest in (and alongside) REDF and the Equity Sub-Trust will invest in (and alongside) MREPIIM.</p> <p>The Passive Trust is expected to qualify as an AMIT. Returns from the AMIT will flow through the Passive Trust and be subject to tax in the hands of its Unitholders. Non-Australian resident Unitholders will be subject to withholding tax in respect of the Passive Trust.</p> <p>The Active Trust is expected to be a public trading trust and taxed as a company. The Responsible Entity will pay tax on the taxable income of the Active Trust and may then pay distributions which will be in the form of franked dividends to the Unitholders. Australian resident Unitholders could obtain a tax offset in respect of the franking credits and non-Australian resident Unitholders will not pay dividend withholding tax on the franked component of any dividend paid to them from the Active Trust.</p> | |
| <p>Who is the Responsible Entity?</p> | <p>The Trust Company (RE Services) Limited (ACN 003 278 831; AFSL 235 150) (Responsible Entity) is the responsible entity of each Trust.</p> <p>The Responsible Entity is responsible for the management of the operations of each Trust.</p> <p>While the Responsible Entity delegates investment management and administrative services to other entities, it retains ultimate responsibility for these functions. As such, each Constitution contains indemnity provisions covering the Responsible Entity for losses and liabilities incurred in connection with the proper performance of its duties with respect to the relevant Trust.</p> <p>The Responsible Entity, subject to its duties at law, generally acts on the advice of Metrics in accordance with the respective Investment Management Agreement.</p> | <p>Section 4.2</p> |
| <p>Who will be responsible for managing the affairs of the Fund?</p> | <p>The Responsible Entity has appointed:</p> <ul style="list-style-type: none"> ▶ Metrics as the manager of each Trust under the respective Investment Management Agreement. ▶ Perpetual Corporate Trust Limited (ACN 000 341 533; AFSL 392 673) (Custodian) as custodian of each Trust under a Custodian Agreement. The Custodian is a wholly-owned subsidiary of Perpetual. ▶ MCH Fund Administration Services Pty Ltd ACN 636 286 970 (Administrator) as the administrator of each Trust under the Fund Administration Agreement. The Administrator is a wholly-owned subsidiary of Metrics Credit Holdings Pty Ltd ACN 150 647 091 (MCH) and a related party of Metrics. ▶ Automic Pty Ltd ACN 152 260 814 (Unit Registry) as unit registrar of each Trust under the Registry Agreement. | <p>Sections 4.2; 4.13; 4.14; 4.15; Section 5</p> |

Metrics Real Estate Multi-Strategy Fund

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|--|--|
| <p>Who is Metrics?</p> | <p>Metrics is an Australian-based alternative asset management firm specialising in fixed income, Private Credit, Equity and capital markets and currently manages approximately A\$20 billion of Private Debt and Equity investments. Metrics is the appointed manager of a number of wholesale and retail (ASX listed and unlisted) investment trusts including the Metrics Master Income Trust (ASX:MXT) and Metrics Income Opportunities Trust (ASX:MOT), which successfully listed on the ASX in October 2017 and April 2019 respectively.</p> <p>Metrics is 100% owned by Metrics Credit Holdings Pty Ltd which is owned 65% by the Investment Team and 35% by Pinnacle Investment Management Limited (ACN 109 659 109) (Pinnacle), a wholly-owned subsidiary of Pinnacle Investment Management Group Limited (ASX:PNI).</p> | <p>Section 5</p> |
| <p>Who is the Metrics Investment Team?</p> | <p>The Metrics Investment Team consists of the following senior professionals:</p> <ul style="list-style-type: none"> ▶ Justin Hynes – in excess of 25 years' experience; ▶ Andrew Lockhart – in excess of 35 years' experience; ▶ Graham McNamara – in excess of 40 years' experience; and ▶ Andrew Tremain – in excess of 35 years' experience. <p>The Investment Team members together make up the Metrics Investment Committee which sits as a formal committee governed by its charter and is responsible for all investment decisions of funds managed by Metrics. The Investment Team is supported by a team of investment professionals covering transaction origination, analysis, execution and portfolio risk management which provides the Investment Team with analytical and portfolio management support.</p> <p>Metrics' role as manager of each Trust is to advise, and provide assistance to, the Responsible Entity in its operation of each Trust and the Fund as a whole.</p> | <p>Section 5.2</p> |
| <p>What is the Fund's Investment Objective?</p> | <p>The Fund seeks to provide investors with exposure to a diversified portfolio of private markets CRE Investments covering the entire capital structure from Senior Secured first registered mortgage Debt investments through to Equity with a view to deliver to investors the Target Total Return. The Fund seeks to provide monthly cash income and seeks to preserve investor capital and manage investment risks, whilst providing potential Equity upside. This is an objective only and may not be achieved. In particular, there is no guarantee that the Fund will be successful in delivering the Target Total Return. An investment in the Fund is subject to risk, including capital loss. Please refer to the risk summaries in Section 7.</p> | <p>Sections 4.3, 4.4 and Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|---|-------------------------------|
| <p>What is the Target Total Return of the Fund?</p> | <p>The Target Total Return of the Fund is 10.00 – 12.00% per annum net of management fees and upfront and ongoing expenses of the Fund through the economic cycle (Target Total Return). The Target Total Return of the Fund includes movements in NAV, cash returns paid to investors via distribution and dividend payments, franking credits and any additional returns.</p> <p><i>The Target Total Return is only a target and may not be achieved, the actual return of the Fund may be lower than the Target Total Return. It may take some time until the target Portfolio Construction is achieved (which may be up to six months) and before the Target Total Return can be expected to be achieved. There is no guarantee that the Fund will achieve its Investment Objective or realise the Target Total Return. The actual net return of the Fund will depend on a number of factors, such as market conditions, any amounts of taxation borne by MREPIIM (and accordingly, the Active Trust) and the actual make-up of the Fund's portfolio at any given time. The Target Total Return is based on a number of underlying assumptions. All investments, including an investment in the Fund are subject to risk. Please refer to the Target Total Return assumptions in Section 4.4.2.</i></p> | <p>Section 4.4.2</p> |
| <p>What are the underlying investments of the Fund?</p> | <p>The Fund (via the Sub-Trusts) is exposed to the Wholesale Funds. The Wholesale Funds together provide exposure to CRE Debt Investments and CRE Co-Investment Assets.</p> <p>The Fund will provide Unitholders with the following exposure (via its investment in the Sub-Trusts):</p> <ul style="list-style-type: none"> ▶ through REDF, to a portfolio of CRE Debt Investments across residential, commercial, industrial and retail sectors. REDF is an open-ended fund with in excess of A\$3 billion in assets under management as at the date of this PDS. As this is an open-ended fund, the assets under management may fluctuate as new investors subscribe or exit REDF and its underlying asset exposure will also fluctuate as the Loans it holds reach maturity and new Loans are made; and ▶ through MREPIIM, to a portfolio of 8 CRE Co-Investment Assets¹³ that have been seeded by way of Debt provided by other funds managed by Metrics (other than REDF). MREPIIM will use proceeds of the Offer that it receives through the issue of units to the Equity Sub-Trustee to repay all, or a portion of this Debt. <p>In addition, depending on the amount of capital raised by the Fund from time to time and the reinvestment of capital from realised assets (noting net profit will be paid out as distributions), MREPIIM will acquire further CRE Co-Investment Assets. The current seed Co-Investment Assets of MREPIIM are CRE development projects in New South Wales, Queensland and Victoria.</p> <p>The Sub-Trusts may also from time to time make direct investments in CRE Debt Investments (in respect of the Debt Sub-Trust) and CRE Co-Investment Assets (in respect of the Equity Sub-Trust).</p> | <p>Sections 4.10 and 4.11</p> |

¹³ A ninth asset has been committed to and its financial close is subject to satisfaction of funding conditions.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|---|--------------------------------|
| <p>What are the underlying investments of the Fund? continued</p> | <p>CRE Debt Investments refers to the practice of lending capital to borrowers in the CRE market. This will (for the Fund) involve exposure to Private Credit instruments (as lender) in relation to CRE asset owners or developers. This includes exposure to Debt instruments across the capital structure of a borrower, including Senior Loans, and Mezzanine Debt. CRE Debt Investments may also result in exposure to Equity positions in circumstances where a borrower defaults and the lender obtains an Equity interest in a borrower or its assets under the terms of a restructure of the Loan. In this respect the Passive Trust (whilst typically holding CRE Debt Investments) may be exposed to Equity. Please refer to Section 3.4.2 for further information about the CRE Debt Investments.</p> <p>CRE Co-Investment Assets refers to making investments that would enable participation in the increase in value of CRE assets. In the case of the Fund this will involve exposure to a range of Ordinary Equity, Preferred Equity and Equity-Like or Debt instruments used to effectively partner with developers and investors to fund CRE development projects and investments across Australia, New Zealand and with the ability to make investments in Developed Asia including (but not limited to) industrial, retail, residential, hotel, office CRE assets. Please refer to Section 3.4.3 for further information about the CRE Co-Investment Assets.</p> | <p>Sections, 4.10 and 4.11</p> |
| <p>What is Private Credit?</p> | <p>Private Credit refers to a range of Debt and Debt-like investments whereby lenders provide Loans to businesses or those requiring capital to fund specific projects or investments.</p> <p>Typical features of Private Credit investments include:</p> <ul style="list-style-type: none"> ▶ the investments are privately negotiated between borrower and lender; ▶ they are not issued or exchange-traded in public capital markets; ▶ they are contractual obligations and may benefit from priority ranking in a repayment scenario above other lenders and Equity holders; ▶ the investments contain a range of structural features and controls, such as Covenants and Security, which seek to provide protection to lenders so as to reduce the risk of credit loss; ▶ they pay Floating Interest Rates or Fixed Interest Rates; and ▶ they can deliver a range of risk and return outcomes. <p>Please refer to the Glossary and Section 3.4.2 for a further explanation of the above example features.</p> | <p>Section 3.4.2</p> |

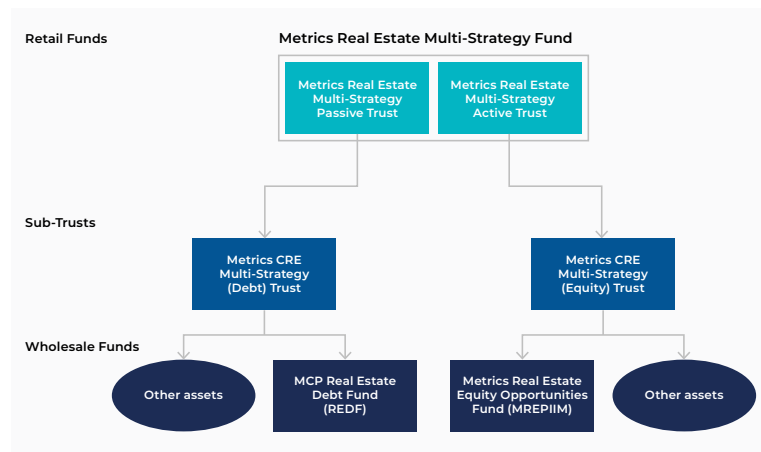
| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|---|----------------------|
| <p>What are the CRE Co-Investment Assets?</p> | <p>Co-Investment Assets refers to range of Equity or hybrid (Debt as well as Equity) investments that are used in order to partner with CRE companies to fund CRE developments and investments. Typical features of the CRE Co-Investment Assets are:</p> <ul style="list-style-type: none"> ▶ they are private market transactions and not publicly traded instruments; ▶ they can be structured as Equity or hybrid Equity such as Preferred Equity investments which provide upside capital growth opportunities for investors while benefitting from enhanced capital protections relative to Ordinary Equity. These may be structured with: <ul style="list-style-type: none"> – coupon payments and/or minimum return hurdles payable to Metric fund investors before the Equity partner receives return of capital/profit; – key investment and project decisions requiring agreement of the project partners; and – buyout rights if the project partner defaults; and ▶ they can be structured as Debt investments which benefit from a Senior position in the capital structure with a range of structural features and controls which provide downside protection such as financial Covenants and Security interests over the property. <p>Please refer to the Glossary for a further explanation of the above example features.</p> | <p>Section 3.4.3</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|-------|---------|----------------------|
|-------|---------|----------------------|

What is the Fund's Investment Strategy and target Portfolio Construction?¹⁴

The Fund will seek to achieve its Investment Objective by investing in the Sub-Trusts which will invest in and alongside the Wholesale Funds (being REDF and MREPIIM) currently managed by Metrics.

The Fund's structure is depicted below¹⁵:



The Wholesale Funds are each unlisted and unregistered, open-ended trusts.

By its exposure to these Wholesale Funds, the Fund seeks to provide investors with exposure to CRE Debt Investments and CRE Co-Investment Assets.

The Fund's capital is intended to be invested according to how Metrics believes the Investment Objective can best be achieved, including providing:

- ▶ through the Passive Trust and REDF, exposure to diversified CRE Debt Investments broadly reflecting the types of lending activity in Australia's CRE Debt market, diversified by borrower, project, sector, geography, stage of development and position in the capital structure; and
- ▶ through the Active Trust and MREPIIM, exposure to Equity or hybrid (Debt as well as Equity) Instruments such as Preferred Equity or CRE Debt Investments in CRE development projects and investments which may be structured with:
 - coupon payments and/or minimum return hurdles payable to Metrics fund investors before the Equity partner receives return of capital/profit;
 - key investment and project decisions requiring agreement of the partners; and
 - buyout rights if the project partner defaults.

Sections 4.5 and 4.7

¹⁴ This is a target only and may not be achieved. The actual portfolio construction of the Fund may be different to the target Portfolio Construction. It may take some time until the target Portfolio Construction is achieved (which may be up to six months) and before the Target Total Return can be expected to be achieved.

¹⁵ Metrics may establish one or more additional vehicles in this structure which may include feeder funds into one or more of the Sub-Trusts and Wholesale Funds.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|--|-----------------------------|
| <p>What is the Fund's Investment Strategy and target Portfolio Construction?¹⁶ continued</p> | <p>The Passive Trust will be principally exposed to Loans, however may also provide investors with exposure to other financial instruments (including Equity) in certain situations, such as restructures or recapitalisation of the borrowers of those Loans where necessary for the Debt Sub-Trust or REDF to protect its investors' capital in accordance with their applicable investment objectives where a default under a Loan or breach of the terms of a Loan document occurs.</p> <p>The Active Trust will be mostly exposed to a range of Ordinary Equity, Preferred Equity, or Debt instruments, however, where MREPIIM would otherwise hold cash, for example as MREPIIM funds are progressively deployed or after an investment has been realised and before the proceeds have been reinvested, MREPIIM may invest in REDF.</p> <p>Please refer to Section 3.4 for further explanation of these investment assets and types of Private Credit.</p> <p>Investors in the Fund will receive the benefit of income and capital generated by the Fund's investments through distributions paid (if any) to Unitholders.</p> <p>Allocations of capital to the Sub-Trusts, and by the Sub-Trusts to their respective underlying investments may be determined by Metrics (as Manager and Sub-Trust Manager), subject to the Constitutions, the Stapling Deed and any requirement to obtain Unitholder approval under the Listing Rules¹⁷, and may vary depending on various factors identified by Metrics such as the availability of investment opportunities, market conditions and economic conditions. Metrics may vary the Portfolio Construction in its absolute discretion. Metrics, as manager of each Trust, has the discretion to determine the allocation of capital into each Sub-Trust and each underlying Wholesale Fund to provide the investment flexibility considered necessary by Metrics to best achieve the Investment Objective.</p> <p>It is possible that the composition of the Fund's investment portfolio may change over time (for example in composition of asset class or concentration of portfolio in particular CRE Debt Investments or CRE Co-Investment Assets) if deemed appropriate by Metrics according to how it believes the Investment Objective can best be achieved. The Fund may not be successful in achieving the Investment Objective.</p> | <p>Sections 4.5 and 4.7</p> |

¹⁶ This is a target only and may not be achieved. The actual portfolio construction of the Fund may be different to the target Portfolio Construction. It may take some time until the target Portfolio Construction is achieved (which may be up to six months) and before the Target Total Return can be expected to be achieved.

¹⁷ Please see the risk relating to the proposed changes to the Listing Rules in Section 7 for further information as to when Unitholder approval may be required in connection with the allocation of capital.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|--|-----------------------------|
| <p>What is the Fund's Investment Strategy and target Portfolio Construction?¹⁸ continued</p> | <p>It is expected that following the completion of the Offer the Fund's capital will initially be invested as follows:</p> <ul style="list-style-type: none"> ▶ 50% to the Passive Trust; and ▶ 50% to the Active Trust. <p>These proportions may change from time to time as determined by Metrics according to how it believes the Investment Objective can best be achieved and the capital requirements for each of the investment objectives in respect of the Passive Trust and Active Trust.¹⁹</p> <p>Capital may be reallocated from one Trust to another Trust in accordance with the Constitutions.</p> | <p>Sections 4.5 and 4.7</p> |
| <p>What are the Metrics CRE Multi-Strategy (Debt) Trust and Metrics CRE Multi-Strategy (Equity) Trusts?</p> | <p>The Debt Sub-Trust and Equity Sub-Trust are newly established, unregistered Australian unit trusts, Perpetual Trust Services Limited (ACN 000 142 049) is the trustee of the Debt Sub-Trust (Debt Sub-Trustee) and The Trust Company (Australia) Limited (ACN 000 000 993) is the trustee of the Equity Sub-Trust (Equity Sub-Trustee) (each a Sub-Trustee) and each of the Sub-Trustee's is a 100% owned subsidiary of Perpetual.</p> <p>Each Sub-Trustee has appointed Metrics to be the manager of the respective Sub-Trust (Metrics in such capacity, the Sub-Trust Manager). Each Sub-Trust, (having, at the date of this PDS, no trading history), will either make direct investments or invest in or alongside REDF or MREPIIM, respectively.</p> <p>As at the date of this PDS, it is not anticipated that there will be external investors in the Sub-Trusts, with the exception of unlisted feeder funds managed by Metrics. However, in the future, Metrics may allow external investors to invest in the Sub-Trusts.</p> | <p>Section 4.10</p> |

¹⁸ This is a target only and may not be achieved. The actual portfolio construction of the Fund may be different to the target Portfolio Construction. It may take some time until the target Portfolio Construction is achieved (which may be up to six months) and before the Target Total Return can be expected to be achieved.

¹⁹ Manager discretion subject to any requirement to obtain Unitholder approval under the Listing Rules. Please see the risk relating to the proposed changes to the Listing Rules in Section 7 for further information as to when Unitholder approval may be required in connection with the allocation of capital.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|--|----------------------|
| <p>Will the Fund pay distributions?</p> | <p>The payment of distributions to Unitholders is dependent on the Trusts receiving distributions from their investments, and these are not guaranteed. Please refer to Section 7 about risks relating to distributions.</p> <p>The Responsible Entity in respect of each Trust intends to pay distributions to Unitholders, subject to those Trusts receiving income from their investments.</p> <p>It is anticipated that the Passive Trust, which will derive income from Private Credit assets, will pay monthly distributions (subject to the receipt of distributions from the Debt Sub-Trust). As the Passive Trust is expected to be an AMIT, the monthly distributions are expected to be pre-tax income.</p> <p>It is anticipated that the Active Trust will pay distributions less frequently, as they will follow the receipt of proceeds from the realisation of CRE Co-Investment Assets in MREPIIM. Given that the Active Trust is expected to be a public trading trust, the distributions will be in the form of franked dividends. The level of franking credits is not able to be forecasted at this time. Investors should consider their own circumstances and obtain advice to ascertain whether franking credits will be able to be used by them.</p> <p>Distributions are broadly expected to match cash income (net of fees and expenses) generated by each Trust, although there is expected to be more variability in respect of the Active Trust, which will also be subject to income tax. Distributions from a Trust will be paid at the discretion of the Responsible Entity and may depend on a number of factors, including future earnings, capital requirements, financial conditions, future prospects and other factors that the Responsible Entity deems relevant with respect to that Trust.</p> <p>It is intended that the first distribution will be paid to Unitholders in early November 2024 (subject to the receipt by the Fund of income) and then monthly thereafter.²⁰</p> <p>The Responsible Entity does not, at the date of this PDS, intend to establish a Distribution Reinvestment Plan. Under the Constitutions, the Responsible Entity is able to establish such a plan and will provide details to Unitholders if, in the future, it determines to establish a Distribution Reinvestment Plan.</p> | <p>Section 4.8</p> |
| <p>Will the Fund have any Debt?</p> | <p>Each Trust may borrow to meet its working capital requirements, although each Trust does not currently have any Debt nor is it currently anticipated that they will incur Debt in the future.</p> <p>The Debt Sub-Trust may borrow for purposes including:</p> <ul style="list-style-type: none"> ▶ to meet working capital requirements of the Debt Sub-Trust; and ▶ liquidity risk management. <p>It is not expected that leverage of the Debt Sub-Trust will ever exceed 30% of the Debt Sub-Trust's GAV.</p> <p>It is not anticipated that the Equity Sub-Trust will incur any Debt.</p> | <p>Section 4.17</p> |

²⁰ This is a target only and may not be achieved. Neither Metrics nor the Responsible Entity guarantees or warrants the future performance of the Fund, the return on an investment made under this PDS, the repayment of capital or the payment of distributions on the Unit Sets.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|--|----------------------|
| <p>Will the Fund have any Debt? continued</p> | <p>As at the date of this PDS, REDF has a A\$525 million revolving Debt facility. This Debt facility is used by REDF to ensure that REDF is fully committed and can fund all drawn and undrawn commitments made to borrowers. It is not expected that REDF will borrow in excess of 50% of its GAV. It is not intended that leverage will be used by REDF for the purposes of amplifying investment exposure or gains. As at the date of this PDS, REDF has no net leverage which means the amount of the cash held on balance sheet exceeds the amount drawn under the REDF revolving Debt facility.</p> <p>MREPIIM may incur Debt from time to time for purposes including:</p> <ul style="list-style-type: none"> ▶ to meet the working capital requirements of MREPIIM; ▶ to enable MREPIIM to undertake its investment activities; ▶ to bridge to future Equity capital calls and raisings; and ▶ to manage liquidity risk. <p>MREPIIM has obtained a fund finance facility to enable it to make its existing investments. This Debt has been provided by funds managed by Metrics (other than REDF) to MREPIIM in order to enable MREPIIM to acquire its initial seed portfolio as a bridge to raising capital. MREPIIM will use proceeds of the Offer that it receives through the issue of units to the Equity Sub-Trustee to repay all or a portion of this Debt.</p> <p>Assuming the Target Subscription is achieved, it is estimated that the net drawn leverage of MREPIIM will be approximately 34% of its GAV²¹, though this may be greater if the Target Subscription is not achieved.</p> | <p>Section 4.17</p> |
| <p>What fees and costs will be borne by the Fund?</p> | <p>The Responsible Entity will be paid fees out of the assets of each Trust.</p> <p>Metrics will be paid management fees out of the assets of each Trust. In respect of the Passive Trust, a nominal management fee of A\$10.25 per annum (inclusive of GST and net of RITCs) will be paid. In respect of the Active Trust, a fee of 2.56% per annum (inclusive of GST and net of RITCs) of the GAV of the Active Trust will be paid. At all times, the management fees will be capped such that management fee payable by the Responsible Entity will not exceed 1.28% per annum (inclusive of GST and net of RITCs) of the combined GAV of the Trusts.</p> <p>For the period commencing on the date that the Unit Sets commence trading on the ASX and expiring on the first anniversary of that date, the Active Trust's management fee will be 2.05% per annum (inclusive of GST and net of RITCs) of the GAV of the Active Trust, and total management fees of the Fund will not exceed 1.03% per annum (inclusive of GST and net of RITCs) of the combined GAV of the Trusts.</p> | <p>Section 6</p> |

21 *based on drawn Debt of MREPIIM as at 30 August 2024.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What fees and costs will be borne by the Fund? continued</p> | <p>As the manager of the relevant Sub-Trusts and Wholesale Funds, Metrics is additionally entitled to receive management fees (and, in respect of REDF, performance fees) pursuant to the terms of the trust deeds and management agreements in respect of those funds. These fees are generally payable out of the assets of the Sub-Trusts and Wholesale Funds (as applicable). In respect of MREPIIM, Metrics is not entitled to be paid a performance fee and only earns a nominal management fee of A\$10.25 per annum (inclusive of GST and net of RITCs). Metrics has agreed that any management and performance fees charged by REDF referable to the Fund's assets will be rebated back to the Fund for so long as Metrics is the investment manager of each Trust. In respect of each Sub-Trust, Metrics is entitled to a nominal management fee of A\$10.25 per annum (inclusive of GST and net of RITCs).</p> <p>Metrics may charge fees to other wholesale investors who invest directly into the Wholesale Funds. These fees will not be borne by the Fund.</p> <p>In order to ensure that Metrics continues to be remunerated for managing the Fund's exposure to the Wholesale Funds, if it ceases to be the manager of each Trust, Metrics will be entitled to receive a fee equal to the management fees applicable to the Units calculated over a 12-month period, (other than if it is removed for cause or retires voluntarily) and, regardless of the reason for Metrics ceasing to be the manager of each Trust, any accrued and unpaid management fees or Performance Fees.</p> | <p>Section 6</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION | | | | |
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| <p>What fees and costs will be borne by the Fund? continued</p> | <p>It is estimated that the fees and costs borne by the Fund (including the fees and costs it will bear by way of its indirect exposure to the Wholesale Funds) will be as follows²²:</p> | | | | | |
| | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #1a3d4d; color: white;">AMOUNT RAISED BY THE OFFER</th> <th style="background-color: #1a3d4d; color: white;">MINIMUM SUBSCRIPTION A\$100 MILLION</th> <th style="background-color: #1a3d4d; color: white;">TARGET SUBSCRIPTION A\$300 MILLION</th> </tr> </thead> </table> | AMOUNT RAISED BY THE OFFER | MINIMUM SUBSCRIPTION A\$100 MILLION | TARGET SUBSCRIPTION A\$300 MILLION | | |
| | AMOUNT RAISED BY THE OFFER | MINIMUM SUBSCRIPTION A\$100 MILLION | TARGET SUBSCRIPTION A\$300 MILLION | | | |
| | <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 33%;"> Management fees and costs (includes management fees, Responsible Entity fees, direct and indirect costs) </td> <td style="width: 33%;"> For the first 12 months following the date that the Unit Sets commence trading on the ASX, 1.71% p.a. of the Fund's NAV. </td> <td style="width: 33%;"> For the first 12 months following the date that the Unit Sets commence trading on the ASX, 1.29% p.a. of the Fund's NAV. For the period commencing on the date that the Unit Sets commence trading on ASX and expiring on the first anniversary of that date, Metrics have reduced their management fee from 1.28% p.a. to 1.03% p.a. of the Fund's NAV. </td> </tr> </tbody> </table> | Management fees and costs (includes management fees, Responsible Entity fees, direct and indirect costs) | For the first 12 months following the date that the Unit Sets commence trading on the ASX, 1.71% p.a. of the Fund's NAV. | For the first 12 months following the date that the Unit Sets commence trading on the ASX, 1.29% p.a. of the Fund's NAV. For the period commencing on the date that the Unit Sets commence trading on ASX and expiring on the first anniversary of that date, Metrics have reduced their management fee from 1.28% p.a. to 1.03% p.a. of the Fund's NAV. | Section 6 | |
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| | | <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 33%;"></td> <td style="width: 33%;"> Estimated ongoing costs following the expiry of the first 12 months following the date that the Unit Sets commence trading on the ASX, 1.96% p.a. of the Fund's NAV. </td> <td style="width: 33%;"> Estimated ongoing costs following the expiry of the first 12 months following the date that the Units Sets commence trading on the ASX, 1.54% p.a. of the Fund's NAV. </td> </tr> </tbody> </table> | | Estimated ongoing costs following the expiry of the first 12 months following the date that the Unit Sets commence trading on the ASX, 1.96% p.a. of the Fund's NAV. | Estimated ongoing costs following the expiry of the first 12 months following the date that the Units Sets commence trading on the ASX, 1.54% p.a. of the Fund's NAV. | |
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| | <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 33%;">Performance Fee rate</td> <td colspan="2">15.38% p.a. of the Unit Set Return in excess of the Fund Hurdle (inclusive of GST and net of RITCs).</td> </tr> </tbody> </table> | Performance Fee rate | 15.38% p.a. of the Unit Set Return in excess of the Fund Hurdle (inclusive of GST and net of RITCs). | | | |
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| | <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 33%;">Performance Fee expected to be paid in first 12 months²³</td> <td style="width: 33%;">Nil</td> <td style="width: 33%;">Nil</td> </tr> </tbody> </table> | Performance Fee expected to be paid in first 12 months ²³ | Nil | Nil | | |
| Performance Fee expected to be paid in first 12 months ²³ | Nil | Nil | | | | |
| | <table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="width: 33%;">Transaction Costs</td> <td style="width: 33%;">16.19% p.a. of the Fund's NAV.</td> <td style="width: 33%;">5.40% p.a. of the Fund's NAV.</td> </tr> </tbody> </table> | Transaction Costs | 16.19% p.a. of the Fund's NAV. | 5.40% p.a. of the Fund's NAV. | | |
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| | <p>The figures set out above include Goods and Services Tax (GST) net of Reduced Input Tax Credits (RITCs) and have been rounded to 2 decimal places.</p> | | | | | |

22 Assumes Metrics will be the manager of each Trust for at least the Initial Term under the respective Investment Management Agreement and NAV at Offer close. NAV is calculated as the Fund's net assets position in the Pro Forma Financial Information in Section 9.1 divided by the corresponding indicated subscription amounts.

23 It is not expected that a performance fee will be payable in the first 12 months of the Fund's operation. Neither the Responsible Entity nor Metrics guarantee that the Fund will not incur a performance fee, and that the Fund will not bear, any performance fees in the first 12 months of the Fund's operations as neither the Responsible Entity nor Metrics can forecast the performance of the Fund, and the actual performance fee incurred and borne by the Fund may differ.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What fees and costs will be borne by the Fund? continued</p> | <p>The transaction costs are an estimate of duty that will be levied on the initial investment by the Equity Sub-Trust in MREPIIM, resulting from its existing investments in land assets in NSW, VIC and QLD. This is expected to be a one-off cost and the impact to investors has been factored into the project IRRs detailed in Section 4.11.</p> <p>Metrics and entities owned by Perpetual (as applicable) may charge fees to other wholesale investors who invest directly into the Sub-Trusts or the Wholesale Funds. These fees will not be borne by the Fund.</p> <p>Please refer to Section 6.4 for further detail on Responsible Entity fees, management fees and Performance Fees.</p> | <p>Section 6</p> |
| <p>What is the expected NAV per Unit Set of the Fund on the Allotment Date?</p> | <p>The NAV per Unit Set of the Fund at the Allotment Date is expected to be A\$2.00. The NAV of Unit Sets will generally be published each month on the ASX.</p> | <p>Sections 4.9 and 9.3</p> |
| <p>What is the market opportunity in CRE Investment?</p> | <p>Australia's CRE market has historically been dominated by banks and difficult to access for non-bank investors given its high barriers to entry. A number of significant circumstances have resulted in an opportunity in the CRE market for a manager able to overcome market barriers to entry to exploit market conditions. These circumstances include:</p> <ul style="list-style-type: none"> ▶ implementation of broad policies applicable to banks and financial institutions aimed at addressing perceived risks in the banking sector caused by growth in the residential mortgage market (consumer real estate) resulting in banks rationing capital across the real estate sector more generally; and ▶ capital adequacy requirements for banks increasing in line with regulation and making it more expensive for banks to lend, which in turn is passed through to borrowers as higher interest rates and stricter underwriting standards. <p>Australia's CRE market also currently benefits from key underlying macroeconomic tailwinds such as:</p> <ul style="list-style-type: none"> ▶ Australia's growing population underpinned by strong net migration and relatively limited new housing supply creating shortages in net supply of residential housing; and ▶ strong demand for industrial logistics assets driven by growth in e-commerce. <p>In Metrics' view, investment opportunities in the CRE market require significant capital and extensive networks of relationships to access more opportunities for CRE Investment, and the need to have access to specialised capabilities in CRE Investment including processes, procedures and investment mandates to invest in private market CRE assets across the entire capital structure from Debt to Equity and be relevant to attract experienced developers as partners in CRE Co-Investment Assets.</p> | <p>Sections 3.2 and 3.3.3</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What is the market opportunity in CRE Investment? continued</p> | <p>The Australian CRE market has limited participants with the requisite size and scale to access the market. Successful managers must develop and maintain deep industry networks through a long-standing track record of providing capital to the sector, and maintain strong institutional capabilities, processes and procedures to mitigate the specific risks associated with CRE Investment.</p> | <p>Sections 3.2 and 3.3.3</p> |
| <p>How is Metrics positioned to take advantage of the market opportunity in CRE Investment?</p> | <p>Metrics has a high calibre Investment Team who have on average over 35 years of market experience in direct lending (including Private Credit) and Equity investing and are highly skilled in the origination and risk management of CRE Investments.</p> <p>The Investment Team is supported by a team of investment professionals with skills and experience covering all aspects of CRE Investment including planning, construction, development and management, credit and financial analysis, portfolio risk management, legal documentation, investment management and administration.</p> <p>Metrics has extensive industry networks in the CRE sector including relationships with experienced CRE developers which provide access to a diverse range of asset types and risk profiles.</p> <p>Metrics has significant experience managing risk in CRE Investments, including robust due diligence, portfolio and asset risk monitoring, managing capital recovery or restructuring and turnaround of non-performing assets, and the ability to access and partner with the property sector and investors on CRE Co-Investment Assets.</p> <p>Metrics' size and scale, direct origination and significant experience managing CRE Investments ensure access to deal flow, appropriate deal terms leading to higher risk-adjusted returns combined with a robust risk management culture.</p> | <p>Section 5.2</p> |
| <p>What CRE market segments does Metrics focus on?</p> | <p>Metrics seeks to originate transaction opportunities across the CRE market to lower investment risk by diversification across asset type (residential, industrial, accommodation, hotels, retail and office segments), by counterparty, by geographic region and by size of investment as part of a portfolio covering the entire capital structure investing from lower risk Senior Secured mortgage Debt through to higher risk and potentially higher returning Equity investment opportunities.</p> | <p>Section 3.3.1</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What are the key terms of the Investment Management Agreements?</p> | <p>Under the Investment Management Agreement for each Trust, Metrics will be responsible for managing that Trust in accordance with the Investment Objective, Investment Strategy, guidelines and permitted investments set out in this PDS.</p> <p>In respect of each Trust, Metrics will have an initial term of ten years (Initial Term) subject to an automatic extension of the Initial Term for a further one year, every year from the expiry of the fifth year of the Initial Term provided that the requisite number of Unitholders do not elect to vote against the extension.</p> <p>Metrics (as manager of each Trust) may also request a meeting of Unitholders at any time to pass an ordinary resolution to extend the Initial Term (in respect of each Trust) for a period of up to 10 years.</p> <p>Following the Initial Term of a Trust, and notwithstanding the automatic extension mentioned above, Unitholders may effect the removal of Metrics in respect of that Trust by ordinary resolution on three months' notice.</p> | <p>Section 12.1</p> |
| <p>Who is the Custodian and what is its role?</p> | <p>Perpetual Corporate Trust Limited (Custodian) has been appointed as the custodian of each Trust's assets by the Responsible Entity.</p> <p>The Custodian will hold the assets of each Trust in accordance with the terms of a Custodian Agreement. The Custodian has no supervisory role in relation to the operations of each Trust and is not responsible for protecting the Fund's interests.</p> | <p>Sections 4.13 and 12.5</p> |
| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer?</p> | <p>All investments are subject to risk, which means the value of your investment may rise or fall. Before making an investment decision, it is important to understand the risks that can affect the value of your investment. Some of the key risks in relation to an investment in the Fund are summarised below. Please refer to Section 7 for a more comprehensive summary of potential risks.</p> <p>Investment and market risk</p> <p>An investment in the Fund is subject to investment and market risk, including the possible loss of the entire amount invested. Certain events may have a negative effect on the price of all types of investments within a particular market in which the Fund (directly or indirectly) holds investments. These events may include (but are not limited to) changes in legal, tax, economic, social, technological or political conditions, laws and general market sentiment the causes of which may include changes in governments or government policies, political unrest, wars, terrorism, pandemics and natural, nuclear and environmental disasters. The duration and potential impacts of such events can be highly unpredictable, which may give rise to increased and/or prolonged market volatility. Industry specific shocks relevant to underlying CRE Debt Investments and CRE Co-Investment Assets and general market disruption can adversely impact the value of the Fund.</p> | <p>Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer? continued</p> | <p>Investment strategy risk</p> <p>There is no guarantee that the Investment Strategy of the Fund will be managed successfully or will meet its objectives. Failure to do so could negatively impact the performance of the Fund. The Responsible Entity has delegated day-to day investment management to Metrics.</p> <p>The Investment Strategy to be used by Metrics on behalf of each Trust includes inherent risks. These include, but are not limited to the following:</p> <ul style="list-style-type: none"> ▶ the Fund’s success and profitability is reliant upon the ability of Metrics to execute the Investment Strategy by devising and maintaining a portfolio that achieves the Fund’s Investment Objective, and guidelines set out in this PDS; and ▶ the ability of Metrics to continue to manage the Fund’s portfolio in accordance with this PDS, its mandate and the law which may be compromised by such events as the loss of its AFSL or other required registrations or the departure of members of its Investment Team. <p>Metrics may not manage the affairs of the Fund, the Sub-Trusts or the Wholesale Funds in a manner that consistently meets the Fund’s Investment Objective over time. In addition, Metrics may cease to manage each Trust, a Sub-Trust or one or more Wholesale Funds, requiring the relevant fund to find a replacement manager, which may affect the Fund.</p> <p>Equity and Debt have different risks</p> <p>Equity and Debt instruments are subject to different risks, some of which are described below. In particular, returns from Equity may be derived from the investment of capital and completion of a project generating an excess return above the cost of the investment following the sale of the asset in question, or from the profitability of the asset from holding income such as excess rental income. In the event that a CRE Co-Investment Asset or Equity held by a Wholesale Fund is sold for a loss the returns to the Unitholders will be reduced. In addition, where an asset has incurred Secured Debt, the repayment of Debt will have priority over the payments to Equity holders or property owners. When an asset is sold, any Secured creditors of the seller will have priority over the proceeds of that sale ahead of Equity investors.</p> | <p>Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer? continued</p> | <p>Credit and default risk</p> <p>Credit risk is the risk that one or more of the Debt assets to which the Fund is exposed (held directly or indirectly through the Sub-Trusts or the Wholesale Funds) may decline in price or that a borrower fails to pay interest or principal when due because the borrower experiences a decline in its financial status. Losses may occur because the value of the asset is affected by the creditworthiness of the borrower or by general economic and specific industry conditions.</p> <p>Whilst all Debt assets (including Investment Grade Debt) are subject to credit risk, to the extent the Fund is exposed to Sub-Investment Grade and un-rated Private Credit, it will be exposed to a greater amount of credit risk than a fund that invests in Investment Grade investments. The prices of Sub-Investment Grade or unrated Debt instruments are generally more sensitive to negative developments, such as a decline in the borrower's cash earnings or a general economic downturn, than are the prices of Investment Grade Debt instruments. Debt instruments of Sub-Investment Grade quality are higher risk with respect to the counterparty's capacity to pay interest and repay principal when due and therefore involve a greater risk of default than those of Investment Grade quality.</p> <p>Default risk is the risk that a borrower defaults on their obligations, for instance by failing to make a payment when due or to repay the principal. The taking of Security or the provision of third-party guarantees may not fully mitigate this risk. These credit and default risks may result in losses for the Fund which will reduce the returns to Unitholders.</p> <p>Interest rate risk</p> <p>The Fund may invest through the Sub-Trusts or Wholesale Funds in instruments with Floating Interest Rates, meaning the income from these investments can rise or fall and accordingly, the return on that investment relative to other investments may change.</p> <p>There is a strong correlation between the RBA Cash Rate, or the NZ OCR (as applicable) and the income upon which many Private Credit investments are priced as Floating Interest Rates may be linked to the RBA Cash Rate or the NZ OCR. This means the income from and value of many Private Credit investments will rise and fall largely in correlation with the RBA Cash Rate or the NZ OCR (as applicable). As the RBA Cash Rate and the NZ OCR falls, the investment to which the Fund is exposed will fall in value and income.</p> | <p>Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer? continued</p> | <p>Property market risk</p> <p>The value of real estate investments is based on market forces and may fluctuate. Factors that may adversely impact investments of the Sub-Trusts or Wholesale Funds in CRE assets include:</p> <ul style="list-style-type: none"> ▶ a downturn in the relevant property market (domestic or localised geographically); ▶ a downturn in the broader Australian or New Zealand economy or of any jurisdiction to which the Fund is exposed (as applicable); ▶ a downturn in the specific segment of the property market (e.g. residential, industrial, commercial etc); and ▶ lower levels of liquidity in the market which may be caused by economic, regulatory, tax, legal or other factors. <p>Development risk</p> <p>The Fund will, via its indirect investment in MREPIIM and REDF be exposed to CRE Co-Investment Assets and CRE Debt Investments, respectively, including but not limited to CRE development assets which are subject to other specific risks relating to timing, cost and successful completion of projects, including:</p> <ul style="list-style-type: none"> ▶ obtaining development and planning approvals; ▶ issues with contamination of land; ▶ engineering risk; ▶ construction risk, including cost escalation, defects and delays (which can be caused by unforeseen factors such as adverse weather); ▶ counterparty risk relating to builders, subcontractors and technical consultants; ▶ sales and marketing of the completed asset(s); ▶ financing to fund projects, such as Senior Debt finance; and ▶ settlement risk relating to purchasers completing the acquisition of completed assets. <p>Financing risk</p> <p>CRE Co-Investment Assets in which the Sub-Trusts or Wholesale Funds may invest are likely to be partially financed by Debt facilities with financiers. The level of Debt funding in each asset may vary and will generally contain financial Covenants such as Loan-to-Value ratios. Any breach of financial Covenants or other undertakings may give rise to certain rights in favour of the financier(s) including in severe cases enforcement of Security and sale of the asset. Recovery of investor capital may not be possible in such circumstances.</p> | <p>Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer? continued</p> | <p>Portfolio construction risk</p> <p>Metrics as manager of each Trust, Sub-Trust and the Wholesale Funds (as applicable) may cause those funds to invest in a variety of assets in differing proportions so as to best implement the Investment Strategy. These assets include a diversified portfolio of CRE Debt Investments and CRE Co-Investment Assets (please refer to Sections 3.4.2 and 3.4.3). Subject to any requirement to obtain Unitholder approval under the Listing Rules, Metrics may allocate capital from the Fund to Sub-Trusts or to the Wholesale Funds and direct assets in its discretion so as to achieve the Investment Objective in proportions as it may determine having regard to a number of factors. These may include (but are not limited to) availability of capital, origination of opportunities, matters specific to the Sub-Trusts or Wholesale Funds and prevailing market conditions. Metrics may not be able to achieve its Portfolio Construction. There is no guarantee that the Portfolio Construction determined by Metrics for the Fund will be consistent with the desired exposure of Unitholders and the Fund may be exposed to different CRE assets in different concentrations from time to time. The Portfolio Construction determined by Metrics may not be successful in achieving the Investment Objective. In addition, as the value of investments to which the Fund is exposed rises or falls, the net Portfolio Construction of the Fund will necessarily fluctuate. Metrics may not always rebalance the Portfolio Construction in these circumstances.</p> <p>Liquidity risk</p> <p>The investments of the Sub-Trusts or Wholesale Funds (and therefore the Fund and the Sub-Trusts) are considered illiquid as the investments to which the Wholesale Funds or Sub-Trusts are exposed are long dated private markets assets. The ability of the Wholesale Funds and/or Sub-Trusts to dispose of an investment and the value realised will depend on market liquidity, the terms agreed with the relevant borrower or Equity partners (as applicable) and the maturity date or investment horizons of the investments (typically Loans held by REDF have a maturity of between 1 to 3 years although REDF may have Loans with a maturity of 6 months to 10 years, whilst Co-Investment Assets held by MREPIIM have a typical investment horizon of 3 to 5 years and may have an expected investment horizon of 2 to 10 years). The liquidity of investments in the Wholesale Funds or Sub-Trusts (and therefore the Sub-Trusts and the Fund) will also be dependent on a borrower's ability to repay a Loan, or in the case of Co-Investment Assets the completion of the project and the ability to sell those assets to a third party.</p> | <p>Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer? continued</p> | <p>Leverage risk</p> <p>From time to time, the Sub-Trusts or Wholesale Funds may use leverage to fund investments. If those investments do not return to the relevant Sub-Trust or Wholesale Fund the value of the principal invested plus the amount of interest payable with respect to the leverage incurred, such fund will need to service the leverage from other sources. This means that returns to investors in that fund (as well as Unitholders by virtue of their indirect investment in the Wholesale Funds) will be negatively impacted. This may occur where, in the case of REDF, if a borrower fails to pay interest or principal when due (a payment default), or in the case of MREPIIM, a CRE Co-Investment Asset is delayed in its completion or is not able to be sold at the desired price, then the relevant Wholesale Fund is still obliged to service its interest and principal payment obligations. The inability to do so may give rise to the Sub-Trust's, and/or Wholesale Fund's Debt provider taking action under the relevant facility terms to recover amounts owed. The Debt provider would be Senior to investors from a repayment perspective and have a first claim over the assets and cash flows of the Sub-Trust and/or Wholesale Fund (as applicable). Please refer to Section 4.17 for further information regarding Metrics' approach to leverage.</p> <p>In addition, the borrowers to whom the Wholesale Funds lend, or the CRE Co-Investment Asset held may have obtained leverage or borrowed monies, from other lenders. The inability of those borrowers or CRE Co-Investment Assets to service that Debt could impact their ability to continue their business and reduce the return to the Wholesale Funds (and accordingly the Fund). In addition, particularly with respect to CRE Co-Investment Assets, any Debt owed by such investee entity is Senior and ranks in priority to the interest of the Wholesale Fund in question, and must be paid in priority to any return to the Wholesale Fund, thus reducing the return to that Wholesale Fund and therefore the Fund.</p> <p>Distribution risk</p> <p>The Fund's ability to pay distributions depends on the income it receives from the Sub-Trusts and accordingly the distributions the Sub-Trusts receive are dependent on the income received from the Wholesale Funds. No guarantee can be given concerning the future earnings of the Fund, the earnings or capital appreciation of the Fund's portfolio or the return of your investment. Metrics may make poor investment decisions which may result in the Fund's return being inadequate to pay distributions to Unitholders. The distribution policy of the Fund will depend on the distribution policies set by the Sub-Trusts and the Wholesale Funds. Any delay in distributions being made by the Sub-Trusts or the Wholesale Funds may cause delays in distributions made by the Fund to Unitholders.</p> | <p>Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
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| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer? continued</p> | <p>Valuation risk</p> <p>The Fund will gain exposure to illiquid assets which will require independent valuation. Independent valuations are inherently subjective and in determining value, a valuer will be required to make certain assumptions and such assumptions may prove to be inaccurate. The valuation of certain illiquid assets such as CRE Equity and CRE Debt is inherently subjective as there is not typically an established market against which to compare valuations. This means that valuations may not be reflective of the price that is obtained on the sale of such an asset. This is particularly so in periods of volatility or where there is limited relevant data against which the valuation of CRE Debt Investments and CRE Co-Investment Assets can be benchmarked. Specifically, with respect to CRE Co-Investment Assets, valuation risk refers to the risk that a CRE Co-Investment Asset is overvalued or undervalued and may be worth less or more than expected when it matures or is sold. In particular this means that the value an asset is sold for may be less than the price at which it has been valued. When this occurs, the NAV of the Fund will be negatively impacted. In addition, as Metrics will be paid performance fees based on the valuation of the Unit Sets, in the event that an asset has been overvalued, Metrics will have been paid a performance fee that is not reflective of the realised value of the asset. In such circumstances Metrics will not be required to reimburse the Fund. However, future performance fees will be subject to achieving the Fund Hurdle and on that basis, future returns will not bear a performance fee until the Fund Hurdle has been achieved.</p> <p>Potential conflicts of interest</p> <p>The Responsible Entity and certain of its related entities are trustees of each of the funds that the Fund is exposed to. Metrics, or a related body corporate of Metrics, is also the manager of each of those funds. Situations may arise where Metrics, the Responsible Entity and their related entities have interests that conflict with those of the Unitholders. For example, a Sub-Trustee of a Sub-Trust may take action that is inconsistent with the interests of the Fund and the Responsible Entity has a conflict of interest between pursuing the interests of the Unitholders versus the interests of the Responsible Entity and the Sub-Trustee of that Sub-Trust. Whilst each of the Responsible Entity, the Sub-Trustees, the Wholesale Trustees, and Metrics have policies in place seeking to mitigate and manage conflicts of interest, there is a risk that such conflicts may not always be identified or managed effectively and accordingly, have a detrimental effect on the Fund and its Unitholders.</p> <p>The Fund will only be exposed to investments managed by Metrics or a related body corporate of Metrics, and as such Metrics benefits from such investments as set out in Sections 4.10 and 4.11. Other parties and investors (including investors in the Sub-Trusts or Wholesale Funds) may have interests that diverge from that of Metrics, the Fund and Unitholders, which may have an adverse effect on Unitholders. Where Metrics is not meeting the Total Target Return, the Responsible Entity may not be able to remove the Sub-Trust Manager from the Sub-Trust or manager of the Wholesale Funds.</p> | <p>Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|--|----------------------|
| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer? continued</p> | <p>Related party service providers</p> <p>Entities that are related to the Responsible Entity and Metrics may provide services to the Trusts, Sub-Trusts and Wholesale Funds. Whilst these arrangements have been made on an arm's length basis, there is a risk that the Responsible Entity, the Sub-Trustees and the Wholesale Trustees (as applicable) may not supervise or scrutinise the activities of related party service providers, which may cause a loss to those trusts, and ultimately to Unitholders.</p> <p>Taxable income risk</p> <p>The Fund may be exposed to CRE Debt Investments and CRE Co-Investment Assets, for which non-cash income receipts or non-cash entitlements (such as foreign income tax offsets or franking credits) may be received by the Trusts constituting the Fund. These may not be usable by Unitholders. The Fund may also derive distributions and capital gains in respect of gains made on certain CRE Debt Investments and CRE Co-Investment Assets, where the relevant investment constitutes an Equity interest for income tax purposes. These capital gains may be subject to the Capital Gains Tax (CGT) discount, where the relevant criteria are satisfied, one of which is that the Trust deriving the gain is a flow through entity for taxation purposes. As the Active Trust is expected to be a public trading trust and the head company of an income tax consolidated group for taxation purposes, any capital gain derived by or distributed to the Active Trust will not be eligible for the CGT discount and is expected to be subject to taxation in the hands of the Active Trust. A franked dividend may be paid by the Active Trust from the after-tax proceeds derived. An outline of the key income tax implications of the various income streams derived by the Fund is provided at Section 10.</p> <p>International investment and foreign currency risk</p> <p>The Fund may be exposed to an amount of capital in foreign currency denominated assets, although any such foreign currency investments are expected to be funded by foreign currency funding facilities, or may be subject to a hedging program, limiting any foreign currency exposure. There is a risk that Metrics will not be successful in managing the Fund's currency risks. Currency markets are volatile and adverse movements in exchange rates could cause the Fund to suffer losses.</p> <p>The Fund may be exposed to investments in New Zealand and, through its exposure to MREPIIM, Developed Asia. Investing in international financial instruments poses additional risks. The performance of international financial instruments can be adversely affected by the different political, regulatory and economic environments in countries where the investments are made, and fluctuations in foreign currency exchange rates may also adversely affect the value of foreign securities. Potentially adverse political, economic, legal and tax, or social conditions in international markets may affect the value of the Fund's investments. In addition, the laws of foreign jurisdictions may offer fewer legal rights and protections to holders of financial instruments in foreign entities in such foreign jurisdictions compared to the laws in Australia.</p> | <p>Section 7</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|---|----------------------|
| <p>What are the key risks associated with the business model, investment strategy, the Stapled Units and the Offer? continued</p> | <p>Responsible Entity risk</p> <p>The Responsible Entity may not adequately supervise and monitor Metrics and other service providers with respect to the Fund, including the Unit Registry and the Administrator. This could result in the interests of the Unitholders not being protected.</p> <p>General</p> <p>You should bear the above risks, together with the risks described in Section 7, in mind when considering whether to participate in the Offer. You are strongly advised to consider any investment in the Fund as a medium term proposition (one year or more) and to be aware that, as with any investment, fluctuations in the value of your investment may occur over that period and beyond.</p> <p>The above risk factors (and those in Section 7) ought not be taken as an exhaustive list of the risks faced by the Fund or by investors in the Fund. The above factors, and others not specifically referred to in Section 7 of this PDS, may in the future materially affect the financial condition or prospects of the Fund.</p> | <p>Section 7</p> |
| <p>What are the key risks associated with Unit Sets being listed on the ASX?</p> | <p>Certain key risks associated with the Unit Sets being quoted on the ASX are outlined in Section 7. They include the following:</p> <ul style="list-style-type: none"> ▶ Unit Sets trading price risk – Unit Sets may not trade at or near the stated underlying NAV per Unit Set; ▶ Volatility of Unit Sets risk – Unit Sets when listed on the ASX may be thinly or heavily traded, and could be volatile, irrespective of the value of the investments held by the Fund; ▶ ASX liquidity risk – Unit Sets in the Fund are intended to be listed on the ASX. Although liquidity is generally expected to exist in this secondary market, there are no guarantees that an active trading market with sufficient liquidity will develop; and ▶ ASX counterparty risk – ASX counterparty risk is the risk that when a Unitholder sells their Unit Sets on market they are relying on CHESSE, the central system for clearing and settling trades on the ASX. There is also a risk that arises from Unitholders relying on the creditworthiness of their broker. <p>The NAV per Unit Set is expected to be published monthly on the Fund's website at www.metrics.com.au/mre and lodged with the ASX.</p> | <p>Section 7</p> |
| <p>What is the financial position of the Fund?</p> | <p>While the Fund is yet to commence trading, unaudited pro forma financial statements of its anticipated financial position as at the date of this PDS are set out in Section 9.1.</p> | <p>Section 9.1</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|---|----------------------|
| <p>Will any related party have a significant interest in the Fund or the Offer?</p> | <p>The Responsible Entity, the Custodian, the Sub-Trustees and the Wholesale Trustees are related parties, being subsidiaries of Perpetual. In addition, the Administrator is a related party of Metrics.</p> <p>Metrics or entities associated with Metrics (including entities controlled by the Investment Team) and other managed investment schemes managed by Metrics may hold Unit Sets.</p> | <p>Section 13.6</p> |
| <p>Are there any conflicts of interests relevant to the Fund or the Offer?</p> | <p>Both Metrics and the Responsible Entity (and its related parties) are subject to conflicts of interest and have put conflict management mechanisms in place seeking to manage these conflicts which are aimed at preventing harm to investors. Please refer to Section 7 for more information on the risks arising out of conflicts of interest.</p> <p>The Responsible Entity, the Sub-Trustees and each Wholesale Trustee are all subsidiaries of Perpetual as is the Custodian. Accordingly, those entities may face conflicts of interest between its respective duties and the wider interests of Perpetual.</p> <p>Metrics is a large alternative asset manager that manages other funds. These funds may have investments with different interests to that of the Wholesale Funds. This means that Metrics may have interests arising out of its position as manager of those funds that diverge from the interests of Unitholders. In particular, other funds managed by Metrics may hold investments that are more Senior or Subordinated to those to which the Fund is exposed. In particular, assets of MREPIIM may obtain financing from other funds managed by Metrics, and MREPIIM may acquire Equity in borrowers of other Metrics funds. Please refer to ‘multiple exposure risk’ in Section 7. REDF’s investment mandate allows it to provide lending to other borrowers in respect of which other funds managed by Metrics hold Equity or Debt Investments. Metrics, as manager of other funds may be incentivised to use REDF funds to provide financing to support the investments of other funds.</p> <p>Each of Perpetual Group and Metrics have policies and procedures in place to manage any conflicts of interest, which seek to ensure that any actual or potential conflicts of interest are identified, reported, assessed and managed in a timely and appropriate manner to uphold the best interests of the members of the Fund.</p> <p>In seeking to manage conflicts of interests Metrics establishes separate deal teams and information barriers between deal teams, and information and analysis is shared and managed jointly only where no conflicts arise. In addition, deal teams engage separate external legal counsel to negotiate legal documentation to ensure terms are negotiated at arms’ length market terms. Please refer to Section 13.5 for more information.</p> | <p>Section 13.5</p> |
| <p>Information on the Constitutions</p> | <p>Each Trust is governed by its Constitution which sets out the terms on which each Trust is governed. These terms include the fees to which the Responsible Entity is entitled out of a Trust, the circumstances under which the Responsible Entity may be indemnified out of a Trust, provisions with respect to the stapling and how the Responsible Entity may be removed. Please refer to Section 13.2 for further information.</p> | <p>Section 13.2</p> |

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|--|------------------------------|
| <p>What are the Fund's material contracts?</p> | <p>The Responsible Entity, as responsible entity of each Trust, has entered into the Offer Management Agreement with the Joint Lead Managers. The Responsible Entity has also entered into each Investment Management Agreement and a fee letter with Metrics in respect of performance fees charged by Metrics in respect of the Fund (Fee Letter). For more information on each Investment Management Agreement, and the Offer Management Agreement please refer to Section 12.1 and Section 12.3 respectively.</p> <p>The Responsible Entity has also entered into a Fund Administration Agreement with the Administrator, a Custodian Agreement with the Custodian and a Registry Agreement with the Unit Registry.</p> <p>Metrics (as manager of the Fund) has entered into a Distribution Mandate with Pinnacle in respect of the Offer. Please refer to Section 12.5 for further information.</p> | <p>Section 12</p> |
| <p>How are CRE Equity assets valued?</p> | <p>CRE Equity assets are generally valued by an independent valuation firm from a panel of valuers approved by Metrics. Market valuations are obtained on initial investment and are generally updated at least annually or where there has been a change in circumstances likely to have a material impact on the valuation. In respect of development assets, the valuation is adjusted in line with project progress to reflect the costs that have been incurred in progressing the development and achieving progress towards realising the valuation of the asset on completion. The value of the completed asset is supported by an 'on completion' market valuation issued by an independent valuation firm from the panel of approved valuers. The 'on-completion' valuation is also tested against actual sales revenues achieved prior to or during construction and project costs incurred during construction are addressed and reported to Metrics by independent Quantity Surveyors that oversee the assessment of progress claims. The Covenant Loan-to-Value ratios and valuations are based on the total project position rather than being proportional to MREPIIM's investment in the project.</p> <p>Certain key risks for CRE Equity valuations are outlined in Section 7.</p> | <p>Section 4.9</p> |
| <p>What will be the Fund's valuation policy?</p> | <p>The assets of each Trust will be units in the relevant Sub-Trust, which are valued at their NAV as valued by the Sub-Trustee, which in turn holds interests in the applicable Wholesale Fund at the NAV determined by the relevant Wholesale Trustee. Please refer to Section 4.9 for further information.</p> | <p>Section 4.9</p> |
| <p>What information will be provided to Unitholders after listing on the ASX?</p> | <p>The NAV per Unit Set of the Fund is expected to be published on the Fund's website at www.metrics.com.au/mre and lodged with ASX on a monthly basis. The Fund will prepare annual and half yearly financial reports, which will be audited or reviewed (as applicable) by KPMG as the Fund's auditor. Metrics will provide monthly performance reports which will be lodged with the ASX and published on the Fund's website at www.metrics.com.au/mre.</p> | <p>Sections 4.9 and 4.19</p> |

1.2 About the Offer

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|--|----------------------|
| Who is the issuer of the Unit Sets and this PDS? | The Responsible Entity. | Section 4.2 |
| What is the Offer? | The Responsible Entity, on behalf of the Fund, is offering Unit Sets for subscription to raise a target of A\$300 million with the ability to accept oversubscriptions. The Offer may proceed with a lower amount, subject to the Minimum Subscription. The Fund will use the proceeds of the Offer to invest indirectly in REDF and MREPIIM, or as otherwise determined by Metrics (as manager of each Sub-Trust). Please refer to Section 4.11 for further information about the Wholesale Funds. | Section 2.1 |
| What do Applicants pay when applying under the Offer? | All Applicants under the Offer will pay a Subscription Price of A\$2.00 per Unit Set. The Responsible Entity, on behalf of each Trust, will retain interest (if any) earned on an Applicant's Application Amount. | Sections 2.1 and 2.6 |
| Who is the Lead Arranger to the Offer? | The Responsible Entity, on behalf of each Trust, has appointed Taylor Collison as Lead Arranger. | Section 13.7 |
| Who are the Joint Lead Managers to the Offer? | The Responsible Entity, on behalf of each Trust, has appointed the following firms as Joint Lead Managers: <ul style="list-style-type: none"> ▶ Taylor Collison; ▶ Canaccord; ▶ Commsec; ▶ E&P; ▶ Morgans; ▶ NAB; and ▶ Ord Minnett. | Section 13.7 |
| What is the purpose of the Offer? | To raise capital in order to undertake investments consistent with the Fund's Investment Objective and guidelines outlined in this PDS. | Section 4.4.1 |
| What happens if the Minimum Subscription is not achieved? | If the Minimum Subscription is not obtained within three months after the date of this PDS, the Responsible Entity will repay all Application Amounts in full without interest as soon as practicable or issue a supplementary or replacement product disclosure statement and allow Applicants one month in which to withdraw their Applications and be repaid their Application Amount in full without interest. | Section 2.2 |
| Is the Offer underwritten? | This Offer is not underwritten. | Section 2.3 |
| Will any Unit Sets be subject to escrow arrangements? | Issued Unit Sets will not be subject to escrow arrangements. | Not applicable |

| TOPIC | SUMMARY | FOR MORE INFORMATION | | | | | | | | | |
|--|--|--------------------------------------|---------------------------------------|--------------------------------------|-----------|------------------|-------------------|--------------------------------|---------|---------|-------------|
| What will the capital structure of the Fund be following completion of the Offer? | <p>On completion of the Offer, the capital structure of the Fund will be as set out below:</p> <table border="1" data-bbox="414 336 1173 537"> <thead> <tr> <th></th> <th>MINIMUM SUBSCRIPTION (A\$100 MILLION)</th> <th>TARGET SUBSCRIPTION (A\$300 MILLION)</th> </tr> </thead> <tbody> <tr> <td>Unit Sets</td> <td>50.00005 million</td> <td>150.00005 million</td> </tr> <tr> <td>NAV per Unit Set²⁴</td> <td>A\$2.00</td> <td>A\$2.00</td> </tr> </tbody> </table> | | MINIMUM SUBSCRIPTION (A\$100 MILLION) | TARGET SUBSCRIPTION (A\$300 MILLION) | Unit Sets | 50.00005 million | 150.00005 million | NAV per Unit Set ²⁴ | A\$2.00 | A\$2.00 | Section 9.3 |
| | MINIMUM SUBSCRIPTION (A\$100 MILLION) | TARGET SUBSCRIPTION (A\$300 MILLION) | | | | | | | | | |
| Unit Sets | 50.00005 million | 150.00005 million | | | | | | | | | |
| NAV per Unit Set ²⁴ | A\$2.00 | A\$2.00 | | | | | | | | | |
| Who can participate in the Offer? | <p>The three components of the Offer are listed below in order of ranking in respect of Allocations in the Offer:</p> <ul style="list-style-type: none"> ▶ Priority Offer; ▶ Broker Firm Offer; and ▶ General Offer. <p>The Priority Offer is open to registered unitholders of the Metrics Master Income Trust (ASX:MXT) and the Metrics Income Opportunities Trust (ASX:MOT) who hold units in the those trusts as at 7:00pm Sydney time on 29 August 2024 and who have a registered address in Australia or New Zealand.</p> <p>The Broker Firm Offer is open to persons who have received a firm allocation from their Broker and who have a registered address in Australia or New Zealand. Investors that have a registered address in Australia or New Zealand can also participate in the General Offer.</p> <p>The Responsible Entity has prepared a target market determination for the Fund, which sets out the target market for the Fund and the types of investors for whom an investment in the Fund may be suitable. The target market determination is publicly available at www.metrics.com.au/mre.</p> | Section 2.1 | | | | | | | | | |
| How do I apply for Unit Sets under the Offer? | <p>The process for applying for Unit Sets in the Fund is set out in Section 2.4.</p> <p>Applicants under the Broker Firm Offer should contact their Broker for a link to and instructions on how to complete the online Broker Firm Offer Application Form.</p> <p>The Joint Lead Managers may seek to obtain identification information from Applicants. The Responsible Entity reserves the right to reject an Application if that information is not provided.</p> | Section 2.4 | | | | | | | | | |

²⁴ NAV is calculated as the Fund's net assets position in the Pro Forma Financial Information in Section 9.1 divided by the corresponding indicated subscription amounts.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|---|---|---|
| <p>What are the fees and costs of the Offer?</p> | <p>Metrics will bear all upfront costs of the Offer. Metrics will pay the Distribution Partner a fee of 0.10% (plus GST) of the proceeds of the Offer contributed by Wholesale Clients.</p> <p>Provided that the Minimum Subscription is received under the Offer, Metrics will pay the Lead Arranger an arranging fee of A\$200,000 (plus GST) (Lead Arranger Fee).</p> <p>Provided that the Minimum Subscription is received under the Offer, Metrics will pay to:</p> <ul style="list-style-type: none"> ▶ each Joint Lead Manager (including their appointed Brokers or Affiliates) that obtains bids of at least A\$30 million under the Broker Firm Offer (each a Qualifying Joint Lead Manager), a management fee of 0.50% (plus GST) of the total amount raised under the Broker Firm Offer from Wholesale Clients (Wholesale Broker Firm Proceeds) in equal proportions; ▶ to each Qualifying Joint Lead Manager, an additional management fee of 0.25% (plus GST) of the Wholesale Broker Firm Proceeds on a proportionate basis having regard to the amount raised by each Qualifying Joint Lead Manager; ▶ to each Joint Lead Manager that is not a Qualifying Joint Lead Manager, a fee of 0.10% (plus GST) of that Joint Lead Manager's Firm Wholesale Allocation. <p>On or after the Settlement Date, Metrics will pay to each Joint Lead Manager a distribution fee equal to 1.25% (plus GST) of that Joint Lead Manager's Firm Wholesale Allocation multiplied by the Subscription Price.</p> <p>These amounts are only payable in respect of Offer proceeds from persons who are Wholesale Clients. The Joint Lead Managers will not receive any remuneration referable to the proceeds of Offer subscriptions from Retail Clients. Other than in relation to payment of the Lead Arranger Fee, no fees will be payable to the Joint Lead Managers (as referred to above) with respect to any Unit Sets issued to or received by any fund or managed investment scheme in respect of which Metrics is the investment manager or trustee.</p> <p>The costs of the Offer that will be paid by Metrics include legal, accounting, marketing and other costs associated with the preparation of the PDS and the issue of Unit Sets.</p> <p>These costs are estimated to be²⁵ A\$8.11 million, assuming the Target Subscription is achieved.</p> | <p>Sections 12.3, 12.5, 13.7 and 13.8</p> |

25 Rounded to 2 decimal places.

| TOPIC | SUMMARY | FOR MORE INFORMATION |
|--|---|---|
| Is there a minimum value of Unit Sets which I must apply for under the Offer? | Yes. Each Applicant must subscribe for at least A\$2,000 worth of Unit Sets (i.e. 1,000 Unit Sets). | Section 2.4 |
| Is there a cooling-off period? | No. | Important Notices |
| How can I obtain further information? | If you would like more information or have any questions relating to the Offer, you can contact the Distribution Partner on 1300 010 311 (within Australia) or +61 8970 7750 (outside Australia) between 8:30am and 5:00pm (Sydney time) Monday to Friday or email invest@metrics.com.au . If you are uncertain as to whether an investment in the Fund is suitable for you, please contact your stockbroker, financial adviser, accountant, lawyer or other professional adviser. | Important Notices and Corporate Directory |

Section 2 – Details of the Offer

2.1 What is the Offer?

The Responsible Entity is offering Unit Sets for subscription at a Subscription Price of A\$2.00 per Unit Set to raise a target amount of A\$300 million with potential to take oversubscriptions. The rights attaching to the Unit Sets are set out in Section 13.2. If successful, you will receive units in each of the Passive Trust and Active Trust, which will form a Unit Set quoted on the ASX.

The Offer comprises:

1. “**Priority Offer**” – open to registered unitholders (both Retail Clients and Institutional Investors) of the Metrics Master Income Trust (ASX:MXT) and the Metrics Income Opportunities Trust (ASX:MOT) as at 7:00pm Sydney time on 29 August 2024 (**Record Date**) whose registered address is in Australia or New Zealand (**Eligible Priority Offer Applicant**). Priority Offer Applicants will receive a priority allocation in the Offer. The Responsible Entity has prepared a target market determination for the Fund, which sets out the target market for the Fund and the types of investor for whom an investment in the Fund may be suitable. The target market determination is publicly available at www.metrics.com.au/mre. There are important differences between the Fund on the one hand, and MXT or MOT on the other hand, including with respect to the risks of investing, and the type of investor for whom those funds may be suitable. An investment in the Fund may not always be a suitable investment for all investors in MXT or MOT. Eligible Unitholders under the Priority Offer should carefully consider whether an investment in the Fund is suitable for them.
2. “**Broker Firm Offer**” – open to persons who have received a Firm Wholesale Allocation from their Broker and who are Wholesale Clients or Institutional Investors with a registered address in Australia or New Zealand.
3. “**General Offer**” – open to Retail Clients and Institutional Investors who have a registered address in Australia and New Zealand.

Discretion under the Offer

The Responsible Entity reserves the right not to proceed with the Offer at any time before the allotment of Unit Sets under the Offer. If the Offer does not proceed, all Application Amounts received by the Responsible Entity will be refunded in full without interest. The Responsible Entity takes no responsibility for any Application Amounts lodged with the Joint Lead Managers or Brokers until these are received by the Unit Registry on behalf of the Responsible Entity.

Subject to its duties under applicable law, the Responsible Entity also reserves the right to close the Offer early, accept late Applications or extend the Closing Date for the Offer, without notifying any recipient of this PDS or any Applicant, and/or vary the terms of the Offer (where reasonable and having regard to relevant conditions, the circumstances of the Offer and the commercial needs of the Fund).

2.2 Minimum subscription

The Minimum Subscription required for the Offer to proceed is A\$100 million, from Wholesale Clients.

If the Minimum Subscription is not obtained within three months after the date of this PDS, the Responsible Entity will repay all Application Amounts in full without interest as soon as practicable or issue a supplementary or replacement product disclosure statement and allow Applicants one month in which to withdraw their Applications and be repaid their Application Amount in full without interest.

2.3 Is the Offer underwritten?

This Offer is not underwritten.

2.4 How do I apply under the Offer?

How to apply for Unit Sets under the Priority Offer?

If you are an Eligible Priority Offer Applicant you will receive a communication (in accordance with your communication preferences registered with the Unit Registry at the Record Date) from the Unit Registry which will contain details with respect to accessing the Priority Offer.

If you are applying under the Priority Offer, you must complete and follow the instructions in the online Application Form (and any relevant instructions provided to you as to accessing the Priority Offer) and provide the Application Amounts by making a BPAY payment or a bank transfer.

Applications made under Priority Offer can only be made using the online Priority Offer Application Form.

Pay by BPAY®

Using the BPAY details provided when you complete your online Priority Offer Application Form, you need to:

- ▶ access your participating BPAY financial institution either through telephone banking or internet banking;
- ▶ select BPAY and follow the prompts;
- ▶ enter the biller code supplied;
- ▶ enter the unique Customer Reference Number (**CRN**) supplied for each Application;
- ▶ enter the total amount to be paid which corresponds to the number of Units you wish to apply for under each Application (i.e. a minimum of A\$2,000 worth of Unit Sets (being 1,000 Unit Sets)). Your financial institution may apply limits on your use of BPAY. You should enquire about the limits that apply in your own personal situation;
- ▶ select the account you wish your payment to be made from;
- ▶ schedule your payment. Note that Applications without payment cannot be accepted; and
- ▶ record your BPAY receipt number and date paid. Retain these details for your records.

BPAY payments must be made from an Australian dollar account of an Australian financial institution. You will need to check with your financial institution in relation to their BPAY closing times to ensure that your Application Amount will be received by 5:00pm (Sydney time) on the Closing Date. If you do not make payment of the Application Amount, your Application will be incomplete and may not be accepted.

Pay by electronic funds transfer (EFT)

Using the EFT details provided when you complete your online Priority Offer Application Form, make payment by EFT. You will need to:

- ▶ enter the unique CRN supplied for each Application;
- ▶ enter the total amount to be paid which corresponds to the number of Unit Sets you wish to apply for under each Application (i.e. a minimum of A\$2,000 worth of Unit Sets (being 1,000 Unit Sets)). Your financial institution may apply limits on your use of EFT. You should enquire about the limits that apply in your own personal situation;
- ▶ select the account you wish your payment to be made from; and
- ▶ schedule your payment. Note that Applications without payment cannot be accepted.

You will need to check with your financial institution in relation to their EFT closing times to ensure that your Application Amount will be received by 5:00pm (Sydney time) on the Closing Date. If you do not make payment of the Application Amount, your Application will be incomplete and may not be accepted.

How to apply for Unit Sets under the Broker Firm Offer

The Broker Firm Offer is open to Wholesale Clients and Institutional Investors in Australia and New Zealand who have received a Firm Wholesale Allocation from their Broker to participate in the Broker Firm Offer.

If you are applying for Unit Sets under the Broker Firm Offer, you should complete and lodge your online Broker Firm Offer Application Form available at the URL provided to you by the Broker from whom you received your firm allocation by the Broker Firm Closing Date, and ensure payment has been received by the Broker by the Broker Firm Closing Date in accordance with the relevant Broker's directions. Applicants under the Broker Firm Offer must not send their Application Forms to the Unit Registry.

The allocation of Unit Sets to Brokers will be determined by the Responsible Entity, Metrics and the Joint Lead Managers. Unit Sets that have been allocated to Brokers for allocation to their clients will be issued to the Applicants who have received a valid allocation of Unit Sets from those Brokers.

It will be a matter for the Brokers how they allocate Unit Sets among their clients, and they (and neither Metrics nor the Joint Lead Managers) will be responsible for ensuring that clients who have received an allocation from them, receive the relevant Unit Sets.

None of Metrics, the Unit Registry, the Joint Lead Managers, or the Distribution Partner take any responsibility for any acts or omissions by your Broker in connection with your Application, Application Form and Application Amount (including, without limitation, failure to submit Application Forms in accordance with the deadlines set by your Broker). Please contact your Broker if you have any questions.

Delivery versus payment (**DvP**) settlement is available for Applicants under the Broker Firm Offer. Please contact your Broker or the Joint Lead Managers for further details.

Who can apply for Unit Sets under the General Offer?

The General Offer (which does not include the Broker Firm Offer) is open to Retail Clients and Institutional Investors registered in Australia and New Zealand. The Responsible Entity reserves the right in its absolute discretion to reject any Application or to allocate a lesser number of Unit Sets than that which is applied for under the General Offer. All Applicants under the General Offer must have an eligible residential or, in the case of a corporate applicant, registered office address in Australia or New Zealand. Eligibility will be determined by the address provided on the Application Form.

What is the minimum and maximum application under the Offer?

Applications must be for a minimum of 1,000 Unit Sets such that the minimum application amount is A\$2,000.

There is no maximum amount that may be applied for under the Offer. The Responsible Entity reserves the right to aggregate any Application under the Offer which it believes may be multiple Applications from the same person.

How can I apply for Unit Sets under the General Offer?

If you are applying for Unit Sets under the General Offer, you must complete the online General Offer Application Form and provide the Application Amounts by making a BPAY payment or by way of bank transfer.

Applications made under General Offer can only be made using the online General Offer Application Form, which accompanies this PDS and is also available at www.metrics.com.au/mre.

Pay by BPAY

Using the BPAY details provided when you complete your online General Offer Application Form, you need to:

- ▶ access your participating BPAY financial institution either through telephone banking or internet banking;
- ▶ select BPAY and follow the prompts;
- ▶ enter the biller code supplied;
- ▶ enter the unique CRN supplied for each Application;
- ▶ enter the total amount to be paid which corresponds to the number of Unit Sets you wish to apply for under each Application (i.e. a minimum of A\$2,000 worth of Unit Sets (being 1,000 Unit Sets)). Your financial institution may apply limits on your use of BPAY. You should enquire about the limits that apply in your own personal situation;
- ▶ select the account you wish your payment to be made from;

- ▶ schedule your payment. Note that Applications without payment cannot be accepted; and
- ▶ record your BPAY receipt number and date paid. Retain these details for your records.

BPAY® payments must be made from an Australian dollar account of an Australian financial institution. You will need to check with your financial institution in relation to their BPAY closing times to ensure that your Application Amount will be received by 5:00pm (Sydney time) on the Closing Date. If you do not make payment of the Application Amount, your Application will be incomplete and may not be accepted.

Pay by electronic funds transfer (EFT)

Using the EFT details provided when you complete your online General Offer Application Form, make payment by EFT. You will need to:

- ▶ enter the unique CRN supplied for each Application;
- ▶ enter the total amount to be paid which corresponds to the number of Unit Sets you wish to apply for under each Application (i.e. a minimum of A\$2,000 worth of Unit Sets (i.e. 1,000 Unit Sets)). Your financial institution may apply limits on your use of EFT. You should enquire about the limits that apply in your own personal situation;
- ▶ select the account you wish your payment to be made from;
- ▶ schedule your payment. Note that Applications without payment cannot be accepted.

You will need to check with your financial institution in relation to their EFT closing times to ensure that your Application Amount will be received by 5:00pm (Sydney time) on the Closing Date. If you do not make payment of the Application Amount, your Application will be incomplete and may not be accepted.

When does the Offer open?

The Offer is expected to open for Applications on Tuesday, 10 September 2024. However, this may be delayed if ASIC extends the Exposure Period for this PDS.

What is the deadline to submit an Application under the Offer?

It is your responsibility to ensure that your Application Form and Application Amount (in cleared funds) are received by the Unit Registry before 5:00pm (Sydney time) on the Closing Date for the Offer which is Wednesday, 25 September 2024 in respect of the Priority Offer and the General Offer. Applicants of the Broker Firm Offer should submit their Broker Firm Offer Application Form and Application Amount (in cleared funds) so that their Broker receives it by the Broker Firm Closing Date, which is 5.00pm (Sydney time) on Wednesday, 25 September 2024. Each of the Responsible Entity, Metrics and the Unit Registry take no responsibility in respect of an Application Form or Application Amount which is delivered to your Broker in connection with your Application until such time as your Application Form and Application Amount are received by the Unit Registry on behalf of the Responsible Entity.

Is there any brokerage, commission or stamp duty payable by Applicants?

No brokerage or commission is payable by Applicants on the acquisition of Unit Sets under the Offer. Subject to the stamp duty comments set out at Section 10.3 of this PDS, no Australian stamp duty should be payable by Applicants on their acquisition of the Unit Sets under the Offer. The costs of the Offer are summarised below in Section 13.8.

When will I receive confirmation whether my Application has been successful?

Applicants under the General Offer will be able to email metrics@automicgroup.com.au or call the Unit Registry on 1300 816 157 (within Australia) or +61 2 8072 1417 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday, from the Allotment Date to confirm their allocation, subject to the Applicant's receipt of an email confirmation issued by the Unit Registry notifying of a successful Application. Holding statements confirming Applicants' allocations under the Offer are expected to be sent to successful Applicants on or around 8 October 2024.

When will I receive my Unit Sets and when can I trade my Unit Sets?

Subject to the ASX granting approval for each Trust to be admitted to the official list of the ASX (please refer to Section 2.7), the Responsible Entity will issue the Unit Sets to successful Applicants as soon as practicable after the Closing Date. Allotment is expected to occur during October 2024.

Trading of Unit Sets on the ASX is expected to commence in October 2024 on a normal T + 2 settlement basis.

If you sell your Unit Sets before receiving an initial holding statement, you do so at your own risk, even if you have obtained details of your holding from your Broker or the Unit Registry.

Who do I contact if I have further questions?

If you have queries about investing under the Offer, you should contact your stockbroker, financial adviser, accountant, lawyer or other professional adviser.

If you have queries about how to apply under the Offer, please call the Unit Registry on 1300 816 157 (within Australia) or +61 2 8072 1417 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday or email metrics@automicgroup.com.au.

2.5 Allocation Policy

The basis of allocation of Unit Sets under the Offer will be determined by the Responsible Entity, Metrics and the Joint Lead Managers. The ranking of Applicants under each offer in respect of allocations in the Offer will be (in order):

1. Priority Offer.
2. Broker Firm Offer.
3. General Offer.

Certain Applicants identified by Metrics and approved by the Responsible Entity may be given preference in allotment of Unit Sets under the Offer and there is no guarantee on the number of Unit Sets available for allocation, if any, in the Priority Offer, Broker Firm Offer or General Offer. The Responsible Entity has discretion in relation to any allocations to participants in the Broker Firm Offer and the total amount of Unit Sets to be allocated to participants in the Priority Offer and General Offer.

2.6 Application Amount

The Unit Registry will hold all Application Amounts received in the Fund's designated trust account with an Australian ADI for Application Amounts in relation to the Offer until the Allotment Date when the Unit Sets are issued to successful Applicants.

Applicants under the Broker Firm Offer must lodge their Application Amount with their Broker, who will act as the Applicant's agent in providing their Application Amount to the Unit Registry.

The Application Amount will be refunded in Australian dollars to the extent that an Application is rejected or scaled back, or the Offer is withdrawn. The Responsible Entity on behalf of each Trust will retain any interest earned on Application Amounts. If the offer is successful, any interest earned on Application Amounts will be credited to the Fund. If the Offer is unsuccessful, any interest earned on Application Amounts will be credited to Metrics and used to offset against the Offer costs incurred. No interest will be paid on refunded amounts.

2.7 ASX listing

No later than seven days after the date of this PDS, the Responsible Entity will apply to the ASX for admission of each Trust to the official list of the ASX and for the Unit Sets to be granted official quotation by the ASX. The Responsible Entity is not currently seeking quotation of the Unit Sets on any stock exchange other than the ASX.

The fact that the ASX may admit each Trust to the official list of the ASX and grant official quotation of the Unit Sets is not to be taken in any way as an indication of the merits of each Trust or the Unit Sets offered for subscription under the Offer. The ASX takes no responsibility for the contents of this PDS. Normal settlement trading in the Unit Sets, if quotation is granted, will commence as soon as practicable after the issue of holding statements to successful Applicants.

It is the responsibility of Applicants to confirm their allocation prior to trading in the Unit Sets. Applicants who sell Unit Sets before they receive confirmation of their allotment will do so at their own risk.

If permission for quotation of the Unit Sets is not granted within three months after the date of this PDS, all Application Amounts received by the Responsible Entity will be refunded without interest as soon as practicable.

2.8 Tax implications of investing in the Fund

The taxation consequences of any investment in the Unit Sets will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in the Fund.

A general overview of the Australian taxation implications of investing in the Fund are set out in Section 10 and is based on current tax law and ATO tax rulings. The information in Section 10 is not intended as a substitute for investors obtaining independent tax advice in relation to their personal circumstances. The Responsible Entity recommends that you seek independent tax advice.

2.9 Compliance with Australia's FIRB laws

The acquisition of Unit Sets by an Applicant may require prior approval under the *Australian Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**) and penalties may apply for non-compliance.

In certain circumstances, FATA may prohibit the acquisition by a 'foreign person' (as defined in FATA) of Unit Sets unless notice of the proposed acquisition has been given to the Australian Treasurer and the Australian Treasurer (or delegate) has either:

- ▶ issued a no objection notification or an exemption certificate (without or with conditions) under the FATA covering the acquisition of the Unit Sets; or
- ▶ ceased to be empowered to make any order under Division 2, Part 3 of the FATA because the applicable time limit on making orders and decisions under the FATA has expired.

The Australian Treasurer also has the power to make an order prohibiting an acquisition that is governed by FATA or to make a divestment order where such an acquisition has occurred.

You should seek your own legal advice about complying with FATA.

Section 3 – Overview of the Australian CRE market and investments

3.1 Introduction to CRE

Commercial real estate (**CRE**) broadly refers to commercial property assets which are acquired by investors with a view to deriving income or capital gains, and may be passive or active. Investment in CRE involves the provision of capital by investors to support the investment in, or acquisition of, or improvement or development of, real property assets (**CRE Investment**). CRE Investment may occur at different levels of the capital structure of a company as either Debt (Loans or other Debt instruments), Equity or a hybrid form that has features typical of both Debt and Equity investments.

Debt finance is commonly used in the CRE market to fund the acquisition, development or construction of CRE assets. At the asset level, Debt finance allows Equity investors to reduce the amount of capital required to fund the investment. From a portfolio perspective, Equity investors can allocate their Equity capital more efficiently across a larger portfolio of investments to introduce some diversification. Similarly, CRE Equity investors can seek to attract additional Equity or Equity-Like capital to reduce their own Equity capital requirement to facilitate greater diversification in their investment portfolio (a risk mitigation strategy) and also increase their total returns.

Typical borrowers or co-investment partners in CRE are established commercial property investment or development firms with long track records in the CRE sector, and significant experience investing in, developing or operating property or projects. Investors in the Australian CRE market may provide Debt

and/or Equity capital funding to support the borrower or co-investment partner, depending on transaction-specific requirements.

Typical underlying CRE assets may be any type of real property such as residential build to sell developments or build to rent assets, industrial, office, retail or other specialty assets (e.g. healthcare facilities, student accommodation, data centres etc).

CRE assets of any property type may be financed through various stages of their lifecycle: acquisition, from pre-development, early project works, construction to completion, lease-up or sell-down, operational, refurbishment or repositioning.

CRE investments targeted by Metrics typically have the following features in common:

- ▶ private market transactions that are not issued or exchange-traded in public capital markets;
- ▶ only accessible through direct origination requiring extensive relationships and networks;
- ▶ involve access to detailed private information on development parties to assess and select the best partners;
- ▶ structured through direct negotiation in order to best preserve investor capital and manage investment risks; and
- ▶ may be at different levels in the capital structure: Metrics has completed and allocates capital to both the Debt and Equity of CRE asset-owning entities.

As these financing agreements are typically privately negotiated, they are only accessible through extensive direct industry relationships

and require size, scale and expertise to originate, structure and negotiate terms and conditions, and prudent asset and portfolio risk management to best deliver returns while seeking to preserve capital from loss.

The CRE market is distinct from the consumer residential mortgage lending market, where borrowers tend to be individual homeowners or investors rather than companies.

3.2 Market Opportunity in CRE

Australia's major banks have historically been the most significant providers of Debt capital to the CRE market.

As APRA has continued to introduce measures since the GFC to reinforce sound residential mortgage lending practices for consumers, this has impacted banks operating in the CRE market. Banks have moderated their real estate lending in general, and in particular CRE lending which requires specialised skills to manage aspects of credit risk, such as market risk and construction risk.

This trend mirrors those observed more broadly in large developed international markets such as the United States and Europe, where Loans to companies have shifted from being provided by banks to now being predominantly serviced by private non-bank institutional investors. The Global Financial Crisis (**GFC**) has long been seen as the catalyst for this shift globally. During the GFC, financial markets experienced extreme volatility and regulators sought to lower systematic risk. This resulted in higher levels of bank regulation being required, leading to more stringent lending standards, capital and liquidity requirements and reduced bank risk appetite for direct CRE lending.

In Australia, regulation of banks has also increased in response to the systemic risks identified within banks and other financial institutions following the GFC, but also as a result of formal inquiries such as the Royal Commission into the Misconduct in the Banking, Superannuation and Financial Services Industry. Regulatory changes have included broad based international banking regulations adopted by many countries such as Basel III, country-specific regulations and restrictions on lending activity in specific markets.

These reforms have generally resulted in banks being required to maintain increased capital and liquidity to support their lending activities, which in turn has increased the cost of lending to certain market segments and reduced the willingness of banks to offer credit to a range of market segments or certain products.

In Australia, increased regulatory capital associated with lending to certain market segments, together with persistent public market pressure to generate returns on Equity, has resulted in a reallocation of bank lending to other areas. This reallocation of lending has not generally been linked to changes in the underlying credit quality of lending portfolios (or groups of borrowers) but has been more reflective of internal capital management decisions and a renewed focus on core products such as residential mortgages.

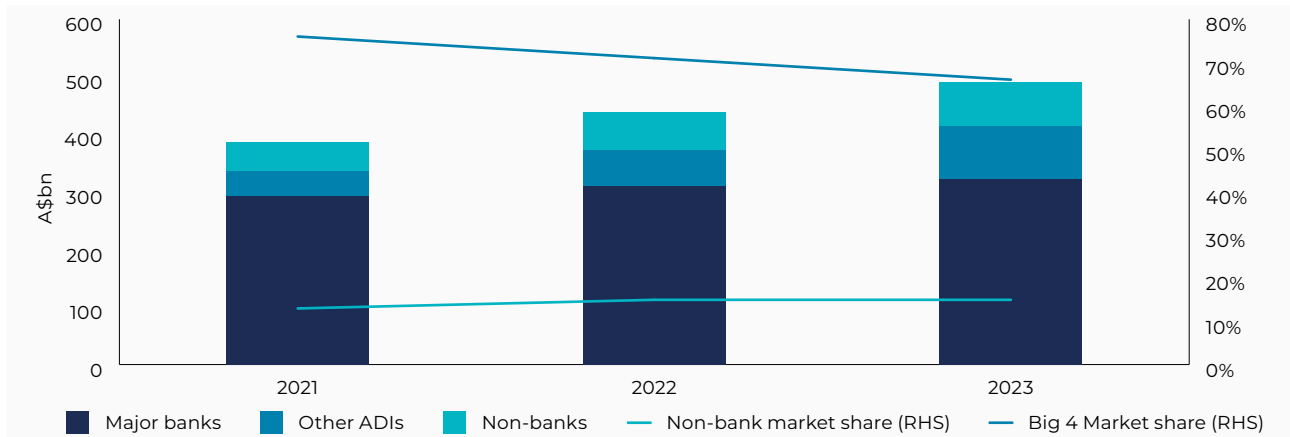
Ernst & Young (**EY**) has estimated that non-bank institutional capital allocated to the Australian CRE Private Credit market was approximately A\$76 billion in terms of total reported assets under management in 2023, which has grown at a compound annual growth rate in excess of 20% p.a. over the limited time period since EY first compiled the statistic in 2021²⁶.

²⁶ EY Australian Private Debt Market Updates for 2021, 2022 and 2023; published in March 2022, February 2023 and February 2024 respectively.

By contrast, ADI commercial property limits grew from A\$336 billion to A\$415 billion over the same period, representing a compound annual growth rate of approximately 11%. This recent growth level is much higher than the historical period, as ADI lending limits to commercial property have grown at a CAGR of 3.2% between December 2008 and 2023²⁷.

As shown in Chart 1 below, in the last 2 years, major bank limits have declined from 76% of the Australian CRE Loan market to 66%, whereas non-bank lending to the CRE sector while comparatively much smaller, has been faster growing, increasing market share to 15% of the overall CRE Loan market based on a comparison of EY and APRA's published figures.

Chart 1: ADI vs Non-Bank Lending to the CRE in Australia 2021-2023



Source: 1. EY Australian Private Debt Market Updates for 2021, 2022 and 2023; published in March 2022, February 2023 and February 2024 respectively; and 2. APRA Quarterly authorised deposit-taking institution property exposures statistics as of 31 March 2024, published 11 June 2024.

3.3 Market Overview

3.3.1 Market Sectors

The Australian CRE market has a range of market segments including the following:

- ▶ residential: development, build to sell or build to rent – apartments, houses or land subdivisions;
- ▶ industrial: factories, warehouses or logistics assets;
- ▶ office;
- ▶ retail;
- ▶ accommodation hotels; and
- ▶ specialty: for example, hospitality, healthcare facilities, student accommodation, data centres etc.

The Fund is intended to provide exposure to a diversified portfolio of CRE Investments across the capital structure including Senior

Debt, Mezzanine Debt and Equity. It is intended that the Fund's investment exposure will principally be diversified by investment counterparty, with exposure (of the Passive Trust) typically spread across in excess of 100 individual counterparties, reducing overall risk exposure to any given counterparty. Metrics seeks to reduce investment risk by diversification of investment portfolios which is intended to be achieved across a range of factors including property type, geography, individual counterparty and development lifecycle stage as a means of attempting to mitigate the impact of any material changes affecting any one of these segments on the portfolio of the Fund as a whole. In larger market segments with defined sub-segments such as residential markets, Metrics will seek to achieve further diversification by property sub-type, e.g. land subdivisions, medium and high-density dwellings.

²⁷ APRA Quarterly authorised deposit-taking institution property exposures statistics as of 31 March 2024, published 11 June 2024.

3.3.2 Development Lifecycle

Opportunities exist to provide CRE Investment across the entire lifecycle of a particular asset which can include:

- ▶ **Land purchase:** to fund the acquisition of a property for future development;
- ▶ **Pre-construction:** to fund early project works once a development approval has been granted;
- ▶ **Construction:** to fund through to completion of a development on the property;
- ▶ **Investment:** to fund the acquisition of completed properties for rental income;

- ▶ **Operating:** to fund the acquisition of owner-occupier real property businesses; and
- ▶ **Residual stock:** to fund completed property stock once a development has been completed.

The lifecycle assessment of a CRE asset involves an initial project assessment, structuring of a transaction, valuation of the property, ongoing monitoring and drawdown of funding during construction through to development completion and repayment of invested capital.

Chart 2: Lifecycle Assessment of CRE Development



Source: Metrics.

3.3.3 Market Opportunity

CRE Investments seek to generate income or capital gains by providing capital to property-owning entities who require funding for CRE assets. This market demonstrates many features which, in Metrics' view, make it an attractive use of capital, including offering investors risk-adjusted returns and low correlation to other asset classes. CRE Investments do entail certain risks, such as

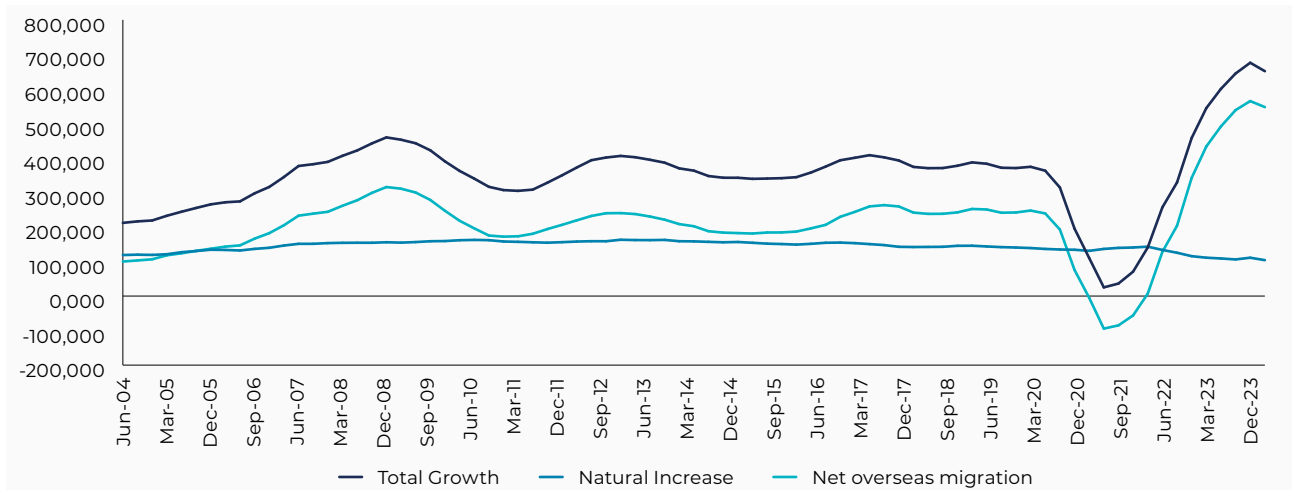
the inability of investee companies to generate income and return principal due to their value falling to a level below the amount invested. **Please refer to Section 7 for a more comprehensive summary of potential risks of investing in the CRE asset class.**

Metrics' focus in the CRE market, as a lender, is the provision of short-term loans (12-36 months) primarily for residential and industrial development projects in major Australian metropolitan precincts due to the strong fundamentals of these sectors:

- ▶ Australia's growing urban population underpinned by strong net migration (metro residential);

- ▶ broad economic growth and growth in logistics, importing, wholesale and distribution and e-commerce (metro industrial);
- ▶ limited availability of capital for such projects related to reduced availability of bank lending; and
- ▶ greater market depth from buyers and sellers in major metropolitan locations.

Chart 3: Net migration to Australia remains near record highs



Source: ABS – National, state and territory population (as of December 2023, published 13 June 2024).

Chart 4: Dwelling commencements remains near record lows



Source: ABS – Building Activity, Australia (as of March 2024, published 17 July 2024).

Residential, industrial and accommodation hotels have been the most active real estate market segments for Metrics since COVID lockdowns. Metrics generally focuses on assets within these market segments within

major metropolitan areas (for example, with close proximity to the CBD) and generally avoids assets in non-metropolitan or regional locations.

3.4 Investment Structuring in CRE

3.4.1 Introduction to Capital Structure

CRE Investments can offer investors a range of different risk and return profiles depending on factors independent of the project or property-specific characteristics. Funding providers must agree on a detailed allocation of risk and return associated with any given CRE company or project, which is referred to as the capital structure.

Debt typically involves a pre-defined return profile (e.g. fixed rate or fixed margin over a variable base rate such as BBSW) and no ownership or operational control over the project or property. Equity typically involves a proportional ownership interest (for majority holders, typically control over financial and operational decisions) and profit potential, but Equity capital will incur the first loss position in a downside scenario.

Capital structures can take a broad range of forms but Debt and Equity typically represent different ends of the risk and return spectrum and CRE Investments fall on the spectrum based on a range of different factors:

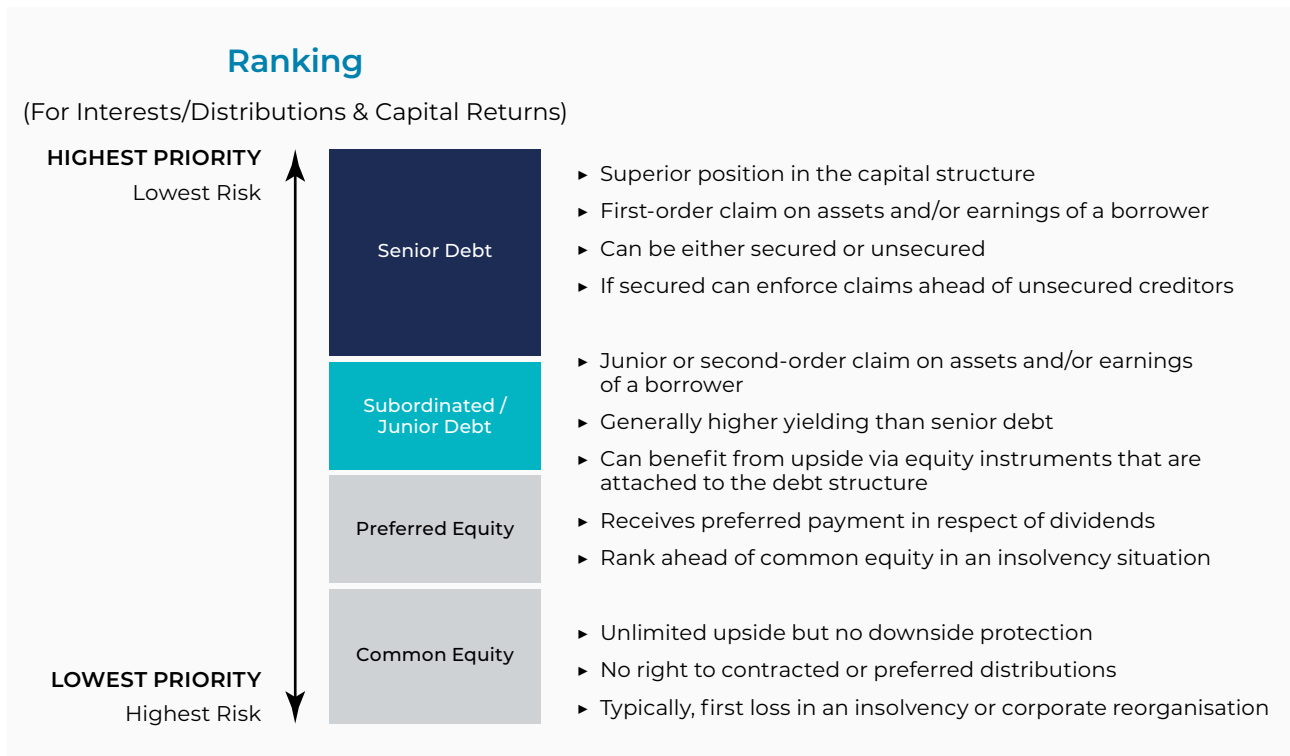
- ▶ priority for return of capital or payment of distributions: Debt is a lower risk investment and ranks in priority to claims of an Equity holder;
- ▶ obligations of the company to make payments: Debt has rights to payments (principal, interest, fees etc) whereas Equity holders only receive payments (return of invested capital plus profit) once more Senior ranking investors (e.g. Debt) have been paid in full; and
- ▶ claim on company at certain points in time: Secured Debt has rights to assets in priority to Equity.

Secured Debt investors lend capital with the repayment of their principal, interest and fees secured by the taking of Security, usually in the form of a mortgage to have some protection as to the financial performance of a borrower. Subordinated, Mezzanine or junior ranking Debt involves higher risk and higher yield associated with a lower ranking claim over borrowers' assets and earnings as compared with Senior Secured Debt holder claims.

Equity investors by contrast are typically shareholders of a company, whose rights to the profits, revenue or distribution of assets of a company rank behind claims owing to Debt providers but gain access to potentially uncapped upside. Accordingly, although Equity may offer the opportunity of uncapped returns, it offers less downside protection particularly where the CRE investment is financed with Debt which ranks in priority to the rights of an Equity holder. Preferred Equity investors generally receive preferred payments such as return of invested capital plus a preferred return ahead of Ordinary Equity, but typically have no voting control.

Investors in Australian CRE Investments provide capital of varying types to achieve their investment objectives.

Chart 5: Corporate Capital Structure



Source: Metrics

3.4.2 CRE Debt Investments

CRE Debt Investments refer to the provision of credit to borrowers that are owners or developers of CRE assets. CRE Debt Investments principally involve the provision of Loans that may be Senior ranking with security packages including first ranking mortgages over commercial real estate, structured with Covenants, terms and conditions in order to mitigate their credit risk exposure to the borrower.

Typical features of CRE Debt Investments include:

- ▶ Loans with contractual obligations benefitting from a priority position in the capital structure;
- ▶ Floating Interest Rates;
- ▶ Loans benefit from Security held over the borrower, mortgage over real property and individual guarantees from project sponsors;
- ▶ project finance Loans include a range of contingencies for cost, program delays, finance and holding costs;

- ▶ deliver a range of risk-based return outcomes, depending on transaction-specific factors; and
- ▶ contain a range of structural features and controls aimed at providing credit risk protection to lenders.

CRE Debt Investments to be held by the Sub-Trusts and/or Wholesale Funds principally generate income for investors through fees and interest on the Loan such as interest payments based on Floating Interest Rates on drawn amounts, and upfront establishment fee and recurring line fees on Loan limits. They are typically held to maturity and repaid from sale of the property or refinancing.

CRE Debt Investments can benefit from a range of structural features and controls that can provide the investors with protection to mitigate against the risk of default by the borrower. These benefits can broadly be grouped into:

- ▶ Seniority;
- ▶ Security; and
- ▶ Covenants.

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CRE Debt Investments can benefit from these features principally because:

- ▶ lenders typically maintain a close relationship with the borrower throughout the term of the Loan;
- ▶ direct lenders can exert influence over terms, structure, and risk-mitigation controls;
- ▶ Seniority in the capital structure compared with Equity together with Security provide an element of downside capital protection and increase a lender's expected recovery value; and
- ▶ lenders can negotiate stronger lending structures and controls as if the borrower risk profile increases.

Risk

The risk applicable to CRE Debt Investments is dependent on the risk profile of the individual borrower, but also the Seniority, Security, Covenants, and other features within Loan documentation to mitigate risk or enhance returns. Given they are privately negotiated, lenders typically require stronger protections to protect the repayment of a Loan (through Security, third party guarantees, Covenants and undertakings of the borrower) as the assessed credit risk of that borrower increases.

CRE Debt Investments of the Sub-Trusts and/or Wholesale Funds will usually be structured as a Senior Loan Secured by CRE assets with appropriate Covenants to ensure Metrics may intervene to protect capital. The underlying CRE assets may be any type of real property asset from land or land with buildings.

Seniority

Seniority is a critical form of protection for CRE Debt Investments as it provides the investor with priority payment of interest and principal. When the borrower is distributing its cash flows to meet its various obligations, the most Senior part of the capital structure will be the first to receive payments or have their capital repaid. Residual capital is then distributed to other capital providers in order of their priority, with the last recipient being Equity holders. This is important during an insolvency where a company may not have sufficient funds to return all invested capital.

Security

Security provides a legal right of enforcement over assets of the borrower. If the borrower is unable to meet its interest or principal payment obligations the lender may have the right to enforce against assets of the borrower that are subject to the Security, and in certain circumstances sell the assets.

Covenants

Covenants are designed to protect the lender by providing a means of monitoring the financial profile of the borrower against certain benchmarks, and by restricting the borrower's ability to perform certain activities without the lender's permission (e.g. taking on additional Debt, making acquisitions or paying dividends).

If Covenants are breached there are a range of consequences, which may include the lender having the right to demand immediate repayment of a Loan, charge a higher interest rate, or appoint a receiver to take control of the business in order to protect the lender's interests in the event of default. Covenants and other Loan terms and conditions can significantly enhance a lender's ability to monitor and influence the investment risk profile of a borrower company or project.

Risk Profile of Australian CRE Debt

In Australia, lender protections and direct borrower engagement has resulted in CRE Debt being an asset class that has exhibited robust risk management characteristics throughout market cycles. During volatile market periods such as the GFC and COVID-19 pandemic periods, borrowers and lenders often pro-actively worked together where necessary to preserve value. At these times of heightened risk, the negotiating position available to lenders resulted in an ability to tighten terms and/or reprice outstanding Loans to reflect the prevailing market, while also providing borrowers the opportunity to preserve Equity value and continue to trade through temporary periods of stress.

From time to time, a CRE Debt Investment may result in the lender holding Equity or other non-Debt instruments. This typically occurs where a borrower defaults on a Loan and the lender enforces its Security resulting in the lender taking possession of the Secured assets. In these circumstances, the lender will seek to extract the maximum value possible from the asset by holding or selling it to recover any shortfall owed. In other circumstances, where the borrower defaults on its Debt, the lender may undertake other actions such as to restructure the Loan to reduce the amount or other terms and agree to convert some portion of the Loan into Equity or otherwise receive Equity in the borrower, or a participation in a CRE development project as part of the restructure of that Loan.

Secured Loans to CRE borrowers that have robust lender protections in the form of Covenants, Security and minimum Equity contributions, result in an expected stable capital value and low loss rates for such assets.

3.4.3 CRE Co-Investment Assets

CRE Co-Investment Assets refer to the provision of Ordinary Equity, Preferred Equity or Equity-Like instruments to partner with developers and investors to fund CRE development projects or property investments. Equity investments provide the investor with the potential to generate uncapped upside returns upon the realisation of the investment.

CRE Co-Investment Assets principally generate income for investors through growth in the value of the asset. They are typically longer term assets/investments and return of capital is achieved by sale of the property or refinancing.

CRE Co-Investment Assets can be structured as a combination of:

- ▶ Ordinary Equity focused on capital gain and ownership control;
- ▶ Preferred Equity with greater capital protection and a preferred return paid before Ordinary Equity; or

- ▶ Equity-Like investments which benefit from a superior position in the capital structure (while still ranking behind other Debt investments).

Typical features of CRE Co-Investment Assets include that they:

- ▶ provide an ownership interest and the potential for profit;
- ▶ may involve a strategic co-investment partnership, or other agreement that certain investment and project decisions require agreement from each partner and buyout rights if one partner defaults on their obligations;
- ▶ may involve a profit share to distribute risk and return between owners once a return hurdle is reached, which may require that the return hurdle must be achieved before the partner is able to earn a return;
- ▶ may provide for a preferred return or interest coupon to be earned by the investor; and
- ▶ may have greater capital protection and benefit from a superior position in the capital structure.

CRE Co-Investment Assets held by the Sub-Trusts and/or Wholesale Funds are principally structured as either Ordinary Equity or Preferred Equity or in some cases Equity-Like Debt instruments, depending on the specific transaction.

In the case of Preferred Equity, exact terms may vary but in general, Preferred Equity typically receives the original capital investment before Ordinary Equity, then a minimum coupon (or 'preferred') return before Ordinary Equity receives any return, with a profit share split in a defined ratio between the Preferred Equity and Ordinary Equity positions after the Preferred Equity preferred return is paid.

CRE Co-Investment Assets generally generate a return in the form of dividends/distributions (if any) and capital gains (if any) once the investment is sold. Equity investments thus have the potential for uncapped return given there is no upper limit on the valuation of an Equity investment, but they can generally only be realised once

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any higher ranking investments such as Senior, Mezzanine, Preferred or Equity-Like Debt instruments are repaid.

Equity-Like Debt instruments are utilised to achieve specific transaction-specific risk, return and control outcomes.

Market Opportunity for CRE Co-Investment Assets

Extensive networks of relationships are required to find suitable opportunities as CRE Co-Investment Assets have limited participants with the requisite size and scale to cover the market. Established private Debt managers often have substantial industry networks established by virtue of a long-standing track record of providing Debt to the sector but must also have the capabilities and investment mandates to be able to participate in all parts of the CRE capital structure in order to be relevant to strong CRE Co-Investment Asset partners.

Features of the CRE Co-Investment Assets market include:

- ▶ **macroeconomic movements** causing shortages of residential housing and industrial logistics assets are, in Metrics' view, favourable, robust, enduring and structural which supports investment in these asset classes;
- ▶ **industry networks** developed by Metrics which are extensive, Australia wide relationships with CRE developers and investors provide the Fund with access to a diverse range of asset types and risk profiles;
- ▶ **counterparty expertise** of Metrics' existing client base of developer partners includes significant prior experience and capabilities in CRE development, reducing third party builder risk in a constrained construction market; and
- ▶ **high barriers to entry** exist in the market, including requiring a specialist skillset with experience in construction, development and finance, and access to capital in significant size and scale to be relevant.

CRE Co-Investment Assets demonstrate many features which, in Metrics' view, make it an attractive use of capital, including offering investors risk-adjusted returns. However, CRE Co-Investment Assets are speculative and entail risks, and the Fund may (through the Active Trust's investment in the Equity Sub-Trust and/or indirect exposure to MREPIIM) be exposed to certain markets that are subject to inefficiency and unpredictability. There are significant risks of the Fund (through the Active Trust's investment in the Equity Sub-Trust and indirect exposure to MREPIIM) associated with CRE Co-Investment Assets which are described below, but there could be other risks that adversely affect the Fund and result in an inability of the Fund to realise sufficient capital return or distributions from the investment to achieve the Target Total Return. **Please refer to Section 7 for a comprehensive summary of potential risks.**

3.5 Managing Risk in CRE Investment

3.5.1 Investment Risk in CRE

CRE Investment opportunities are diverse, and each situation is unique.

To access these opportunities and prudently manage investments on an ongoing basis, specialist capabilities and active management are required, spanning from asset origination to ongoing asset and portfolio and risk management.

The key risks to be mitigated in CRE Investment are, in Metrics' view, as follows:

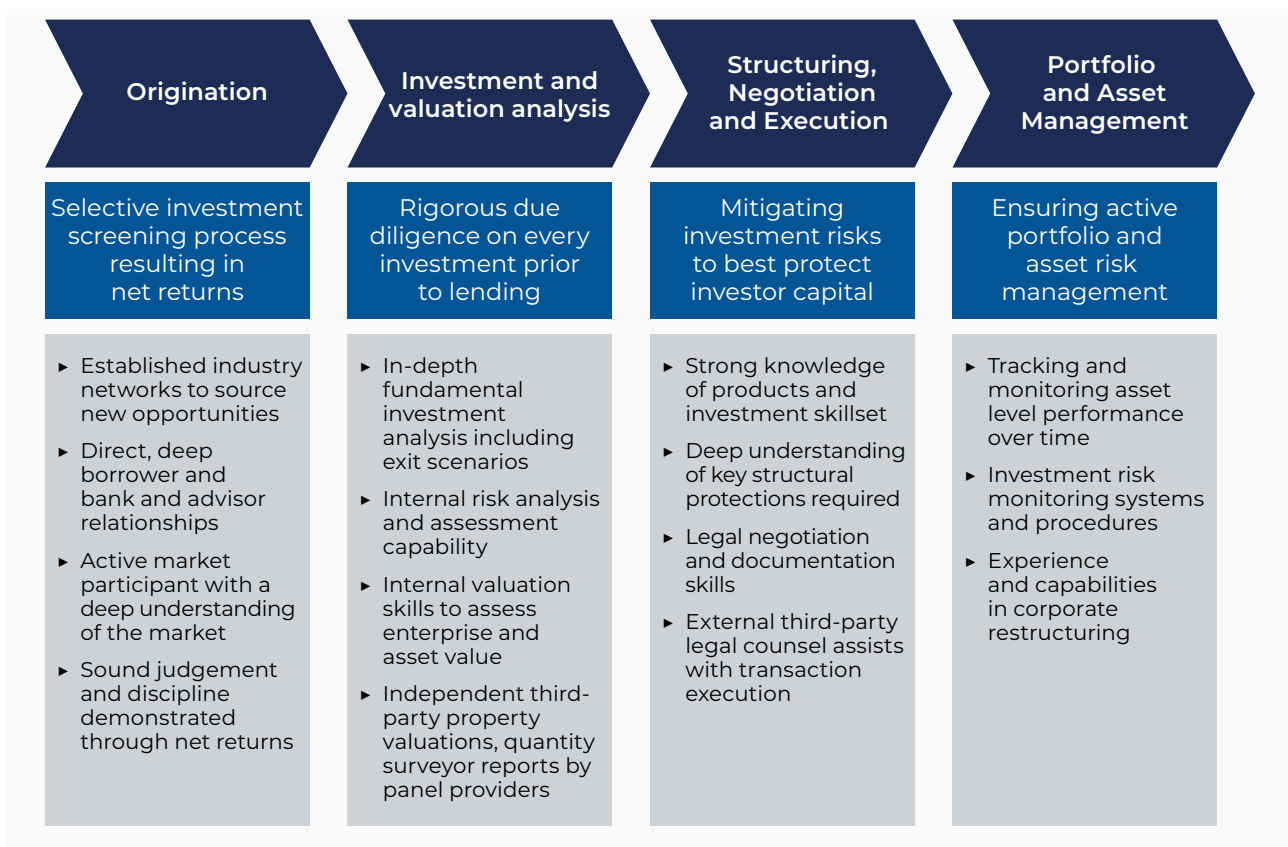
- ▶ **planning risk** – Equity returns on pre-development land may depend on valuation uplift from development approval, which may be mitigated by taking limited re-zoning risk, and possessing a strong ability to assess compliance of development applications noting opportunities for valuation uplift;
- ▶ **market risk** – return of capital invested for CRE developments is generally contingent on the sale of completed units upon completion, which is mitigated by detailed initial analysis and ongoing tracking of sales rates for each project

well ahead of public data collection, and independent third party market valuation; and

- ▶ **delivery risk** – development property valuations typically depend on successful completion of project on time and to budget, which is mitigated by selection of strong development partners and contractors, negotiation, monitoring and management of construction and other development costs.

Metrics mitigates these risks through the investment process in direct origination, robust investment analysis; structuring, negotiation and execution, and ongoing portfolio and asset management.

Chart 6: Metrics' CRE Investment Management Process



These core investment management competencies have historically been concentrated among banks as relationships, size and local market experience have proven to be barriers to entry for the market.

3.5.2 Origination of CRE Investment Opportunities

Metrics has extensive industry networks in the Australian CRE sector including relationships with experienced CRE developers which provide access to a diverse range of asset types and risk profiles.

Direct origination ensures access to the best quality deal flow, stronger terms and potentially higher returns:

- ▶ **better opportunities** – deep experience with counterparties and industry relationships provide access to a larger opportunity set from which Metrics is able to select the best partners and transactions to invest in;
- ▶ **stronger terms** – direct engagement and relationships with borrowers and co-investment partners provides Metrics with a superior negotiating position from which they may achieve better transaction terms; and
- ▶ **higher returns** – direct industry relationships allows lenders to engage before an opportunity is marketed to generate higher returns.

All Metrics investment professionals are involved in origination and sourcing of new investments, and many are dedicated origination or CRE specialists. Metrics' origination and CRE professionals maintain deep relationships with developers and commercial property investors to directly source new investment opportunities.

Origination professionals proactively build and develop these relationships on an ongoing basis to monitor for high quality lending opportunities and promote to these participants well in advance of new opportunities coming to market. This provides Metrics with access to opportunities, but also the ability to influence structure and risk/return profile by actively negotiating investment terms and conditions.

Metrics is granted access to detailed private information on group asset and cashflow positions of property companies and seeks to partner only with large, reputable, established, professional private developers.

3.5.3 Transaction Due Diligence

Metrics' approach to investment analysis involves a holistic assessment of factors affecting the expected risk and return on an investment under various scenarios, which includes analysis of various aspects of the transaction.

Metrics has a strong capability in assessing CRE Equity projects due to its extensive experience assessing CRE Debt transactions. Metrics has historically preferred to participate in Equity opportunities only with partners with whom Metrics has direct transaction experience in relation to previous CRE Debt transactions.

Metrics' core skillset involves a detailed analysis of the feasibility of a project to determine its risk and economic viability:

- ▶ **Market Assessment** – Metrics engages independent valuers from its panel to value each property asset based on Metrics' property brief, and critically assesses each valuation to ensure that all factors relevant to the value of the property have been considered, and that appropriate methodology has been applied correctly;
- ▶ **Feasibility Assessment** – Metrics reviews the feasibility of a project to assess if the quantum and timing of the forecasted construction and development including finance costs are reasonable, and appropriate contingencies are included for program delays and cost overruns (including finance costs);
- ▶ **Counterparty Assessment** – Metrics seeks to work with well-regarded developers and builders with relevant experience in similar projects, typically on projects that Metrics has funded or otherwise after in-depth financial and operational analysis of the property developer or investor and the head contractor; and

- ▶ **Risk Assessment** – Metrics' transaction risk assessment involves analysis of the project feasibility, pre-sales, independent reports from a third party Quantity Surveyor and property valuer, and negotiating funding terms such as returns and pricing on a risk-based approach to reflect its assessed transaction risk.

Metrics has significant experience in assessing transaction risk from which it can select opportunities to structure and negotiate with an appropriate capital structure seeking to maximise risk-adjusted return.

For CRE Co-Investment Asset transactions involving Equity, significant scrutiny is applied in the review of Equity partners, and Metrics partners only with partners with whom it can demonstrate significant prior experience and a long track record of success in similar projects. For this reason, Metrics usually undertakes Equity partnerships after significant direct experience providing Debt to successful projects undertaken by the developer.

Metrics' initial risk analysis and ongoing transaction monitoring is supported by reports from panels of independent external third-party providers in several key property-related fields of expertise:

- ▶ **Quantity Surveyor** – project feasibility analysis must be supported by an independent report from a third party expert Quantity Surveyor on Metrics' panel to verify project costs and timeline against recent completed projects. Quantity Surveyor reports demonstrating satisfactory progress are required prior to each capital drawdown being advanced.
- ▶ **Property Valuation** – on an "as-is" and "on completion" basis is required from a third party expert on Metrics' panel, considering sales to date, demand, supply and quality (including size, finishes, design and amenity) of competing projects in the locality. Metrics' property valuations are based on a proprietary valuation brief.

- ▶ **Legal Counsel** – engaged to ensure transactions are documented with required controls and protections such as properly enforceable mortgages Security over real property, sales contracts and construction contracts. Metrics only engages top-tier law firms with expertise in property on its panel.

Metrics structures all Loan transactions to include a range of information, financial and other Covenants that provide regular information for Metrics to assess performance and mitigate risk through the investment period.

For CRE Debt Investments, Covenants and undertakings provide Metrics with advance notice of financial distress, and then substantial control over a borrower if a stressed scenario occurs, well before a capital loss. Covenants are based on individual transaction credit risk but typically involve Loan-to-Value and Loan-to-Cost ratios for development projects, however their specific type depends on the type and lifecycle stage of the property.

For CRE Co-Investment Assets, Metrics undertakes a detailed investment risk assessment in order to structure investments with appropriate risk and return allocation between counterparties. For example, this may involve setting a preferred return for Metrics' funds before developer partners recover their capital or gain or setting an appropriate profit share allocation to reflect the investment risk while incentivising all project counterparties.

3.5.4 Asset Risk Monitoring

Metrics undertakes ongoing monitoring of all investments as a core strategy to protect investor capital. All Metrics investment professionals are responsible for proactively managing risks as part of their daily activities.

Metrics undertakes ongoing assessment of all CRE Investments against their Metrics base case, including:

- ▶ **Project team engagement:** attendance on-site or virtually to project control group meetings on a regular basis, meeting with all key project counterparties to monitor risk and obtain updated information on project progress;
- ▶ **Project timeline and budget:** regular assessment of project progress in terms of time, cost and key performance milestones as verified by the independent Quantity Surveyor, typically monthly during construction; and
- ▶ **Sales activity and progress:** regular updates on type and volume of sales rates achieved prior to and throughout construction to continually analyse settlement risk, default rates and discounts.

Metrics undertakes ongoing monitoring and updates its investment against Metrics' base case, including updating the investment risk assessment, cashflow and valuation of investments to reflect expected net profit based on the current valuation and sales as well as projects costs and timeline as the project progresses.

Development projects are generally assessed on a monthly basis or on receipt of revised information if required. Any material changes affecting the value of the project are reflected in the carrying value of the CRE Investment, which may include construction costs or timeframes, key milestones and critical path, and sales progress.

Metrics receives detailed data on project progress for all CRE Investments and updates its valuation accordingly. For example, project updates may include sub-contractor quotes or timing changes, or specific sales data.

Metrics may require an updated external property valuation if it considers a material change has occurred, which will be conducted on the same basis as valuations conducted at inception of the investment. A Metrics panel valuer will be instructed to prepare an updated valuation based on updated market conditions and any other factors that may have changed since the last property valuation was conducted.

3.5.5 Managing Non-Performing Assets

Metrics has extensive systems to identify signs of financial distress and detailed policies and procedures in place to proactively manage weakened investments to mitigate loss seeking to maximise capital preservation.

Other than due to fraud, financial distress is typically identifiable well in advance of default or loss. An investment could be considered non-performing if the borrower has not met specific operational or financial benchmarks, or in extreme situations, has not met its interest or principal payment obligations.

Frequent engagement with investee companies, regular information reporting undertakings such as monthly development project control group reports and financial statements give Metrics a high degree of transparency regarding the detailed financial and operational performance of each company and project.

Metrics' approach to managing non-performing assets may include:

- ▶ increased operational or financial monitoring or further analysis;
- ▶ negotiation with key transaction counterparties and stakeholders;
- ▶ engaging third party consultants for opinions or to take strategic actions;
- ▶ compelling divestments, restructuring of Loan terms and conditions;
- ▶ refinancing of Loan facilities, in some circumstances resulting in a Debt-for-Equity swap; and
- ▶ enforcement of rights under transaction and Security documents.

Metrics negotiates a broad range of rights within transaction documentation to compel the engagement of any non-performing CRE Investment such as an ability to prevent further capital draws or seize or freeze any available collateral in order to mitigate risk and protect investor capital.

An ability to analyse, understand value, innovate and negotiate in these circumstances is key to preserving value, as is a solid understanding of, and experience in, Australia's corporate insolvency framework. The objective of these processes is to preserve investor capital and returns.

Bankruptcy and Insolvency in Australia

Investors in Australian Private Credit benefit from a robust corporate insolvency and legal system under the Corporations Act. Under the law, the risk of insolvency is first attributed to existing Equity investors while secured creditors are provided with the legal mechanisms to protect their own interests.

Section 4 – About the Fund

4.1 Fund Structure

The Fund has a stapled structure consisting of two Australian registered managed investment schemes under Chapter 5C of the Corporations Act; being the Metrics Real Estate Multi-Strategy Passive Trust (**Passive Trust**) and the Metrics Real Estate Multi-Strategy Active Trust (**Active Trust**) (each a **Trust**). Each Trust has been newly formed specifically for the purposes of providing investors with exposure to a diversified portfolio of Commercial Real Estate (**CRE**) private markets investments covering the entire capital structure from Senior Secured first registered mortgage Debt through to Equity investments.

Following completion of the Offer, it is proposed that each Trust will be admitted to the official list of the ASX.

The Trust Company (RE Services) Limited is the responsible entity of each Trust. The Responsible Entity has appointed Metrics Credit Partners Pty Ltd as the investment manager of each Trust pursuant to each Investment Management Agreement.

The Fund seeks to provide investors exposure to a diversified portfolio of CRE assets across the capital structure including Senior Debt, Mezzanine Debt and Equity Investments via its investments in the Wholesale Funds (being REDF and MREPIIM).

The Fund:

- ▶ through the Passive Trust will gain exposure to mostly CRE Debt Investments via its investment in the Debt Sub-Trust; and
- ▶ through the Active Trust will gain exposure to mostly CRE Co-Investment Assets via its investment in the Equity Sub-Trust.

The Passive Trust will not gain any exposure to, or control over, the Equity Sub-Trust. The Active Trust will not gain any exposure to, or control over, the Debt Sub-Trust.

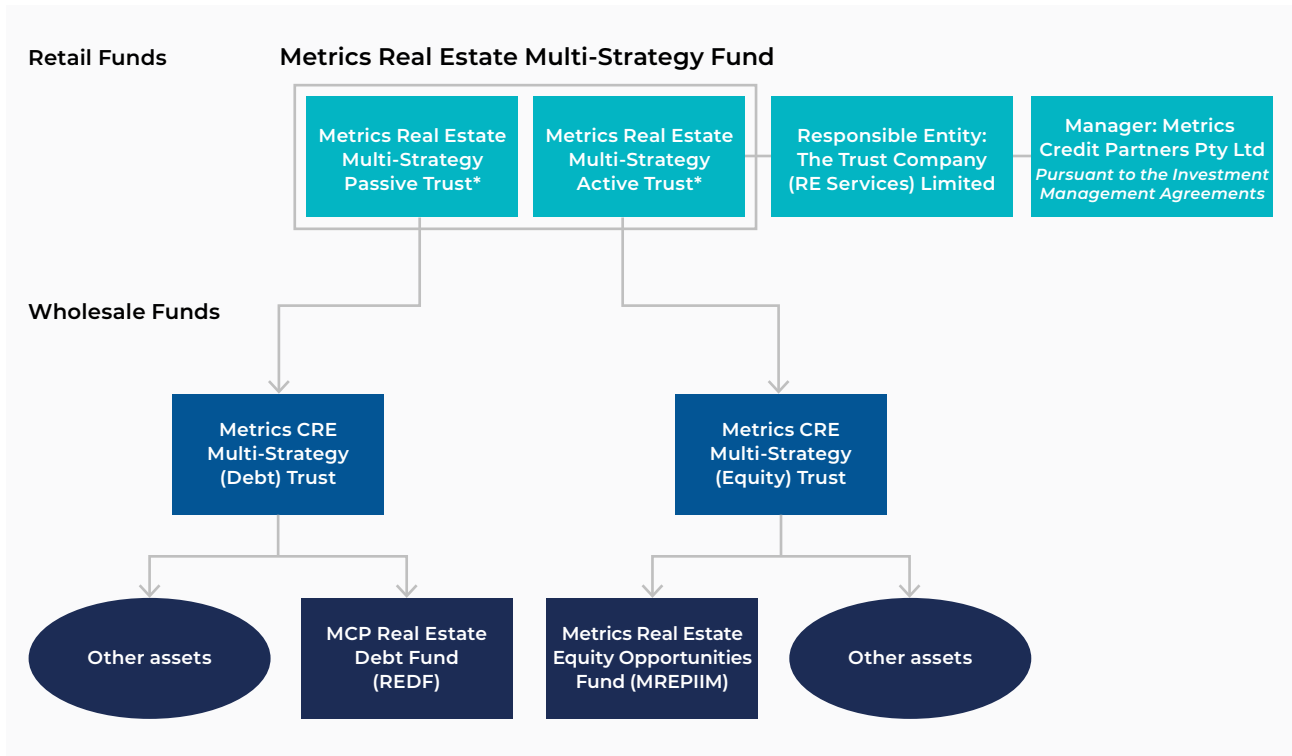
Perpetual Trust Services Limited (ACN 000 142 049) (**Debt Sub-Trustee**) is the trustee of the Debt Sub-Trust and The Trust Company (Australia) Limited (ACN 000 000 993) (**Equity Sub-Trustee**) is the trustee of the Equity Sub-Trust. Each Sub-Trustee is a 100% owned subsidiary of Perpetual.

Each Sub-Trustee has appointed Metrics to be the manager of the respective Sub-Trust (Metrics, in such capacity the **Sub-Trust Manager**).

The Debt Sub-Trust is expected to invest primarily in REDF and the Equity Sub-Trust is expected to invest primarily in MREPIIM. In addition, each Sub-Trust may obtain their respective investment exposures by making direct investments. External investors who are Wholesale Clients may invest in the Wholesale Funds from time to time. This may have the effect of assisting the Fund to generate liquidity and assist it in participating in the market in a scalable manner.

Metrics may also establish one or more unlisted funds to act as feeder funds to a Sub-Trust.

Chart 7: Trust Structure



* The Responsible Entity as responsible entity for each Trust has entered into the Stapling Deed.

4.2 About the Responsible Entity

The responsible entity of each Trust is The Trust Company (RE Services) Limited. The Responsible Entity is a wholly owned subsidiary of Perpetual. Perpetual has been in operation for approximately 135 years and is an Australian public company that has been listed on the ASX for over 55 years.

On 8 May 2024, Perpetual Limited announced it had entered into a scheme implementation deed (**Scheme Implementation Deed**) with an Affiliate of Kohlberg Kravis Roberts & Co. L.P. (together with its Affiliates, **KKR**) who will acquire 100% of the businesses and entities comprising Wealth Management and Corporate Trust from Perpetual shareholders via a Scheme of Arrangement, for total cash consideration of A\$2.175 billion (**Scheme of Arrangement**). If the Scheme of Arrangement is implemented, the Responsible Entity is an entity that will be acquired by KKR.

The Scheme of Arrangement is subject to satisfaction of a number of conditions precedent set out in the Scheme Implementation Deed as well as approvals including court, regulatory and the requisite shareholder approval.

The Responsible Entity holds an AFSL issued by ASIC, which authorises it to operate each of the Trusts which comprise the Fund.

The Responsible Entity is bound by the Constitution of each Trust, the Corporations Act and the Listing Rules. The Responsible Entity has lodged a compliance plan with ASIC in respect of each Trust which sets out the key measures which the Responsible Entity will apply to comply with the Constitutions, the Corporations Act and the Listing Rules.

The Responsible Entity has the power to delegate certain aspects of its duties.

Metrics Real Estate Multi-Strategy Fund

The Responsible Entity has duties under the Corporations Act, as the responsible entity of each Trust. These duties require the Responsible Entity to act in the best interest of the Unitholders, and where there is conflict between the Unitholders' interests and its own, to give priority to the Unitholders. The Responsible Entity must follow these duties when making decisions about, and managing any potential conflicts related to the Fund.

The Responsible Entity has the primary obligation under the Corporations Act and the Constitution of each Trust to manage each Trust. In accordance with the relevant Constitution and Investment Management Agreement, the Responsible Entity appointed Metrics as investment manager of each Trust. Metrics has been delegated full day-to-day decision making with respect to investments.

The Responsible Entity has set the investment policy of each Trust. Metrics will have day to day control of each Trust having regard to the investment policy of each Trust. All investment decisions are made by Metrics' Investment Committee, which is subject to a charter requiring Metrics' Investment Committee to implement the investment policy set by the Responsible Entity

The Investment Management Agreements, under which Metrics is appointed as investment manager of each Trust, have been entered into at arm's length. There is also a segregation in the decision-making process with the Responsible Entity and Metrics each having their own boards of directors and executive team. Under the Investment Management Agreements, Metrics is to provide the Responsible Entity with regular reports on each Trusts' investments and the performance of the relevant Trust. These reporting requirements also include Metrics providing quarterly compliance reporting confirming that, for the applicable reporting period, it had adequate compliance measures in place, including conflicts of interest policies and risk management systems. This information will enable the Responsible Entity to determine whether Metrics has followed all appropriate processes and controls in assessing and

reviewing the investments of each Trust and whether any conflicts of interest or related party aspects of these investments have been adequately identified and assessed in accordance with Perpetual's conflicts policies and other applicable procedures and processes. For more details about the functions of Metrics under the Investment Management Agreement, please refer to Section 12.1.

If Metrics requests the Responsible Entity to retire, the Responsible Entity is only required to do so if the Responsible Entity considers it appropriate, having regard to all relevant laws that apply, including the provisions of the Corporations Act. Unitholders will be entitled to vote on the appointment of the new responsible entity in those circumstances. Metrics may request the Responsible Entity to retire in certain circumstances (for example if the Responsible Entity goes into liquidation).

The Responsible Entity's board (**Board**) sets objectives and goals for the operation of the Responsible Entity and each Trust, to oversee the Responsible Entity's management, to regularly review performance and to monitor the Responsible Entity's affairs acting in the best interests of each Trust as a whole. The Board is ultimately accountable to the members of each Trust, not Metrics.

The Responsible Entity has conducted due diligence on Metrics to ensure that it has appropriate processes and capability to carry out the Investment Strategy for each Trust. The Responsible Entity also has an ongoing review framework in place to review the investment process that Metrics has in place for each Trust.

The Responsible Entity has appointed Perpetual Corporate Trust Limited as custodian and Automic Pty Ltd as unit registry of each Trust. The Responsible Entity has appointed MCH Fund Administration Services Pty Ltd as administrator of each Trust.

The material agreements relating to each Trust are set out in Section 12.

Board of the Responsible Entity

The Board has a broad range of experience in financial services combined with financial and commercial expertise. The Board currently comprises 3 Directors and 1 alternate Director.

Details of the current Board are set out below:

GLENN FOSTER

*Non-Executive Director –
appointed in February 2021*

Glenn Foster is a Chartered Accountant and was formerly the General Manager Group Finance, Perpetual Limited and an executive director of The Trust Company (RE Services) Limited prior to his retirement on 23 October 2020. Glenn also held the role of General Manager, Operations & Fund Services in Perpetual Corporate Trust from April 2003 to February 2008.

Glenn has over 30 years' experience in the financial services industry, having served in senior finance roles with AIDC Ltd., Babcock and Brown, State Street Bank & Trust Company and RAMS.

Glenn holds a Bachelor of Commerce degree from the University of New South Wales, has been a member of the Institute of Chartered Accountants in Australia since 1989 and is a Graduate of the Australian Institute of Company Directors.

Glenn was appointed to The Trust Company (RE Services) Limited Board as a Non-executive Director on 1 February 2021.

VICKI RIGGIO

*General Manager, Managed Fund Services,
Perpetual Corporate Trust*

Executive Director – appointed in April 2018.

Vicki is the General Manager of Managed Fund Services, Perpetual Corporate Trust, having responsibility for Custody, wholesale trustee and responsible entity services business.

Vicki was previously the General Manager, Management Services, where she held responsibility for Trust Management, Accounting and Investment Management services offered to Debt capital markets and managed fund clients in Australia and offshore.

Prior to this, Vicki was the Head of Wholesale Trustee and responsible for the delivery of trustee services to a portfolio of funds in excess of A\$40 billion, primarily supporting offshore investment into Australian real assets through managed investment trust structures. Vicki has also previously been responsible for Perpetual's debt markets trustee operations and ongoing trustee compliance arrangements. Having worked in the financial services industry for more than 20 years, Vicki has extensive experience across a variety of asset classes and trust structures with knowledge across tax, law and accounting.

Vicki is a Director across a variety of Perpetual's subsidiary companies, a responsible manager for Australian Financial Services Licensees held by Perpetual group companies. She has a Bachelor of Land Economics from the University of Technology, Sydney and is a Graduate of the Australian Institute of Company Directors.

ALEXIS DODWELL

*Independent Non-Executive Director –
appointed in November 2023*

Alexis is a legal, risk and compliance professional with over 20 years' experience in the banking and financial services industry. Alexis has held senior management roles including as General Manager Risk & Compliance, Perpetual Limited (2007-2012), several risk and project management roles within Commonwealth Bank of Australia and as a Finance Executive and Corporate Finance Executive at PwC and Ord Minnett respectively.

Alexis is currently an external member of compliance committees for GMO and Russell Investments, a non-executive director of Total Risk Management (the superannuation trustee for a Russell Investments super fund), Chair of the Total Risk Management Audit Risk and Compliance Committee and Remunerations

Metrics Real Estate Multi-Strategy Fund

Committee, and a non-executive director of Swimming NSW.

Alexis holds a Bachelor of Economics and Bachelor of Laws degree from Monash University, a Graduate Diploma of Applied Corporate Governance from the Governance Institute of Australia and is a Graduate of the Australian Institute of Company Directors.

PHILLIP ('PHIL') BLACKMORE

General Manager, Transaction Management and Governance, Perpetual Corporate Trust Alternate Director – appointed in July 2018

Phil is the General Manager of Transaction Management and Governance. Phil's team is responsible for onboarding all new funds and vehicles across Responsible Entity, Wholesale Trustees, and Investment Management, as well as the ongoing governance of appointed service providers. Phil also has a Perpetual Corporate Trust wide remit with respect to governance, risk and compliance.

Having previously run the Wholesale Trustee business and having spent nine years in Group Risk where he was responsible for the design and implementation of Perpetual's enterprise Risk Management Framework, Phil brings deep fiduciary, risk management, and client-facing skills to his role.

Phil is an Executive Director of several Perpetual Limited subsidiary companies, a responsible manager for Australian Financial Services Licences held by Perpetual group companies, and an independent Compliance Committee member for Russell Investment Management Limited.

Prior to working for Perpetual, Phil held roles with IAG Asset Management, Credit Suisse, Morgan Stanley, and Westpac. Phil holds a Master of Business Administration from the University of New South Wales, a Master of Arts (Risk & Compliance), and is a Graduate of the Australian Institute of Company Directors.

4.3 Investment Philosophy

Metrics considers that CRE private market investments across the entire capital structure from Senior Secured first registered mortgage Debt through to Equity investments offer risk-adjusted returns. Debt investments benefit from the strong protection provided by recourse to real estate assets and the lower risk position in the borrowers' capital structure for lenders. CRE Equity and co-investment opportunities allow investors access to Metrics' proprietary investment opportunities with private CRE market owners and developers.

Metrics' belief is that an experienced investment team that understands the various sources of income available from, and risks associated with private market CRE investments across the entire capital structure, is best able to implement investment strategies and processes to maximise returns from this asset class.

4.4 Investment Objective and Target Return

4.4.1 Investment Objective

The Fund's Investment Objective is to deliver the Total Target Return, seek to provide monthly cash income, seek to preserve investor capital and manage investment risks, whilst providing potential higher returns and Equity-Like investment opportunities through exposure to private market investments across the entire capital structure including Debt and Equity investment opportunities.

Past performance of any investment product (including REDF and MREPIIM) may not be repeated and is not a reliable indicator of the future returns of the Fund. Both REDF and MREPIIM (as well as the Fund) may not be successful in generating returns for investors, and may suffer losses. Accordingly, the Fund may not generate investment gains from investments in REDF and MREPIIM and may suffer losses. Please refer to the risks of investing in the Fund in Section 7.

The Fund seeks to achieve its Investment Objective through the Fund's indirect investment in the Wholesale Funds via the Sub-Trusts.

This is an objective only and may not be achieved. In particular, there is no guarantee that the Fund will be successful in delivering the Target Total Return. An investment in the Fund is subject to risk, including capital loss. Please refer to the risk summaries in Section 7.

The Fund is designed to be an accessible means for investors to capitalise on the CRE market opportunity and to enable investment (via the Sub-Trusts and Wholesale Funds) in a directly originated, actively managed and diversified portfolio of CRE private market investments.

Metrics as the investment manager of the Sub-Trusts and the Wholesale Funds, seeks to implement active strategies designed to balance delivery of income distributions, while seeking to preserve investor capital.

This is an objective only and may not be achieved. Neither the Responsible Entity nor Metrics guarantee the successful implementation of the investment strategies of the Sub-Trusts and Wholesale Funds, nor do the Responsible Entity and Metrics guarantee any income distributions and preservation of investor capital in respect of the Sub-Trusts and Wholesale Funds.

4.4.2 Target Return assumptions

The Target Total Return of the Fund is 10.00 – 12.00% per annum net of management fees and upfront and ongoing expenses of the Fund through the economic cycle (**Target Total Return**). The Target Total Return of the Fund includes movements in NAV, cash returns paid to investors via distribution and dividend payments, franking credits and any additional returns.

Unitholders will receive either pre-tax distributions from the Passive Trust or post-tax dividends from the Active Trust, with attached franking credits.

The Target Total Return is only a target and may not be achieved. In calculating the Target Total Return, Metrics has relied on a number of assumptions in respect of the portfolio of the Sub-Trusts, the Portfolio Construction and the Wholesale Funds. These include (but are not limited to):

- ▶ the Fund, Sub-Trusts and the Wholesale Funds will operate in markets that are generally absent of market or economic shocks that could have a material impact on Australian or international financial markets;
- ▶ the Sub-Trusts will invest in the applicable Wholesale Funds according to how Metrics believes the Investment Objective can best be achieved; and
- ▶ the CRE Debt Investments and CRE Co-Investment Assets to which the Fund is exposed will not be subject to regulation which will adversely impact Metrics' ability to execute the Investment Strategy.

Any or all of the above assumptions may be incorrect or subject to change. In these circumstances Metrics may not be successful in achieving the Target Total Return. Please refer to the risk factors set out in Section 7 for a summary of certain risks that may affect the Fund's ability to deliver the Target Total Return.

4.5 Investment Strategy

The Fund's Investment Strategy is to gain exposure to a portfolio of mostly private market investments covering the entire capital structure from lower risk Senior Secured first registered mortgage Loans to higher risk and potentially higher returning investments held with Equity investment in CRE development projects. Through active origination, portfolio construction and risk management Metrics will seek to lower investment risk via diversification of investment portfolios. This will be accomplished by investing in the Sub-Trusts, which in turn will invest in and alongside the Wholesale Funds.

The Wholesale Funds offer Wholesale Clients access to CRE Investments and strategies managed by Metrics.

Metrics Real Estate Multi-Strategy Fund

The Wholesale Funds may refine portfolio settings over time reflecting the analysis of specific risk settings by the Investment Committee and may rebalance the portfolio from time to time to enhance performance.

The Fund's capital is intended to be invested according to how Metrics believes the Investment Objective can best be achieved, including providing:

- ▶ through the Passive Trust and REDF, exposure to diversified investments broadly reflecting the types of lending activity in Australia's CRE Debt market, diversified by borrower, project, sector, geography, stage of development and position in the capital structure. The Passive Trust will be mostly exposed to CRE Debt, however, may also provide investors with exposure to other financial instruments (including CRE Equity in certain situations, such as restructure or recapitalisation where necessary for the Debt Sub-Trust or REDF to protect its investors' capital in accordance with their applicable investment objectives). The expected returns are largely interest in nature; and
- ▶ through the Active Trust and MREPIIM, exposure to Ordinary Equity or other instruments such as Preferred Equity or Equity-Like Debt instruments in CRE development projects and companies. The return is expected to be largely in the form of franked dividends.

Returns from the Fund are not guaranteed, and an investment in the Fund entails risk, including loss of capital. Please refer to Section 7 for more information on the risks of investing in the Fund.

Allocations of capital to the Sub-Trusts, and by the Sub-Trusts to their respective underlying investments, may be determined by Metrics (as manager of each Trust and each Sub-Trust), subject to the Constitutions, the Stapling Deed and any requirement to obtain Unitholder approval under the Listing Rules²⁸, and may vary depending on various factors identified by Metrics such as the

availability of investment opportunities, market conditions and economic conditions. Metrics may vary the Portfolio Construction in its absolute discretion.

The Active Trust will be mostly exposed to a range of Ordinary Equity, Preferred Equity, or Equity-Like Debt instruments, however, where MREPIIM would otherwise hold cash, for example as MREPIIM funds are progressively deployed or after an investment has been realised and before the proceeds have been reinvested, MREPIIM may invest in REDF.

The Investment Strategy of the Fund and the Sub-Trusts provides Metrics with discretion, subject to any requirement to obtain Unitholder approval under the Listing Rules²⁹, to determine the allocation of capital into each Trust, Sub-Trusts and subsequently between the underlying Wholesale Funds and other assets to provide Metrics with investment flexibility considered necessary to achieve the Investment Objective. In particular, Metrics may determine that, in order to best achieve the Investment Objective, greater proportions of the Fund's assets should be invested through the Passive Trust or Active Trust. The Debt Sub-Trust will initially invest directly in REDF and the Equity Sub-Trust will initially invest directly in MREPIIM. Metrics does not have set target allocations or limits on the investments between the Sub-Trusts to which the Fund is directly exposed to maintain flexibility to achieve the Investment Objective. It is possible that the composition of the investment portfolio may change over time (for example in composition of asset class or concentration of portfolio) if deemed appropriate by Metrics according to how it believes the Investment Objective can best be achieved. The Fund may not be successful in achieving its Investment Objective. Notwithstanding this, Metrics will ensure that the Debt Sub-Trust does not control the Active Trust nor the Equity Sub-Trust at any time.

²⁸ Please see the risk relating to the proposed changes to the Listing Rules in Section 7 for further information as to when Unitholder approval may be required in connection with the allocation of capital.

²⁹ Please see the risk relating to the proposed changes to the Listing Rules in Section 7 for further information as to when Unitholder approval may be required in connection with the allocation of capital.

4.6 Investment Policies of Metrics

Metrics has developed tailored investment policies in respect of each of the Sub-Trusts and Wholesale Funds, in order to best achieve the investment objective of the Sub-Trusts and Wholesale Funds and in turn the Fund. The key elements of the Sub-Trusts and Wholesale Fund's investment policies are to:

- ▶ invest and build a diversified portfolio of CRE Debt Investments and CRE Co-Investment Assets;
- ▶ manage portfolio risk by undertaking detailed investment risk analysis and ongoing monitoring, scenario planning and stress testing:
 - Metrics obtains independent valuation reports and Quantity Surveyor reports and undertakes detailed financial and counterparty risk assessment including market risk assessment and legal due diligence in relation to material contracts as part of the initial investment analysis with formal investment submissions provided to the Metrics Investment Committee;
 - Metrics undertakes ongoing monitoring and stress testing of its investment portfolios to assess the risk associated with declines in asset values, cost overruns, program delays, changes in interest rates and economic conditions, risks associated with pre-sale settlement defaults and monitoring of the financial construction works performance of contractors; and
 - ongoing risk monitoring includes regular attendance at sites and review of project progress reporting and portfolio risk management reporting to Metrics' Investment Committee which includes ongoing monitoring of all cashflows and contracted payments to lenders;

- ▶ actively participate in the CRE Debt Investments and CRE Co-Investment Asset markets by engaging property development companies and sponsors, banks (origination, distribution and research) and other market participants to proactively manage risk and originate CRE Debt and Equity transaction opportunities; and
- ▶ monitor industry regulatory drivers to identify opportunities for the Fund.

The investment policies are designed to achieve the Sub-Trusts' and Wholesale Funds' investment objectives through superior portfolio design, construction and management, proactive and experienced management, rigorous investment risk analysis, and exploiting the benefits of scale.

Whilst Metrics has put measures in place which are designed to mitigate portfolio risk, these measures may not always be effective at preventing risk to the investments to which the Fund is exposed. Please refer to the risks in Section 7 for more information.

At the Sub-Trust and Wholesale Fund level, Metrics' investment processes aim to deliver efficient execution of transactions to lower costs, maximise risk-adjusted returns, preserve investor capital by undertaking detailed risk assessment and ongoing portfolio management.

The investment policy for the Debt Sub-Trust will require Metrics to manage the Debt Sub-Trust so that it does not control the Equity Sub-Trust or a business operated by the Equity Sub-Trust. This is to ensure that the Debt Sub-Trust does not become a public trading trust, so that the returns of the Debt Sub-Trust are taxed in the hands of its investors only.

4.7 Target Portfolio Construction³⁰

Following the completion of the Offer, amounts raised by the Fund are anticipated to be initially invested in each Trust in the following proportions:

- ▶ 50% to the Passive Trust; and
- ▶ 50% to the Active Trust.

These proportions may change from time to time as determined by Metrics as manager, according to how it believes the Investment Objective can best be achieved and the capital requirements for each of the investment objectives of the Passive Trust and Active Trust. In particular, Metrics as manager of each Trust may determine that, in order to best achieve the Investment Objective, greater proportions of the Fund's assets should be invested through the Passive Trust or the Active Trust.

Amounts allocated to the Passive Trust or Active Trust will be invested in the Sub-Trusts. The Passive Trust will not invest in the Equity Sub-Trust and the Active Trust will not invest in the Debt Sub-Trust.

The Debt Sub-Trust will initially invest directly in REDF and the Equity Sub-Trust will initially invest directly in MREPIIM.

Allocations of capital by the Fund to the Trusts, Sub-Trusts and subsequently between the respective Wholesale Funds and other assets may be determined by Metrics, subject to any requirement to obtain Unitholder approval under the Listing Rules, and will vary depending on numerous factors identified by Metrics. These may include the availability of investment opportunities, market and economic conditions. Metrics may vary the Portfolio Construction in its absolute discretion, but will manage the relevant investments with a view to ensuring that the Debt Sub-Trust does not control the Active Trust or the Equity Sub-Trust at any time.

The capital is intended to be invested by Metrics according to how Metrics believes the Investment Objective can best be achieved.

4.8 Distributions Policy

It is intended that Unitholders will receive distributions, however distributions are at the discretion of the Responsible Entity with respect to each Trust.

It is anticipated that the Passive Trust, which will derive income from its investments in Private Credit primarily as a result of its investment in REDF, will pay monthly income distributions (subject to the receipt of distributions from the Debt Sub-Trust). As the Passive Trust is expected to be an AMIT, the monthly distributions are expected to be pre-tax income.

The distributions from the Passive Trust are expected to be largely interest in character and will be subject to tax in the hands of the Unitholders. Foreign resident Unitholders would be subject to Australian withholding tax on these distributions at 10% on the interest income distribution and 15% for certain other non-interest income distributions.

It is anticipated that the Active Trust will pay distributions less frequently, as they will follow the receipt of proceeds from the realisation of CRE Co-Investment Assets in MREPIIM. In general, it is expected that MREPIIM will determine to retain capital from the disposal of CRE Co-Investment Assets for future investment. As the Active Trust is expected to be a public trading trust, distributions from the Active Trust to Unitholders will be treated as dividends for tax purposes. Where the dividend is franked, Australian resident Unitholders may be entitled to the benefit of the attached franking credit. Non-resident Unitholders will not be required to pay dividend withholding tax on the franked component of the distribution.

³⁰ This is a target only and may not be achieved, the actual portfolio construction of the Fund may be different to the target Portfolio Construction. It may take some time until the target Portfolio Construction is achieved (which may be up to six months) and before the Target Total Return can be expected to be achieved.

Distributions will be paid at the discretion of the Responsible Entity and may depend on a number of factors, including future earnings, capital requirements, financial conditions, future prospects and other factors that the Responsible Entity deems relevant. Distributions from each Trust may include pre-tax income and franked dividends, though it is not expected that material dividends would flow through the Passive Trust given that its investments are largely expected to consist of distributions on the CRE Debt Investments as a result of the Passive Trust's ultimate investments in REDF. The level of franking credits is not able to be forecasted at this time. Investors should consider their own circumstances and obtain advice to ascertain whether franking credits will be able to be used by them.

It is currently intended that the first distribution from the Passive Trust will be paid to Unitholders in early November 2024 and monthly thereafter.³¹ **Please refer to the Total Target Return assumptions in Section 4.4.2.**

The Fund may not always make, or have sufficient income to make, distributions. Please refer to Section 7 about risks relating to distributions. Neither Metrics nor the Responsible Entity guarantee or warrants the repayment of capital or the payment of distributions on the Unit Sets.

The Responsible Entity does not, at the date of this PDS intend to establish a Distribution Reinvestment Plan. Under the Constitutions, the Responsible Entity is able to establish a Distribution Reinvestment Plan and will provide details to Unitholders if, in the future, it determines to establish a Distribution Reinvestment Plan.

4.9 Valuation of Assets

The NAV of each Trust is calculated by deducting from the total value of the assets of the Trust, all liabilities of that Trust (which includes declared but unpaid distributions and dividends) calculated in accordance with the Australian Accounting Standards. The NAV per Unit Set is generally published monthly on the Fund's website at www.metrics.com.au/mre and lodged with the ASX. The valuation methods applied by the Responsible Entity to value each Trust's assets and liabilities must be consistent with the range of ordinary commercial practice for valuing them and represent its assessment of current market value.

The valuation of the instruments to which the Fund is exposed, being CRE private markets investments covering the entire capital structure from Senior Secured first registered mortgage Debt investments through to Equity investments, reflects that they are not generally available for sale.

CRE Equity assets are valued differently to Debt and hybrid instruments. The key risks for CRE Equity valuations are market, planning and delivery risk, whereas credit risk is the key risk applicable to CRE Debt valuations. Credit risk is assessed in terms of the probability that a borrower may default, the estimated level of utilisation of a Loan at default and the anticipated loss given a default has occurred. The NAV of the Fund is expected to be calculated monthly by deducting from the total value of the assets of each Trust all liabilities referable to that Trust, which includes declared but unpaid distributions.

³¹ This is a target only and may not be achieved, the actual portfolio construction of the Fund may be different to the target Portfolio Construction. It may take some time until the target Portfolio Construction is achieved (which may be up to six months) and before the Target Total Return can be expected to be achieved.

Loan assets held by REDF are held to maturity assets, generally held at cost with an individual assessment for any impairment. The REDF Wholesale Trustee engages an international accounting and professional services firm to provide an independent assessment of any impairment of the Loan assets held by the fund on an ongoing monthly basis.

CRE Equity assets are generally valued by an independent valuation firm from a panel of approved valuers. Market valuations are obtained on initial investment and are generally updated at least annually or where there has been a change in circumstances likely to have a material impact on the valuation. In respect of development assets, the valuation is adjusted in line with project progress to reflect the costs that have been incurred in progressing the development and achieving progress towards realising the valuation of the asset on completion. The value of the completed asset is supported by an 'on completion' market valuation issued by an independent valuation firm from a panel of valuers approved by Metrics. The 'on completion' valuation is also tested against actual sales revenues achieved prior to or during construction and project costs incurred during construction are assessed and reported to Metrics by independent Quantity Surveyors that oversee the assessment of progress claims.

There are inherent risks in the valuation of Private Credit (including CRE Debt Investments) and CRE Equity (including Co-investment Assets). As these assets are often illiquid without an established market, such valuations are inherently subjective.

Please refer to 'Valuation Risk' in Section 7.

4.10 Sub-Trusts

The Debt Sub-Trust and Equity Sub-Trust are newly formed open-ended unregistered unit trusts. As at the date of this PDS, the Sub-Trusts are not generally open to external investors (other than funds managed by Metrics or its Affiliates), although Metrics may establish one or more unlisted funds to act as feeder funds to a Sub-Trust. However, Metrics and the relevant Wholesale Trustee may in the future decide to allow external Wholesale Clients to invest in the Sub-Trusts.

The Fund will hold fully paid units in the Sub-Trusts however, the Sub-Trustee may issue fully or partly paid units or other investments in the future to other investors.

Each of the Sub-Trusts will invest in a manner to achieve its own investment objectives and policies set by the applicable Sub-Trustee. This will need to be consistent with the investment policy of each Trust. On an overall basis, the Fund's Investment Objective is intended to be satisfied by obtaining exposure to the Sub-Trusts' investments. This Investment Objective is to seek to provide monthly cash income, seek to preserve investor capital and manage investment risks while seeking to provide potential for upside gains through investments in private markets CRE investments covering the entire capital structure from Senior Secured first registered mortgage Debt investments through to Equity investments. **This is an objective only and may not be achieved.**

Metrics will seek to preserve investor capital, however it should be noted that investment in CRE Debt Investments and CRE Co-Investment Assets carries an inherent risk that the value of those investments will fluctuate up and down, which cannot always be successfully mitigated. The Sub-Trusts will invest in and alongside the respective Wholesale Funds which are managed by Metrics.

A high-level summary of the Sub-Trusts is set out below:

| TERM | DETAIL |
|------------------------------------|---|
| Structure | Unregistered open-ended unit trust. Units in the Sub-Trusts are generally issued at the NAV of the Sub-Trust plus any applicable transaction costs. |
| Target asset duration | <p>Debt Sub-Trust:</p> <ul style="list-style-type: none"> ▶ CRE Debt Investments with a Tenor to maturity of 1 to 2 years, although it may have longer Tenors of up to 10 years. <p>Equity Sub-Trust</p> <ul style="list-style-type: none"> ▶ CRE Co-Investment Assets with an expected horizon of 3 to 5 years, although it may have expected horizons of 2 to 10 years. |
| Portfolio Construction | <p>Subject to its investment policy and in order to achieve the Investment Strategy of the Fund, the Debt Sub-Trust may invest in:</p> <ul style="list-style-type: none"> ▶ units of REDF; and ▶ CRE Debt Investments and other assets as considered appropriate by Metrics to best achieve the Investment Objective. <p>Subject to its investment policy and in order to best achieve the Investment Strategy of the Fund, the Equity Sub-Trust may invest in:</p> <ul style="list-style-type: none"> ▶ units of MREPIIM; and ▶ CRE Co-Investment Assets and other assets as considered appropriate by Metrics to best achieve the Investment Objective. |
| Leverage | <p>The Debt Sub-Trust may borrow for purposes including:</p> <ul style="list-style-type: none"> ▶ to meet working capital requirements of the Debt Sub-Trust; and ▶ liquidity risk management. <p>It is expected that the Debt Sub-Trust will not have leverage in excess of 30% of the Debt Sub-Trust's GAV.</p> <p>It is not anticipated that the Equity Sub-Trust will incur any Debt.</p> |
| Distributions and Dividends | The Debt Sub-Trust is expected to distribute its net income to investors on a monthly basis consistent with the distribution profile of REDF. The income is largely expected to consist of interest. It is not expected that the Equity Sub-Trust will pay regular dividends. |

Investments

Metrics will be responsible for managing the investments of the Sub-Trusts.

Each Sub-Trust will invest primarily in, or alongside, the Wholesale Funds. For further information on how the Sub-Trusts will invest in the Wholesale Funds please refer to Sections 4.10 and 4.11. Each Sub-Trust Manager anticipates that the :

- ▶ Debt Sub-Trust's direct investments and investments in REDF will typically involve commitments of 1 – 3 years, but may have tenors of up to 10 years; and

- ▶ the Equity Sub-Trust's direct investments and indirect investments in MREPIIM will typically involve long term investments of 3 to 5 years, but may also include assets with longer investment holding periods of up to 10 years.

Accordingly, the ability of the Sub-Trusts to withdraw investments in the Wholesale Funds will be dependent on a number of factors, which include:

- ▶ the terms of the Wholesale Funds, which are discussed further in Section 4.11;
- ▶ the ability of the Wholesale Funds to liquidate their investments to pay any withdrawal of the Sub-Trusts and whether liquidating those investments is in the best interests of investors in those funds as a whole; and

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- ▶ the volume of other withdrawing investors in the Wholesale Funds.

In particular the Wholesale Trustees are not required to give effect to requests by unitholders to redeem their units or otherwise withdraw from the respective Wholesale Fund. Accordingly, it will not always be possible for the Sub-Trusts to withdraw from the Wholesale Funds.

The Sub-Trusts may invest directly in or alongside the Wholesale Funds in CRE Debt Investments and CRE Co-Investment Assets or other assets with other investors to the extent that the Sub-Trust Manager and the Sub-Trustee deem appropriate.

Subject to the Corporations Act and Listing Rules, the Sub-Trusts may also make investments in the Fund by acquiring Unit Sets in the Fund where Metrics believes it is financially beneficial (such as where, in each Sub-Trust Manager's view, Unit Sets are trading below their underlying value). It is not intended that the Debt Sub-Trust will acquire a controlling interest in the Fund.

Arrangements with investors in the Sub-Trusts or Wholesale Funds

Each Sub-Trustee and the trustee of a Wholesale Fund and Metrics may enter into arrangements with wholesale investors in that Sub-Trust or Wholesale Fund in certain circumstances to satisfy these wholesale investors' requirements (e.g. to satisfy regulatory requirements specific to the investor or in respect of redemptions, not having exposure to certain investments and the retirement of a Sub-Trustee or Sub-Trust Manager where they have acted wrongfully). This arrangement may differ from the terms on which the Fund invests in those funds.

Redemption from the Debt Sub-Trust

A Sub-Trustee will not be obliged to redeem the Fund's units in the Sub-Trust but may accept a redemption request at its absolute discretion. Neither the Sub-Trusts nor the Wholesale Funds are readily liquid and that is why redemptions from those funds are

limited. It is expected that the primary source of liquidity for Unitholders will be from secondary market trading of Units on the ASX.

If Metrics' appointment as manager of each Trust is terminated by ordinary resolution of Unitholders in a Trust, a Sub-Trustee may at its discretion compulsorily redeem the Fund's units in that Sub-Trust within three months of the resolution. The timing and funding of such redemptions will be dependent on a number of factors which are discussed above under 'Investments' and in Section 7. Where investments are required to be realised to fund redemptions, the redemption price may be derived from the actual sale proceeds from those assets rather than the Net Asset Value of the relevant fund at the time of the redemption. If such redemption does not occur in the three months, the Sub-Trustee must remove Metrics as manager of that Sub-Trust.

Voting

Each unitholder of a Sub-Trust is entitled to one vote on a show of hands and one vote, per dollar of the issue price of a unit, held on a poll.

Retirement of a Sub-Trustee

A Sub-Trustee may retire as trustee by giving 20 Business Days' notice (unless a shorter notice is agreed by unitholders) to unitholders in the applicable Sub-Trust.

A Sub-Trustee must also retire if directed to retire by the Sub-Trust Manager under certain circumstances, for example if the Sub-Trustee has breached a provision of the investment management agreement between the relevant Sub-Trustee and the Sub-Trust Manager (**Sub-Trust IMA**) and has failed to rectify it as required (in accordance with the relevant Sub-Trust IMA), where it is in liquidation or as required by relevant law. Unitholders of the Sub-Trust may, by special resolution (which requires a resolution passed at a meeting of all unitholders of that Sub-Trust by at least 85% of votes cast by unitholders entitled to vote), require a Sub-Trustee to retire.

Sub-Trustee Indemnity

Each Sub-Trustee is indemnified out of the property of the applicable Sub-Trust for any liability incurred by it, in its own capacity or through an agent, manager, adviser or delegate, in relation to the proper performance of any of its duties in respect of that Sub-Trust.

Please refer to Section 12 for further details on the above terms, agreements and investments of the Fund and Sub-Trusts.

Retirement or removal of the Sub-Trust Manager

Under the Sub-Trust investment management agreements, the Sub-Trust Manager may be terminated if Metrics is removed as manager of the Trust that invests in that Sub-Trust, where such Trust's units in the Sub-Trust are not redeemed. Other than where Metrics is removed as manager of the relevant Trust, the Sub-Trust Manager can only be removed as manager of a Sub-Trust in limited circumstances, such as (without limitation) where it has breached a provision of the Sub-Trust investment management agreement and has failed to rectify it as required (in accordance with the Sub-Trust investment management agreement), where it is in liquidation or as required by relevant law. The Sub-Trust Manager may retire on three months' notice to the Sub-Trustee or at any time in certain circumstances such as where the Sub-Trustee has breached a provision of the agreement and has failed to rectify it as required (in accordance with that agreement), where it is in liquidation or as required by relevant law.

4.11 Wholesale Funds

The Offer proceeds will initially be deployed indirectly into the Wholesale Funds.

Although the Sub-Trusts may make direct investments, as at the date of this PDS it is anticipated that the Fund's investment exposure will primarily be obtained by way of the Wholesale Funds.

The Sub-Trusts will invest directly into Wholesale Funds that are managed by Metrics. Generally, REDF invests in a portfolio of CRE Debt Investments and MREPIIM in CRE Co-Investment Assets. REDF may also invest in other financial instruments (including Equity) in certain situations, such as in the event a corporate restructuring or recapitalisation of a corporate borrower is required. For further information on how the Sub-Trusts will invest in the Wholesale Funds please refer to Section 12.4.

The following summarises the investment strategies and key details of the Wholesale Funds that are managed by Metrics.

As detailed in Section 12.4, the Fund via the Passive Trust will invest in the Debt Sub-Trust and via the Active Trust in the Equity Sub-Trust and in turn:

- ▶ the Debt Sub-Trust will invest in REDF; and
- ▶ the Equity Sub-Trust will invest in MREPIIM.

The Passive Trust will not invest in the Equity Sub-Trust or in MREPIIM.

The Investment Strategy of the Fund provides Metrics with discretion, subject to any requirement to obtain Unitholder approval under the Listing Rules, to determine the allocation of capital into the underlying Sub-Trusts and Wholesale Funds to provide Metrics with investment flexibility considered necessary to achieve the Investment Objective. It is possible that the composition of the investment portfolio may change over time (for example in composition of asset class or concentration of portfolio in particular CRE Debt Investments or CRE Co-Investment Assets) if deemed appropriate by Metrics according to how it believes the Investment Objective can best be achieved.

It is expected that following the completion of the Offer the Fund's capital will initially be invested as follows:

- ▶ 50% to the Passive Trust; and
- ▶ 50% to the Active Trust.

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These proportions may change from time to time as determined by Metrics according to how it believes the Investment Objective can best be achieved and the capital requirements for each of the investment objectives in each of the Passive Trust and Active Trust.

Capital may be reallocated from one Trust to another Trust in accordance with the Constitutions.

The Fund may not be successful in achieving its Investment Objective. **Neither the Responsible Entity nor Metrics guarantees the satisfaction of the Fund's Investment Objective and the successful implementation of the Investment Strategy.**

Please refer to Section 7 for details of risks relating to the Wholesale Funds.

For more information on the terms and ways in which the Sub-Trusts will invest in the Wholesale Funds please refer to Section 12.4.

Summary of terms of the Wholesale Funds

The following summary of units in the Wholesale Funds are provided given the Sub-Trusts will invest in units in the Wholesale Funds.

Wholesale Fund Manager directions

REDF

The trust deed of REDF provides that the REDF Wholesale Trustee must only act (or refrain from taking actions) with respect to REDF on the direction of the Wholesale Fund Manager other than in certain circumstances, such as where this would result in a breach of the trust deed, a breach of the REDF Wholesale Trustee's duties as trustee of REDF or where this would, in its reasonable opinion, be contrary to law.

MREPIIM

Under the investment management agreement of MREPIIM, the MREPIIM Wholesale Trustee is required to obtain a recommendation from the Wholesale Fund Manager in respect of any matter concerning MREPIIM in respect of which the Wholesale Fund Manager is required to provide services, other than in certain circumstances, for example if otherwise the MREPIIM Wholesale Trustee would, in its reasonable opinion be in breach of trust or an applicable law. The MREPIIM Wholesale Trustee is not required to follow the Wholesale Fund Manager's recommendations.

Fees from borrowers and investees

The Wholesale Fund Managers are entitled, under the trust deeds of the Wholesale Funds to retain certain fees and benefits paid to them by borrowers or other investees as the case may be. With respect to REDF, the Wholesale Fund Manager is entitled to retain up to 50% of the establishment fees paid to it by borrowers in connection with REDF providing a Loan to that borrower. For MREPIIM, where an investee pays to the Wholesale Fund Manager (or its associates or affiliate) fees in respect of services provided to that investee, these amounts may be retained by that person.

Issue of units

Units in the Wholesale Funds are generally issued at the NAV for the Wholesale Fund, plus any applicable transaction costs.

Redemptions

It is expected that the primary source of liquidity for Unitholders is via secondary market trading of the Units on the ASX.

REDF

Redemptions in REDF are not available in the ordinary course. Liquidity from REDF (by the Debt Sub-Trust and other investors) is usually only available using a 'run-off' mechanism. Under this mechanism a REDF investor seeking liquidity may give the REDF Wholesale Trustee a 'run-off' request. If accepted the REDF Wholesale Trustee will attribute to that investor a pro rata portion of the assets of the REDF portfolio as at that date. The REDF Wholesale Trustee will pay to the investor its share of the realisation or repayment of investments (less fees and costs) as they mature or are sold and that investor's units will be correspondingly reduced. That investor will still be entitled to its pro rata share of distributable income. In certain circumstances, the REDF Wholesale Trustee may, if the assets are taking a long time to mature or realise, retire that investor from REDF and the investor in question will be a creditor of REDF to the value of its pro rata share of the relevant assets. Run-off redemption requests are allowed at any time which may be accepted by the REDF Wholesale Trustee in its absolute discretion.

MREPIIM

Investors in MREPIIM are unable to apply to redeem a unit or put a unit into run-off until the expiry of 24 months from the date the investor acquired that unit (**Lock-up**). The MREPIIM Wholesale Trustee may waive the Lock-Up applicable to any unit at its discretion. Subject to Lock-Up, investors may apply to redeem from MREPIIM at the end of each financial year (**Redemption Date**), provided the request is received by 4:00pm (Sydney time) 180 days prior to the proposed Redemption Date or at such other times determined by MREP in its discretion. Unless otherwise determined by the MREPIIM Wholesale Trustee, in respect of each financial year, an investor's redemptions will be limited to 5% of an investor's committed capital per financial year with total MREPIIM redemptions limited to 5% of the MREPIIM Net Trust Value (each, a **Redemption Cap**). The MREPIIM Wholesale Trustee may accept redemption requests in excess of a Redemption Cap at its discretion.

Subject to Lock-up, investors may request units in MREPIIM to be placed into run-off by providing the MREPIIM Wholesale Trustee 180 days' notice of its intention to have such units put into run-off at the next Redemption Date in accordance with the trust deed of MREPIIM. The MREPIIM Wholesale Trustee may accept or reject a redemption request or run-off request (in whole or in part) in its absolute discretion. The run-off mechanism in MREPIIM is similar to that of REDF described above.

Following completion of the Offer, the Equity Sub-Trust will hold close to 100% of MREPIIM's issued capital.

Retirement of Metrics as manager of the Wholesale Funds

Metrics acts as the manager of the Wholesale Funds.

In respect of REDF and MREPIIM, Metrics as manager may retire upon 90 days' notice if unitholders approve the retirement by special resolution. Metrics as manager may be forced to retire if directed to retire by ordinary resolution of unitholders in certain circumstances (e.g. insolvency, if required by law or due to wilful misconduct, fraud or negligence, an un-remedied breach of an investment document or if a key person has acted with fraud, dishonesty or wilful misconduct in connection with the relevant Wholesale Fund).

Retirement of a Wholesale Trustee

REDF

The REDF Wholesale Trustee may retire on 90 days' notice to REDF's unitholders and can be required to retire by ordinary resolution of REDF's unitholders in certain circumstances (e.g. where it is insolvent or has acted with dishonesty, fraudulently, negligently or with wilful misconduct). In addition, the REDF Wholesale Trustee may be required to retire by the Wholesale Fund Manager or by ordinary resolution for no cause.

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MREPIIM

The MREPIIM Wholesale Trustee may retire on 90 days' notice to MREPIIM's unitholders, or a shorter period if the replacement trustee is to be a related party of MREP or the MREPIIM Wholesale Trustee. MREPIIM's unitholders may remove the MREPIIM Wholesale Trustee by ordinary resolution in certain circumstances (e.g. where it is insolvent or has acted with dishonesty, fraudulently, negligently or with wilful misconduct).

Wholesale Fund Termination

REDF and MREPIIM may be terminated by the applicable Wholesale Trustee with approval of unitholders by special resolution.

Voting

Each unitholder in REDF and MREPIIM has one vote for each dollar of paid up value of a unit in the relevant fund on a resolution.

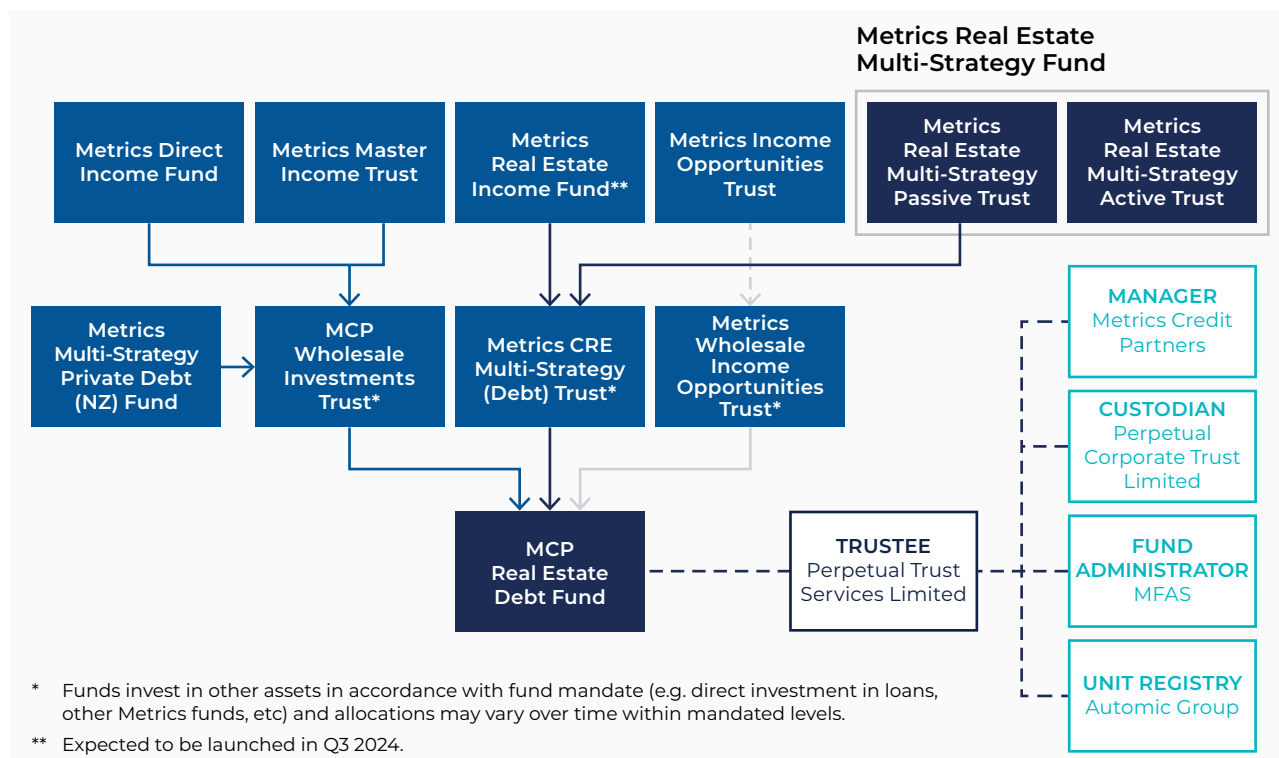
Trustee Indemnity

In respect of REDF and MREPIIM, the applicable Wholesale Trustee is entitled to be indemnified out of the property of the relevant fund for any loss incurred by it, excluding overheads, in performing any of its duties or exercising any of its powers in relation to the relevant fund or attempting to do so.

MCP Real Estate Debt Fund (REDF)

REDF commenced operations in October 2017 and seeks to provide direct exposure to a portfolio of Australian CRE Debt investments providing investors with risk-adjusted returns.

REDF is an Australian domiciled, unregistered open-ended unit trust. Perpetual Trust Services Limited ABN 48 000 142 049 is the Wholesale Trustee and Perpetual Corporate Trust Limited ABN 99 000 341 533 is the Custodian. The Wholesale Trustee and Custodian are 100% owned subsidiaries of publicly listed Perpetual. Automic is the Unit Registry and MFAS is the Administrator.



REDF invests in a portfolio of CRE Debt Investments. REDF offers investors direct exposure to Australia's bank dominated CRE Loan market by investing in Loans to Australian CRE borrowers including office, retail, industrial, residential development and specialised real estate assets (hotels, healthcare, etc).

CRE lending offers risk-adjusted returns and an investment in REDF provides an opportunity to access this significant market and to diversify existing investment portfolios. The aim of REDF is to:

- ▶ provide direct exposure to a portfolio of CRE Debt Investments;
- ▶ provide investors with access to the management skill and market experience of Metrics thereby ensuring investors benefit from a strong, pro-active risk management culture focussed on investor capital preservation;
- ▶ provide investors with the benefits of scale in terms of portfolio construction;
- ▶ provide its investors with access to a large Loan portfolio with low average single counterparty exposures;
- ▶ generate higher returns for investors as a result of the active management and direct asset origination capability of Metrics;
- ▶ provide investors access to underlying Floating Interest Rate Debt instruments generating coupon returns; and
- ▶ provide an investment alternative to direct property Equity investment.

REDF is managed by Metrics whose Investment Team have the skills and experience to pursue market opportunities, drive returns, undertake detailed credit analysis, and actively manage portfolio risks to deliver outperformance. Metrics may not always be successful in delivering these outcomes for REDF.

Metrics believes that REDF represents a low cost means of gaining a scaled and diversified exposure to the Australian CRE Loan market.

REDF's investment strategy

REDF seeks to attain its investment objective by investing directly, mainly in Australian CRE Loans however its investment mandate allows REDF to hold and invest in other financial instruments (including Equity) in certain situations, for example restructures or recapitalisations where necessary to protect its investors' capital (such as where Equity is taken in a borrower following a default). It is not intended for REDF to invest in non-performing or distressed Loans, however REDF may be an active participant in restructuring and recapitalisation arrangements. As at the date of this PDS, REDF's investments are comprised of Loans and cash.

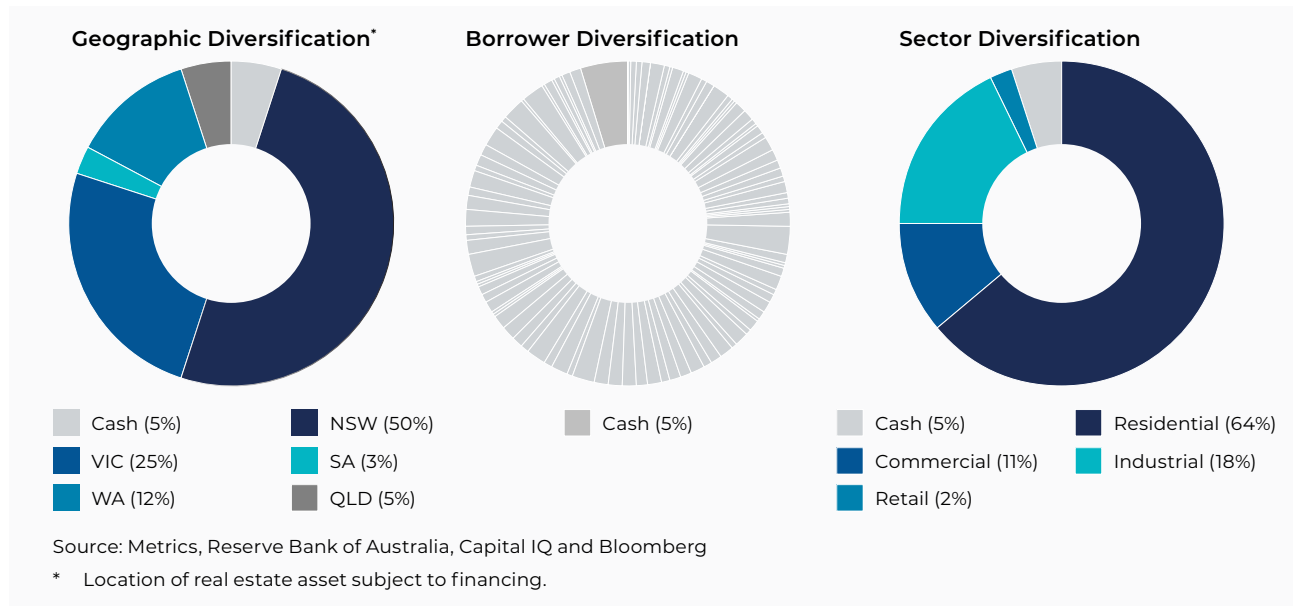
REDF, as part of its investment strategy, may lend to borrowers in respect of which MREPIIM has an interest where Metrics (as manager of REDF) is of the view that such investment is likely to achieve REDF's investment objectives. This means that Unitholders may have increased exposure to a borrower, through REDF and through an indirect Equity or CRE Co-Investment Asset held by MREPIIM. In the event that this borrower is affected by adverse events, this means that Unitholders will have a magnified exposure to such risk, through the Active Trust as well as the Passive Trust. **Please refer to Section 7 and 13.5.1 for more information.**

Portfolio Construction

REDF's portfolio as at 31 July 2024 included 106 individual Loan assets with a weighted average duration of 0.9 years

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Fund Construction



The following is a non-exhaustive summary of the terms of REDF.

| TERM | DETAIL |
|-------------------------------|--|
| Structure | Unregistered open-ended unit trust. |
| Manager | Metrics Credit Partners Pty Ltd AFSL 416 146. |
| Investment Objective | To actively invest in and manage a diversified portfolio of Australian CRE Debt Investments providing investors with superior risk adjusted returns. Metrics is an active investor and seeks to originate transaction opportunities and actively manage portfolio risks seeking to balance delivery of the REDF Hurdle return while seeking to preserve investor capital. |
| Asset duration | REDF will invest in Loans with a Tenor to maturity of 6 months to 10 years and typically 1 to 3 years. |
| Benchmark | 90-day BBSW (Bloomberg: BBSW3M). |
| Portfolio Construction | Diversified investments broadly reflecting the types of lending activity in Australia's commercial real estate Debt market, diversified by borrower, project, sector, geography, stage of development and position in the capital structure. As at July 2024, REDF held a portfolio of 106 individual Loan assets although this could vary over time. This will be detailed in the monthly market performance and asset commentary reporting. |
| Leverage | REDF may borrow (up to 50% of the GAV of REDF) for purposes including: <ul style="list-style-type: none"> ▶ to enable REDF to undertake its investment activities; ▶ to enable REDF to participate in construction and revolving credit facilities; and ▶ to meet the working capital requirements of REDF. As at the date of this PDS, REDF has a A\$525 million revolving committed credit facility provided by a syndicate of banks and has been assigned an A- issuer credit rating by S&P. Leverage is used by REDF to ensure that REDF is fully committed and can fund all drawn and un-drawn Loan commitments made to borrowers. It is not intended that leverage will be used by REDF for the purposes of amplifying investment exposure or gains. As at the date of this PDS, REDF has no net leverage which means the amount of cash held on balance sheet exceeds the amount of Debt drawn under the REDF revolving Debt facility. |

| TERM | DETAIL |
|---|--|
| Redemptions | <p>CRE Debt is an illiquid asset class and the current weighted average maturity of REDF's portfolio is 0.9 years. Investors in REDF may obtain liquidity by requesting the REDF Wholesale Trustee to have their units put into run-off, which means the redemptions will be paid from the redeeming unitholder's share of the proceeds received by the REDF Wholesale Trustee from the realisation or repayment of investments (less fees and costs) held by REDF. This means that the ability of the Debt Sub-Trust (and accordingly the Fund) to exit its investment in REDF is limited and is subject to delays, based on the time it may take for the applicable assets of REDF to be sold or achieve maturity. However, it is expected that the primary source of liquidity for Unitholders will be from secondary market trading of Units on the ASX. The redeeming unitholder will still be entitled to their pro rata share of distributable income in respect of their remaining interest in REDF as it runs-off.</p> <p>The REDF Wholesale Trustee may in its absolute discretion accept or reject a run-off request or elect to redeem units subject to a run-off request in whole or in part. This means that there is no guarantee that the Sub-Trust will be able to withdraw all or a part of its investment in REDF at a particular time.</p> <p>The REDF Wholesale Trustee may, in its absolute discretion, offer investors in REDF to redeem their units from time to time or apply what it considers to be excess cash of REDF to redeem a pro rata portion of each REDF investor's units.</p> |
| Distributions | <p>Net income, subject to the REDF Wholesale Trustee's discretion to set different distribution periods, will generally be distributed to investors in REDF on a monthly basis. Capital proceeds received by REDF as a result of its investment activities will be reinvested (unless the units are subject to portfolio run-off). Distributions may be reinvested into new Units.</p> |
| Fees & Expenses (excluding GST) | |
| Base Management Fee (payable to the Wholesale Fund Manager) | <p>0.205% per annum (inclusive of GST and net of RITCs) on the GAV of REDF (excluding undrawn Loan commitments of REDF), calculated and accrued daily, and payable monthly in arrears.</p> <p>As Metrics is also the manager of REDF, it is additionally entitled to receive management fees pursuant to the terms of the REDF trust deed and management agreement. These fees are generally payable out of the assets of REDF.</p> <p>However, Metrics has agreed that, for such time as Metrics is the manager of the Fund, any management fees paid to Metrics out of the assets of REDF which are referable to the Fund's assets will be rebated back to the Fund.</p> |
| REDF Performance Fee (payable to the Wholesale Fund Manager) | <p>Metrics as manager of REDF will be entitled to a performance related fee pursuant to the terms of REDF's trust deed and management agreement.</p> <p>The REDF Performance Fee is an amount equal to 15% of the difference between the return on each unit in REDF and the REDF Hurdle.</p> <p>Metrics has agreed that, for such time as Metrics is the manager of each Trust, any REDF Performance Fees paid to Metrics out of the assets of REDF which are referable to the Fund's assets will be rebated to the Fund.</p> |
| Wholesale Trustee and Custodian Fee | <p>The REDF Wholesale Trustee, Custodian, Administrator and Unit Registry fees in respect of REDF are calculated and accrue daily, paid monthly and reflected in the daily unit price.</p> |
| Administrative & Investment Expenses | <p>Third party service provider, investment costs and other liabilities as incurred by REDF.</p> |

The following applies with respect to REDF as at 31 July 2024:

- ▶ Metrics as manager of REDF is in the process of enforcing REDF's Security position in respect of 3 assets in the REDF portfolio which represent 2.21% of REDF's AUM. This involves the appointment of a receiver to undertake a sale process to recover the amounts owing (including penalty interest and fees) under the Loan assets. In connection with the enforcement, Metrics has obtained updated independent market valuations of the Secured properties to support the enforcement action. Metrics is aware of bids equal to or greater than the outstanding Debt amount (plus costs) and as such expects to see each exposure cleared without loss. However, binding contracts of sale have not yet been exchanged;
- ▶ The weighted average Loan-to-Value ratio of Loans held by REDF is approximately 66%;
- ▶ 3 Loans held by REDF have interest payments in arrears for between 30-90 days (there is no default on the principal amount owing), this represents 0.71% of REDF's assets under management; and
- ▶ there are 2 assets in the REDF portfolio representing approximately 1.6% of REDF's assets under management where REDF provides Debt finance to a project in which MREPIIM holds an Equity interest. Other funds managed by Metrics also provide Debt finance to projects in which MREPIIM holds an Equity interest. **Please refer to "multiple exposures risk" in Section 7.**

The returns below reflect the net returns of REDF achieved by investors in REDF.

Past performance is not a reliable indicator of future performance. The returns below relate only to REDF, and are not indicative of the returns of the Fund, they are provided for information purposes only. An investment in the Fund involves fees and costs that are not present in REDF and accordingly, if the Fund had invested in REDF since inception, the returns to Unitholders from the Passive Trust would be lower than those set out below. All investments, including an investment in REDF, are subject to risk. Please refer to Section 7 for information about risks applicable to REDF.

Chart 8: MCP Real Estate Debt Fund historical net returns³²

| | 1 MTH | 3 MTH | 1 YR | 3 YR | 5 YR | INCEP (OCT' 2017) |
|---------------------|-------|-------|-------|------|------|----------------------|
| Net Return (%)* | 0.90 | 2.70 | 11.71 | 9.63 | 8.63 | 8.62 |
| 3M BBSW (%)** | 0.38 | 1.11 | 4.41 | 2.76 | 1.78 | 1.80 |
| Spread (%)**** | 0.52 | 1.59 | 7.30 | 6.87 | 6.85 | 6.82 |
| Distribution*** (%) | 0.87 | 2.67 | 11.73 | 9.69 | 8.71 | 8.61 |

* REDF's returns are based on net income distributions.

** BBSW is referenced on the basis that REDF's performance fee criteria is based on REDF's return achieving BBSW + 500bps (net). This table is not intended to compare the performance of REDF to the BBSW rate or to other investments that seek to track or deliver BBSW. In particular, investments of REDF and the Fund include fees, costs and risks that are not present in such products.

*** Distributions are dependent on the receipt of income by REDF from its Loans and are not guaranteed. In the event borrowers default on their Loans, REDF will be less likely to pay distributions, which will reduce the distributions for Unitholders.

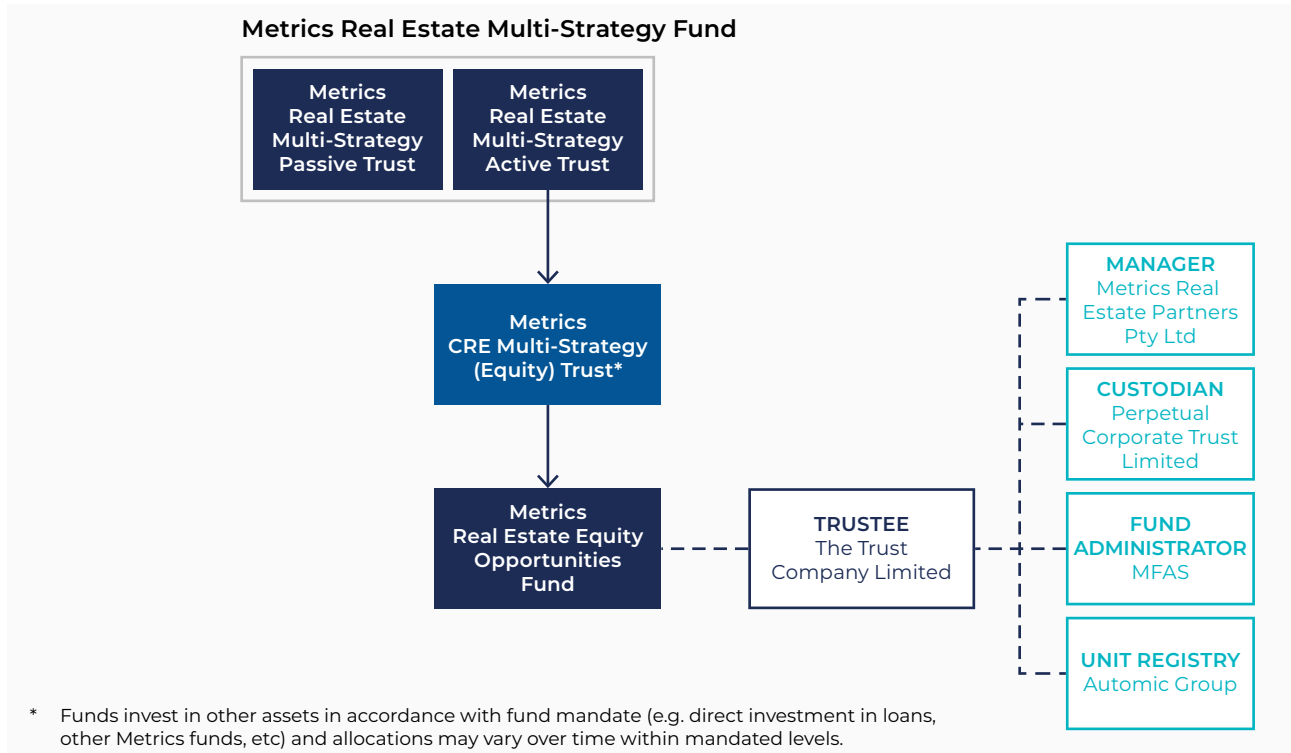
**** Spread refers to the excess return achieved above the REDF benchmark of 90 Day BBSW.

³² Annualised where greater than 12 months, inception 9 October 2017. Distribution reinvested option, net total return to investor after the deduction of all investment management fees, expenses and GST. Net return does not incorporate management and performance fee rebates that would be payable to the Fund and as such actual individual investor returns will differ from fund.

Metrics Real Estate Equity Opportunities Fund (MREPIIM)

Established in July 2023, MREPIIM seeks to provide exposure to private markets CRE Equity investments across Australia, New Zealand and Developed Asia.

MREPIIM is an Australian domiciled, unregistered open-ended unit trust. The Trust Company Limited (ACN 004 027 749) is the trustee for MREPIIM and Perpetual Corporate Trust Limited (ABN 99 000 341 533) is the Custodian of MREPIIM. Both the MREPIIM Wholesale Trustee and Custodian are 100% owned subsidiaries of ASX listed Perpetual. Automic is the Unit Registry and MFAS is the Administrator of MREPIIM.



MREPIIM seeks to invest in private CRE investment assets via a variety of instruments, including Ordinary Equity, Preferred Equity, and Debt. This will typically be done as a co-investor, lender and/or joint venture partner.

CRE Co-Investment Assets refer to a range of ordinary Equity, Preferred Equity, or Debt instruments used to effectively partner with CRE businesses to fund CRE development projects and investments. Refer to Section 3.4.3 for more information.

MREPIIM may invest in REDF from time to time. Whilst it has this ability, this is not expected to be part of MREPIIM's core strategy and in general MREPIIM will do so in limited circumstances, such as where MREPIIM is holding excess cash.

MREPIIM is designed to be an accessible means for investors to capitalise on this market opportunity and to enable investment in a directly originated, actively managed portfolio of CRE Co-Investment Assets. **As at the date of this PDS, it is likely that the Equity Sub-Trust will, following completion of the Offer, hold close to 100% of the issued units in MREPIIM, whilst this may change, at the date of this PDS it is not anticipated that additional investors will hold units in MREPIIM. Accordingly, there will be limited opportunities for new capital to be invested into MREPIIM other than by the Fund (through the Active Trust's investment in the Equity Sub-Trust and its indirect exposure to MREPIIM).**

Metrics Real Estate Multi-Strategy Fund

The following is a non-exhaustive summary of the terms of MREPIIM:

| TERM | DETAIL |
|-------------------------------|--|
| Structure | Unregistered open-ended unit trust. |
| Manager | Metrics Real Estate Partners Pty Ltd ABN 69 649 136 970 (MREP), a corporate authorised representative (representative number 001292316) of Metrics. MREP will manage the day-to-day activities of MREPIIM. |
| Investment Objective | MREPIIM's objective is to deliver a pre-tax target IRR of 15% net of fees and costs and provide annual cash income and profit when available whilst preserving investor capital by managing investment risks. This is a target only, and MREPIIM may not achieve this return or its investment objective. |
| Asset duration | The fund will invest in Ordinary Equity, Preferred Equity or Debt with an expected maturity horizon of up to 2 to 10 years, although typically 3 to 5 years. |
| Portfolio Construction | MREPIIM invests in Australia, New Zealand and Developed Asia, and intends to primarily invest, directly or indirectly, in: <ul style="list-style-type: none"> ▶ real estate assets including but not limited to industrial, retail, residential, office, hotels; and ▶ REDF. Investments will be made by a variety of instruments including Ordinary Equity, Preferred Equity and Debt. Investors in MREPIIM will receive the benefit of income and profit generated by MREPIIM's investments through distributions paid to investors. Refer to Section 3.4.3 for further information on investments in CRE Co-Investment Assets. |
| Leverage | MREPIIM may incur Debt from time to time for purposes including: <ul style="list-style-type: none"> ▶ to meet the working capital and liquidity requirements of MREPIIM; ▶ to enable MREPIIM to undertake its investment activities; and ▶ to bridge to future Equity capital calls and raisings. MREPIIM has obtained a fund facility to enable it to make its existing investments. The fund facility was provided by other funds managed by Metrics. Assuming the Target Subscription is achieved, it is estimated that the net drawn leverage of MREPIIM will be approximately 34% of its GAV, though this may be greater if the Target Subscription is not achieved. |
| Lock-up | An investor in MREPIIM is unable to apply to redeem a unit or put a unit into run-off until the expiry of 24 months from the date the investor acquired that unit (Lock-up). The Lock-up is reflective of the illiquid Equity positions held by MREPIIM, typically having a 3-5 year investment period. It is expected that the primary source of liquidity for Unitholders will be from secondary market trading of Units on the ASX. The MREPIIM Wholesale Trustee may waive the Lock-Up applicable to any Unit at its discretion. |

| TERM | DETAIL |
|----------------------|--|
| Redemptions | <p>Subject to Lock-Up applying, investors may apply to redeem from MREPIIM or have some or all of their units placed into run-off in accordance with the trust deed at the end of each financial year (Redemption Date), provided the request is received by 4:00pm (Sydney time) 180 days prior to the proposed Redemption Date or at such other times determined by Metrics in its discretion.</p> <ul style="list-style-type: none"> ▶ The MREPIIM Wholesale Trustee may accept or reject a redemption request or run-off request (in whole or in part) in its absolute discretion. ▶ Unless otherwise determined by the MREPIIM Wholesale Trustee, in respect of each financial year, an investor's redemptions will be limited to 5% of an investor's committed capital per financial year with total MREPIIM redemptions limited to 5% per financial year of the Net Asset Value of MREPIIM (each, a Redemption Cap). For the avoidance of doubt, each Redemption Cap is calculated as at the end of each financial year. The MREPIIM Wholesale Trustee may accept redemption requests in excess of a Redemption Cap at its discretion. ▶ Redemption requests accepted by the MREPIIM Wholesale Trustee will be paid out where MREPIIM has sufficient available cash or liquidity and the MREPIIM Wholesale Trustee and Metrics believes it is in the interests of investors as a whole. Redemption requests will be paid out pro rata. ▶ Where MREPIIM is illiquid or redemption requests are in excess of the Redemption Cap, the MREPIIM Wholesale Trustee may, in its absolute discretion: <ul style="list-style-type: none"> – cancel all, or a portion of, such redemption requests; or – place the investors' units the subject of the request in run-off. ▶ Investors still wishing to redeem from MREPIIM where their request was cancelled must re-submit a redemption request for another financial year. ▶ Investors with units in run-off will not be required to make any further capital contributions in respect of those units except to fund their share of any expenses or fees in connection with the run-off investments or otherwise payable to the MREPIIM Wholesale Trustee or MREP in respect of the units that are subject to run-off. ▶ A requested partial redemption request or run-off request which would cause the investor's investment to fall below the minimum holding amount (applicable to MREPIIM) will be deemed a redemption request or run-off request (as applicable to any unit at its discretion.) in respect of that investor's entire investment. |
| Distributions | <p>Net distributable income (if any) will be distributed annually and at such other times as determined by the MREPIIM Wholesale Trustee in its absolute discretion.</p> <p>Distributions will be made pro rata to the number of units held by each investor in MREPIIM.</p> <p>Following investment by the Equity Sub-Trust, MREPIIM is likely to be a public trading trust for taxation purposes and will therefore be subject to tax as if it were a company. The distributions will be made out of after-tax proceeds and may be franked with Australian imputation credits.</p> |
| Reinvestment | <p>The MREPIIM Wholesale Trustee may only re-invest proceeds from the realisation of an investment in respect of units that are not in run off.</p> |

Metrics Real Estate Multi-Strategy Fund

| TERM | DETAIL |
|--|---|
| Fees & Expenses (excluding GST) | |
| Base Management Fee (payable to the Wholesale Fund Manager) | MREP is entitled (as manager of MREPIIM) to a management fee of A\$10.25 per annum (inclusive of GST excluding RITC). |
| Asset Transaction Fee (payable to the Wholesale Fund Manager) | Metrics is entitled to be paid 0.50% (plus GST) of the total capital committed by the MREPIIM Wholesale Trustee in respect of an investment of MREPIIM, which is payable on the date of initial funding in respect of such investment (Asset Transaction Fee). The Asset Transaction Fee on the seed portfolio has been waived by Metrics. For subsequent investments, the Asset Transaction Fee will be payable on the date of initial funding in respect of that particular investment of MREPIIM, and is a cost of MREPIIM. |
| MREPIIM Performance Fee (payable to the Wholesale Fund Manager) | No performance related fees will be payable out of MREPIIM. |
| Wholesale Trustee and Custodian Fee | The MREPIIM Wholesale Trustee, Custodian, Administrator and Unit Registry fees in respect of MREPIIM are calculated monthly, paid monthly and reflected in the monthly unit price. |
| Administrative & Investment Expenses | <p>Third party service provider, investment costs and other liabilities as incurred by MREPIIM.</p> <p>A number of these expenses are fixed, resulting in fee rates that decline as the capital invested in MREPIIM increases.</p> |

The Fund, via its exposure to MREPIIM will obtain exposure to the following CRE development projects and developments where such exposure is obtained through one or more CRE Co-Investment Assets, these include a combination of Ordinary Equity, Preferred Equity and Equity-like investments. Please refer to Section 3.4.3 for more information. **Any forecast returns are the current expectation of Metrics; however the returns may not be realised. No person guarantees any return out of the Trusts, Sub-Trusts or any Wholesale Fund. The forecast returns are based on certain assumptions and contingencies that may not be accurate at all times. Please refer to the notes below this table for more information.**

| ASSET | LOCATION | INVESTMENT DESCRIPTION | DATE COMMITTED | FORECAST COMPLETION DATE | PROPORTION OF FUND PORTFOLIO* | FORECAST PROJECT IRR** | PROJECT STATUS | KEY RISKS | LVR (COVE-NANT)*** | VALUATION**** | DATE OF VALUATION | COST CONTINGENCIES | TIME CONTINGENCIES |
|--------------|----------------------|---|----------------|--------------------------|-------------------------------|------------------------|--------------------|--|--------------------|---------------|----------------------|--------------------|--------------------|
| 1 | Melbourne Metro, VIC | ~4 superlots land Subdivision | Jul 2023 | 2027 | 5.9% | > 10% | Planning | Planning Environmental Sales & marketing | 70.0% | A\$55m | Mar 2023 | 5.0% | 2 mths |
| 2 | Melbourne Metro, VIC | ~350 apartment development | Jan 2024 | 2029 | 15.1% | > 20% | Planning | Planning Sales & marketing | 55.0% | A\$85m | Oct 2023 | 5.0% | 2 mths |
| 3 | Gold Coast, QLD | ~80 strata unit industrial development | Mar 2024 | 2027 | 3.4% | > 30% | Under Construction | Sales & marketing Development | 70.0% | A\$27m | Apr 2024 | 5.0% | 2 mths |
| 4 | Brisbane Metro, QLD | 85ha Industrial subdivision | Feb 2024 | 2027 | 5.3% | > 50% | Under Construction | Environmental Sales & marketing Development | 52.5% | A\$70m | May 2024 | 10.0% | 6 mths |
| 5 | Sydney Metro, NSW | residential mixed use site rezoning | Oct 2023 | 2029 | 15.2% | > 15% | Planning | Rezoning & Planning Leasing Development | 53.0% | A\$132m | Jun 2023 | 5.0% | 2 mths |
| 6 | Sydney Metro, NSW | ~238 apartment development | Oct 2023 | 2027 | 15.9% | > 15% | Planning | Planning Sales & Marketing Environmental | 50.0% | A\$144m | Jun 2023 | 5.0% | 2 mths |
| 7 | Sydney West, NSW | ~170 apartment development | Dec 2023 | 2026 | 5.9% | > 20% | Pre-Construction | Planning (Revised scheme) | 70.0% | A\$21m | Aug 2023 | 5.0% | 2 mths |
| 8 | Sydney West, NSW | ~1,500 residential land lot subdivision | Apr 2024 | 2028 | 23.4% | > 25% | Under Construction | Program Environmental Sales & marketing | 65.0% | A\$208m | Aug 2023 to Jun 2024 | 5.0% | 2 mths |
| 9 | Sydney Metro, NSW | ~374 apartment development | Aug 2024 | 2027 | 9.9% | >20% | Planning | Sales & Marketing Construction Environmental | 81.9% | A\$90m | May 2024 | 5.0% | 2 mths |
| Total | | | | | 100% | > 20% | | | 61% | | | | |

Notes:

* Based on MREPIIM commitment.

** Forecast Project IRR is at the project level based on MREPIIM's investment, excluding tax and fund level fees and costs (including management fees, performance fees and finance costs). The project budgets upon which the forecast IRRs are calculated include contingencies for construction costs, program holding and finance costs. Therefore, if the project cost budget or program changes, the forecast returns will also change. The forecast returns reflect all known information available to Metrics as at the date of this PDS.

*** Covenant Loan-to-Value ratios are based on the facility limit of all Debt which ranks ahead of the MREPIIM investment in the capital structure (i.e. drawn Debt plus undrawn available Debt) divided by the most recent valuation of the underlying property.

**** The valuation is based on the most recently obtained valuation and are expressed to be on an as-is market valuation basis (excluding GST).

MREPIIM's exposure to the above projects and developments are structured as Equity or Preferred Equity with their own individually negotiated terms including (without limitation) repayment waterfalls, preferred coupons, profit share arrangements. In all cases, the investment will rank behind any Senior or junior Debt in the capital structure. This means that MREPIIM

will not receive its return on investment until after any Debt holders have been paid the interest and principal under those arrangements. In the event of a winding up of any of the above investments, the amount payable to MREPIIM will be limited to the available cash after Debt holders have been repaid any monies owing to them.

The projects set out above are subject to risks, including development risk. **Please refer to the risk summaries in Section 7 for more information.**

In connection with the investment of the Offer proceeds into MREPIIM, by the Equity Sub-Trust, certain duty liabilities will arise. In particular, the indirect acquisition of the MREPIIM assets by the Equity Sub-Trust will give rise to landholder duty in New South Wales and Victoria, and trust acquisition duty in Queensland. The duty in this instance is a one-off expense and only applies to the assets seeded in MREPIIM prior to the injection of capital from the Equity Sub-Trust. The Equity Sub-Trust will recognise the investment in MREPIIM in accordance with fair value through profit or loss, and as such the transaction costs attached to this transaction are to be immediately expensed. However, based on the current asset valuations for the above assets there is a valuation uplift accrued on the seed portfolio that will offset the impact of the cost of the duty referable to the Fund's investment in the Equity Sub-Trust.

Metrics Real Estate Multi-Strategy Fund

Asset 1

| | |
|--|---|
| Location | Melbourne Metro, Vic |
| Sector | Mixed-Use |
| JV Partner | Experienced private developer |
| Status | Awaiting formal planning approval from authorities |
| Proportion of MREPIIM's Portfolio | 5.9% |
| Forecast Project IRR | > 10% ³³ |
| Date Committed | July 2023 |
| Forecast Completion date | 2027 – may extend beyond this date subject to final approvals being provided. ³⁴ |
| Project Description | <ul style="list-style-type: none"> ▶ Strategy is to seek approval for a high density mixed used precinct with Residential, BTR, Hotel and Commercial uses and subdivide the Property into 4 superlots. ▶ Opportunity to develop the DA-approved sites once subdivision works are completed or alternately exit by selling superlots lots as individual development sites. ▶ JV Partner is an experienced and well-regarded private developer with a track record in delivering projects across multiple asset classes since 2006. |
| Key Risks | <p>Planning</p> <ul style="list-style-type: none"> ▶ The property was purchased without DA however prior to purchase the developer had advanced discussions with Council and approval authorities. <p>Sales</p> <ul style="list-style-type: none"> ▶ The land values are supported by other DA-approved sales in the local area. Marketability will be significant given expected DA approved and subdivision works completed prior to sale. <p>Construction</p> <ul style="list-style-type: none"> ▶ Capital works for the initial investment term are mainly related to enabling infrastructure for subdivision and are not expected to be complex/risky. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ Permit application has been lodged in Mar-24. 12 months has been allowed for permit approval in the program. <p>Leasing</p> <ul style="list-style-type: none"> ▶ The current tenant vacated in Mar-24 (as expected) and the JV is currently running a campaign to re-lease the site to provide holding income. <p>Sale and Construction</p> <ul style="list-style-type: none"> ▶ Both marketing and construction have not commenced. |

³³ This is a target only and may not be achieved.

³⁴ This is a target only and may not be achieved.

Asset 2

| | |
|--|--|
| Location | Melbourne Metro, VIC |
| Sector | Residential |
| JV Partner | Experienced private developer |
| Status | Awaiting formal planning approval from authorities |
| Proportion of MREPIIM's Portfolio | 15.1% |
| Forecast Project IRR | > 20% ³⁵ |
| Date Committed | January 2024 |
| Forecast Completion date | 2029 ³⁶ |
| Project Description | <ul style="list-style-type: none"> ▶ Development of a medium density apartment project comprising approximately 350 units in an inner eastern Melbourne suburb approximately 7km from the CBD. ▶ The 1.6ha site has recently been rezoned for residential use and the developer is preparing a permit application. ▶ The Project has strong sustainability aspirations, aiming to be the first green star accredited residential development in the Local Government Area and provide a significant amount of green open space (a third of the total area) with retention of significant vegetation on site. |
| Key Risks | <p>Planning</p> <ul style="list-style-type: none"> ▶ The site benefits from a development overlay in line with the proposed scheme and will be eligible for a fast-track permit approval process via the State Government. <p>Sales</p> <ul style="list-style-type: none"> ▶ The developer has a strong internal sales and marketing team with a track record in selling down projects of similar scale. <p>Construction</p> <ul style="list-style-type: none"> ▶ The feasibility pricing is supported by a cost plan from a well-credentialed construction contractor and verified by an independent Quantity Surveyor. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ The site was rezoned for residential use in late 2023 and the developer has submitted a permit application in line with the development plan overlay. <p>Sales</p> <ul style="list-style-type: none"> ▶ Feedback from agents is that other projects nearby are selling well. Marketing pending finalisation of development application submission. <p>Construction</p> <ul style="list-style-type: none"> ▶ A competitive tender process will be run in late 2024 with targeted commencement of the first stage in mid 2025. |

³⁵ This is a target only and may not be achieved.

³⁶ This is a target only and may not be achieved.

Asset 3

| | |
|--|---|
| Location | Gold Coast, QLD |
| Sector | Industrial |
| JV Partner | Experienced private developer |
| Status | Under Construction |
| Proportion of MREPIIM's Portfolio | 3.4% |
| Forecast Project IRR | > 30% ³⁷ |
| Date Committed | March 2024 |
| Forecast Completion date | 2027 ³⁸ |
| Project Description | <ul style="list-style-type: none"> ▶ Project involves the construction of approximately 80 light industrial units of approximately 250-500sqm per unit to be delivered across four stages. ▶ The intent is to presell the warehouses as strata units and settle on completion. ▶ The project's strategic location in the central Gold Coast with major highway frontage make it ideally suited for the proposed use. |
| Key Risks | <p>Planning</p> <ul style="list-style-type: none"> ▶ Metrics entry to the JV was conditional on DA approval, thereby mitigating planning risk. <p>Sales</p> <ul style="list-style-type: none"> ▶ Sales risk is mitigated by the evidence of strong purchaser demand for light industrial on the Gold Coast, with limited other projects. Pre-sales of Stage 1 progressing well. <p>Construction</p> <ul style="list-style-type: none"> ▶ The feasibility estimate is informed by an independent Quantity Surveyor cost plan and construction contract tender process. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ DA for the site has been granted. <p>Sales</p> <ul style="list-style-type: none"> ▶ Project launched in Q1 2024 with strong market reception. Five units in Stage 1 already presold and a further 7 units under offer. <p>Construction</p> <ul style="list-style-type: none"> ▶ Builder for Stage 1 construction works has been appointed and commenced civil works on site. |

³⁷ This is a target only and may not be achieved.

³⁸ This is a target only and may not be achieved.

Asset 4

| | |
|--|---|
| Location | Brisbane Metro, QLD |
| Sector | Industrial – land subdivision |
| JV Partner | Experienced private developers |
| Status | Under Construction |
| Proportion of MREPIIM's Portfolio | 5.3% |
| Forecast Project IRR | > 50% ³⁹ |
| Date Committed | February 2024 |
| Forecast Completion date | 2027 ⁴⁰ |
| Project Description | <ul style="list-style-type: none"> ▶ Development of a large-scale industrial precinct subdivision of 6 lots, which will be further subdivided into 15 warehousing sites of varying sizes. ▶ The final warehouses range from 5,000sqm up to 129,000sqm, providing varying sizes designed to suit a number of tenant profiles. ▶ The intended positioning of the project is large scale 24/7 warehousing and industrial uses. The site provides good access to the major local highway, allowing access to Brisbane's arterial road network. |
| Key Risks | <p>Planning</p> <ul style="list-style-type: none"> ▶ The master plan has DA approval. Most lots have DA approval. <p>Sales</p> <ul style="list-style-type: none"> ▶ The proposed sales rates are in line or lower than current market rates. <p>Civil works</p> <ul style="list-style-type: none"> ▶ Metrics' feasibility is based off estimates provided by consultants and tested by the civil contractor working in the precinct. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ Most approvals have been received. JV preparing minor amendments to approvals to enhance lot efficiency and create more marketable lots. <p>Sales</p> <ul style="list-style-type: none"> ▶ Marketing has not commenced. <p>Civil works</p> <ul style="list-style-type: none"> ▶ The civil works contract is based on a fix time/cost design and construct contract. Costs will be verified by an independent Quantity Surveyor/ Civil Engineer. |

³⁹ This is a target only and may not be achieved.

⁴⁰ This is a target only and may not be achieved.

Asset 5

| | |
|--|---|
| Location | Sydney Metro, NSW |
| Sector | Mixed Use |
| JV Partner | Experienced private developer |
| Status | Site acquired subject to spot re-zoning for residential, hotel and commercial use. |
| Proportion of MREPIIM's Portfolio | 15.2% |
| Forecast Project IRR | > 20% ⁴¹ |
| Date Committed | October 2023 |
| Forecast Completion date | 2029 ⁴² |
| Project Description | <ul style="list-style-type: none"> ▶ Purchase of an existing >36,000sqm site comprising a commercial business park in Inner Western Sydney, rezone and redevelop into a mixed use precinct to deliver >1,000 residential apartments (including 10% affordable dwellings), 88,000 sqm of commercial and retail Gross Floor Area (GFA) and 12,700sqm of hotel GFA. ▶ The JV Partner has an extensive track record of rezoning and delivering large mixed use projects within the local council. |
| Key Risks | <p>Planning</p> <ul style="list-style-type: none"> ▶ Current zoning of site allows for several uses that generally target employment. There is the opportunity to reposition the land to mixed use/residential especially due to the sites proximity to the recently upgraded rail infrastructure and associated retail amenity. <p>Leasing</p> <ul style="list-style-type: none"> ▶ In the short term the JV partner has commenced work to secure commercial leases to provide a degree of holding income whilst the rezoning process is underway. Re-branding and refresh of the property has commenced. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ The JV has aligned with the adjoining property owner to create a greater precinct for rezoning. The JV is currently working with the local and NSW State Governments to determine the best outcome for the site noting the NSW State Governments requirement to significantly increase housing. <p>Leasing</p> <ul style="list-style-type: none"> ▶ Working with the JV, a leading agency has been engaged to manage the leasing campaign. Agents have secured a large serviced office tenant and ground floor gym for the premises since purchase of the property. Several further tenants have expressed interest in leasing parts of the existing asset including a shared office provider. |

⁴¹ This is a target only and may not be achieved.

⁴² This is a target only and may not be achieved.

Asset 6

| | |
|--|--|
| Location | Sydney Metro, NSW |
| Sector | Mixed-use Residential |
| JV Partner | Experienced private developer |
| Status | Awaiting formal planning approval from authorities |
| Proportion of MREPIIM's Portfolio | 15.9% |
| Forecast Project IRR | > 15% ⁴³ |
| Date Committed | October 2023 |
| Forecast Completion date | 2027 ⁴⁴ |
| Project Description | <ul style="list-style-type: none"> ▶ The development is two 26-storey, 247 apartment buildings with commercial/retail and 4 levels of basement parking. The project includes two towers delivered in one stage with a focus on oversized units to cater for families and professionals working from home. ▶ The project is eligible for a 30% bonus GFA approval if 15% of the project is dedicated to affordable housing. ▶ JV partner is an experienced and well capitalised owner builder of large mixed-use projects. |
| Key Risks | <p>Sales and Marketing</p> <ul style="list-style-type: none"> ▶ Large number of units mitigated by the average forecast sales rates are less than similar, competing product. <p>Construction</p> <ul style="list-style-type: none"> ▶ The JV Partner's internal construction arm has provided indicative construction costs based on market rates on similar projects currently under construction. <p>Contamination</p> <ul style="list-style-type: none"> ▶ The geotechnical report for part of the site indicated the presence of asbestos in fill material. The Contract of Sale for this land includes a claw back provision to cover extra over costs for restricted waste disposal. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ The State Significant Development Application (SSDA) for the 30% GFA uplift scheme (Housing State Environmental Planning Policy (SEPP)) to be submitted in coming weeks having been initially supported by council. Demolition and construction expected to commence Feb 25. <p>Sales and Marketing</p> <ul style="list-style-type: none"> ▶ The Presales and Marketing will commence in October 2024. <p>Construction</p> <ul style="list-style-type: none"> ▶ Following the design process, an independent Quantity Surveyor is to be engaged to provide a cost estimate that needs to align with the JV Partners construction price. |

⁴³ This is a target only and may not be achieved.

⁴⁴ This is a target only and may not be achieved.

Asset 7

| | |
|--|--|
| Location | Sydney West, NSW |
| Sector | Residential |
| JV Partner | Experienced private developer |
| Status | Pre-Construction |
| Proportion of MREPIIM's Portfolio | 5.9% |
| Forecast Project IRR | > 20% ⁴⁵ |
| Date Committed | December 2023 |
| Forecast Completion date | 2026 ⁴⁶ |
| Project Description | <ul style="list-style-type: none"> ▶ The Project comprises the development of two residential towers on a lake in Western Sydney that adjoins a local stadium and associated entertainment facilities. ▶ The project includes approximately 170 apartments across both towers with retail on ground floor and car parking across ground floor and one level of basement. |
| Key Risks | <p>Planning</p> <ul style="list-style-type: none"> ▶ The site benefits from a development approval. <p>Sales and Market Risk</p> <ul style="list-style-type: none"> ▶ The premium, upper level apartments were softly marketed prior to the fund's investment. The Mid-level collection was launched April 2024. <p>Construction</p> <ul style="list-style-type: none"> ▶ A high level cost plan has been provided by a leading Quantity Surveyor which was adopted in the feasibility. The cost estimate has been benchmarked against the construction price of an adjoining, similar development that is under construction. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ The site achieved development approval in December 2023. <p>Sales and Market Risk</p> <ul style="list-style-type: none"> ▶ 19 apartments have sold or are reserved representing ~11% of total number of apartments. ▶ There has been consistent underlying demand for new residential apartments in the local area and extremely tight rental market conditions. <p>Construction</p> <ul style="list-style-type: none"> ▶ Preferred builder selected due to their experience in the local market on a design and construct, fixed price/time contract. |

⁴⁵ This is a target only and may not be achieved.

⁴⁶ This is a target only and may not be achieved.

Asset 8

| | |
|--|--|
| Location | Sydney West, NSW |
| Sector | Residential – Land Subdivision |
| JV Partner | Experienced private developer |
| Status | Under Construction |
| Proportion of MREPIIM's Portfolio | 23.4% |
| Forecast Project IRR | > 25% ⁴⁷ |
| Date Committed | April 2024 |
| Forecast Completion date | 2028 ⁴⁸ |
| Project Description | <ul style="list-style-type: none"> ▶ The project involves the infill development of a master planned residential community over a site of 89.5ha within the South-Western Sydney growth precinct. ▶ The project will yield approximately 1,500 residential lots over 13 stages and 1 retail lot along with lifestyle and natural amenity, parks, educational and sporting facilities with an anticipated gross realisation value of A\$1.4 billion. ▶ The JV partner is an experienced residential land developer who recently completed the adjacent award-winning subdivision (750 lots) over 9 stages. The developer has built a strong marketing network and brand profile/track record in the local region. |
| Key Risks | <p>Planning</p> <ul style="list-style-type: none"> ▶ Land re-zoned and DA's approved in line with staging program. <p>Sales</p> <ul style="list-style-type: none"> ▶ Strong market fundamentals for the area with demonstrated sales performance for JV Partners adjacent project with database to be utilised to build sales pipeline. Project staging is contingent on sales momentum being maintained. <p>Construction</p> <ul style="list-style-type: none"> ▶ Fixed price D&C civil contract for multiple stages provides some support against cost escalation. The project manager and quantity surveyor have provided civil works cost estimates. The contractor has a longstanding relationship with the JV partner having delivered 900 lots adjacent to the site previously. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ The land was rezoned in Oct 2023 and the stage DA's are submitted and currently being approved in line with development program. ▶ Sales campaign has commenced with strong results to date. 63 lots sold and an additional 25 lots reserved in the first 2 stages. ▶ Presale hurdle to activate senior construction funding met. ▶ Civil contractor on site and currently completing bulk earthworks. |

⁴⁷ This is a target only and may not be achieved.

⁴⁸ This is a target only and may not be achieved.

Metrics Real Estate Multi-Strategy Fund

Asset 9⁴⁹

| | |
|--|--|
| Location | Sydney Metro, NSW |
| Sector | Mixed-Use |
| JV Partner | Experienced private developer |
| Status | Planning |
| Proportion of MREPIIM's Portfolio | 9.9% |
| Forecast Project IRR | > 20% ⁵⁰ |
| Date Committed | August 2024 |
| Forecast Completion date | 2027 ⁵¹ |
| Project Description | <ul style="list-style-type: none"> ▶ The development is a 7 and 15 storey project comprised of 374 apartments with commercial / retail and 3 levels of basement parking. The project is approximately 18km from the Sydney CBD. ▶ The project is eligible for a 30% GFA increase if 15% of the project is dedicated to affordable housing. ▶ JV partner is an experienced and well-capitalised owner builder of large mixed-use projects. |
| Key Risks | <p>Sales and Marketing</p> <ul style="list-style-type: none"> ▶ Local area market is strong and benefits from new Sydney Metro. Forecast sales rates are aligned with similar, competing product. <p>Construction</p> <ul style="list-style-type: none"> ▶ A build contract has been executed with the JV Partner's internal construction arm. Costs have been capped at competitive rates. <p>Environmental</p> <ul style="list-style-type: none"> ▶ The geotechnical report identified some contamination. The JV Partner's internal construction team has a significant remediation budget. |
| Current Status | <p>Planning</p> <ul style="list-style-type: none"> ▶ The SSDA for the 30% GFA uplift scheme (Housing SEPP) has been submitted with council supportive. Demolition and remediation expected to commence Q4 2024. <p>Sales and Marketing</p> <ul style="list-style-type: none"> ▶ The presales and marketing will commence in Q4 2024. <p>Construction</p> <ul style="list-style-type: none"> ▶ Following the design process, an independent QS is to be engaged to provide a cost estimate that needs to align with the JV Partners construction price. |

The proceeds of the Offer will be used by MREPIIM to repay a portion of the fund facility provided by other Metrics funds (other than REDF) that enabled MREPIIM to acquire the above 9 assets.⁵² The table below provides details on the proposed use of Offer proceeds by MREPIIM.

⁴⁹ This asset has been committed to and its financial close is subject to satisfaction of funding conditions.

⁵⁰ This is a target only and may not be achieved.

⁵¹ This is a target only and may not be achieved.

⁵² The ninth asset has been committed to and its financial close is subject to satisfaction of funding conditions.

MREPIIM Sources & Uses

| SOURCES | A\$'M | USES | A\$'M |
|-------------------------------|------------|----------------------------|------------|
| Pre-Offer | | | |
| Drawn Bridge Facility | 206 | Investment in MREPIIM | 439 |
| Undrawn Bridge Facility | 233 | | |
| Total Sources | 439 | Total Uses | 439 |
| Post-Offer | | | |
| Equity* | 150 | Repay Fund Facility | 134 |
| Pro Forma Drawn Fund Facility | 56 | PF Drawn Fund Facility | 56 |
| | | Available for deployment** | 233 |
| Undrawn Fund Facility | 233 | Landholder Duty | 16 |
| Total Sources | 439 | Total Uses | 439 |

* Proceeds from offer allocated to Active Trust based on 50% of A\$300m raise by the Fund.

** Provides for commitments on 9 current projects. The ninth project has been committed to and its financial close is subject to satisfaction of funding conditions.

4.12 Labour standards or environmental, social or ethical considerations

Set out below is a summary of Metrics' approach to Responsible Investment and Environmental, Social and Governance issues, however this summary is non-exhaustive. For further information, prospective investors may find it useful to consider Metrics' Responsible Investment and ESG policy available at <https://metrics.com.au/esg-responsible-investing/>. This policy is made available for general information purposes only and does not form part of this PDS and may be updated from time to time.

The Responsible Entity has delegated investment management decisions for each Trust to Metrics and Metrics is the investment manager of each Sub-Trust. Metrics is the manager of REDF and MREPIIM to which the Fund is exposed. **Whilst the Responsible Entity does not take into account labour standards or environmental, social and ethical considerations for the purpose of selecting, retaining or realising investments of the Fund, investment management decisions for each Trust have been delegated to Metrics who does take these considerations into account.**

THE FUND IS NOT DESIGNED FOR INVESTORS WHO ARE LOOKING FOR FUNDS THAT MEET SPECIFIC ENVIRONMENTAL, SOCIAL (INCLUDING LABOUR STANDARDS), GOVERNANCE (ESG) OR SUSTAINABILITY GOALS. THE FUND IS NOT MARKETED AS AN ESG PRODUCT. THE FUND IS NOT SUITABLE FOR INVESTORS WHOSE PRIMARY OBJECTIVES INCLUDE CONSIDERATION OF ESG FACTORS OR MEETING SPECIFIC ESG GOALS.

In this section only a reference to Metrics applies equally with respect to MREP for the purposes of MREPIIM.

For the purposes of this PDS and in order to explain Metrics' incorporation of Sustainability factors, **Sustainability** refers to Metrics' assessment of an entity's (typically, but not exclusively, a counterparty's) capacity to anticipate and adapt to a variety of plausible long-term disruptions. These disruptions are not limited to ESG scenarios, but could also include technological, political, or other events.

Metrics Real Estate Multi-Strategy Fund

Metrics believes that ESG and Sustainability issues present both risk and opportunity and can affect, positively and negatively, the performance of the Fund and the long-term, risk-adjusted returns it delivers. Metrics is, therefore, committed to incorporating ESG and Sustainability factors into its pre-investment decision making process, with the aim to improve risk-adjusted returns, as well as its post-investment monitoring of and engagement with counterparties.

To support its commitment to continuous improvement of ESG integration, Metrics is a signatory to the UN-supported Principles for Responsible Investment (**PRI**). As a signatory to the PRI, Metrics acknowledges its duty to act in the best long-term interests of clients. Metrics has committed to adopt and implement the PRI's six key Principles for Responsible Investment (**Principles**) and where consistent with its fiduciary responsibilities, Metrics will:

- ▶ incorporate ESG issues into investment analysis and decision-making processes;
- ▶ be active owners and incorporate ESG issues into its ownership policies and practices;
- ▶ seek appropriate disclosure on ESG issues by the entities in which it invests;
- ▶ promote acceptance and implementation of the Principles within the investment industry;
- ▶ work together to enhance effectiveness in implementing the Principles; and
- ▶ report on its activities and progress towards implementing the Principles.

Negative screening

Metrics believes that certain activities and industry sectors represent outsize risk to the Fund and its investors. Accordingly, exclusionary/negative screening (**Screening**) is applied to all investment opportunities in order to structure each Wholesale Fund's portfolio so as to seek to avoid certain activities and industry sectors.

Metrics determines whether a negative screen applies to its investments, including identifying the activities undertaken by its investee entities, using its own fundamental analysis, which may be supplemented with data from external research providers or publicly available information. It makes this determination at the time an investment is made. If Metrics subsequently becomes aware that an investee entity is engaged in activity to which a negative screen applies, it does not follow that it will necessarily divest. Where Metrics cannot or chooses not to divest, it may instead engage with the investee entity in relation to the relevant activities.

The activities and industry sectors Metrics fully excludes in its Screening process are set out below:

The activities and industry sectors Metrics fully excludes in its Screening process are set out below:

| ACTIVITY ⁵³ | DEFINITION | EXCEPTIONS (IF APPLICABLE) |
|--|--|---|
| Development of new oil and gas fields | Development of oil and gas fields beyond projects already approved for development as of 31 December 2021. | <p>This does not include:</p> <ul style="list-style-type: none"> ▶ general corporate purposes lending where proceeds cannot be applied to development of oil and gas fields beyond projects already approved for development as of 31 December 2021; ▶ development and production solely of and from oil and gas projects approved for development as of 31 December 2021; ▶ oil and gas drilling contracting or ownership of drilling rigs that contract their services for drilling oil and gas wells; and ▶ manufacturers of equipment for use in the drilling, evaluation and completion of oil and gas wells, including oil and gas drilling rigs and equipment. |
| Operate in the coal industry | Entities whose activities include the promotion and mining of coal and related products (including coal seam gas). | <p>This does not include:</p> <ul style="list-style-type: none"> ▶ companies that produce or distribute electricity; ▶ companies whose main charter is to distribute and transmit natural and manufactured gas; and ▶ utility companies with significantly diversified activities in addition to core electric utility, gas utility and/or water utility operations. |
| Operate in the tar sands industry | Entities whose activities include tar sands extraction or which have the capacity for tar sands extraction. | N/A |

⁵³ The activities of an investee entity include the activities of the entity as parent company and its direct subsidiaries which are majority-owned (being entities which the parent company controls equal to or greater than 50% of the voting shares). Accordingly, the activities of the entities in which a parent entity has an indirect interest or a minority interest are not considered activities of the parent entity.

| ACTIVITY ⁵³ | DEFINITION | EXCEPTIONS (IF APPLICABLE) |
|---|---|--|
| <p>Operate in the tobacco or nicotine alternative industry</p> | <p>Entities whose activities include:</p> <ul style="list-style-type: none"> ▶ the manufacture of cigarettes and other tobacco-based products; and ▶ the manufacture of nicotine alternatives or tobacco-based products. <p>Nicotine alternatives and tobacco-based products include:</p> <ul style="list-style-type: none"> ▶ electronic nicotine delivery systems (ENDS) as defined by the US Food and Drug Administration (e.g. 'vaping' devices, e-cigarettes) alternatively described as nicotine vaping products (NVP); ▶ dissolvable and non-combustible tobacco products (e.g. nicotine pouches, snuff); and ▶ shisha and water pipes. | <p>This does not include parts of the supply chain such as packaging, transport, machinery or retail.</p> |
| <p>Operate in the pornography industry</p> | <p>Entities that generate revenue from the production of pornography.</p> | <p>N/A</p> |
| <p>Weapons manufacturing and distribution</p> | <p>Entities whose activities include the development, production, distribution, or retail of:</p> <ul style="list-style-type: none"> ▶ controversial weapons, including biological and chemical weapons, depleted uranium ammunition/ armour, blinding lasers, anti-personnel mines or cluster munitions/sub-munitions and non-detectable fragments and incendiary weapons, and their respective key components; and ▶ nuclear weapons, including targeting systems, delivery systems such as missiles that are specifically developed for nuclear tasks; and ▶ autonomous armoured vehicles. | <p>N/A</p> |
| <p>Contribute to deforestation of native timber, particularly rainforest</p> | <p>Entities whose activities include:</p> <ul style="list-style-type: none"> ▶ logging native timber; and ▶ the direct human-induced conversion of native forest to non-forested land, resulting in the long-term or permanent loss of native forest. | <p>Forest is a minimum area of land of 0.05-1.0 hectares with tree crown cover (or equivalent stocking level) of more than 10-30 per cent with trees with the potential to reach a minimum height of 2-5 metres at maturity in situ.</p> |

| ACTIVITY ⁵³ | DEFINITION | EXCEPTIONS (IF APPLICABLE) |
|--|--|----------------------------|
| <p>Involvement in political organisations, tax avoidance schemes or violation of human rights or labour law</p> | <p>Entities whose activities may:</p> <ul style="list-style-type: none"> ▶ include involvement in political organisations, including through membership of lobbying or trade associations but not through donations or expressions of support for campaigns or policies; ▶ include tax avoidance schemes in any jurisdiction; and ▶ violate human rights or labour laws, including child labour, forced labour, sweatshops. | <p>N/A</p> |

ESG Integration and Sustainability

Metrics’ consideration of ESG factors takes place both during the due diligence phase prior to making an investment and through ongoing monitoring after making an investment.

The ESG factors that may be incorporated into Metrics’ investment decisions, after considering the applicability and materiality of such factors to any particular investment, include (but are not limited to) the following:

| ENVIRONMENTAL FACTORS | SOCIAL FACTORS | GOVERNANCE FACTORS | SUSTAINABILITY FACTORS |
|--|--|--|--|
| <ul style="list-style-type: none"> ▶ Greenhouse gas (GHG) emissions ▶ Energy consumption ▶ Waste and pollution generation ▶ Water consumption ▶ Land use and effect on biodiversity | <ul style="list-style-type: none"> ▶ Commitment to human rights ▶ Workforce wellbeing and diversity in employment ▶ Safety ▶ Product quality ▶ Customer privacy ▶ Stakeholder engagement ▶ Philanthropy and corporate citizenship | <ul style="list-style-type: none"> ▶ Board structure and oversight ▶ Codes and values ▶ Supplier due diligence ▶ Risk culture and governance ▶ Transparency and reporting | <ul style="list-style-type: none"> ▶ Identification of emerging risks and opportunities ▶ Adaptability to change ▶ Sensitivity analysis and stress testing ▶ ESG embeddedness in corporate culture and decision-making |

Metrics’ determination of material ESG and Sustainability issues is guided by Metrics’ proprietary ESG and Sustainability Ratings methodology (**ESG Methodology**) and may also draw from a number of other third-party tools such as S&P Global Ratings’ ESG Risk Atlas, the Sustainability Accounting Standards Board’s Materiality Map and other references employed by Metrics from time to time. Metrics’ ESG Methodology follows that of S&P Global Ratings’ “Environmental, Social and Governance Evaluation: Analytical Approach” and related publications, a cross-sector, relative analysis of an entity’s capacity to operate successfully in the future. It is grounded in how ESG and sustainability factors could affect stakeholders, potentially leading to a material direct or indirect financial effect on the entity and incorporates qualitative judgments made by Metrics’ Origination and Portfolio Risk Management teams. Metrics’ assessment may rely on material provided by the relevant investee entity directly or in its public disclosures and/or any third-party data, research and analytical tools that Metrics considers relevant. There may be risks associated with Metrics’ use of data sourced from third parties. **Please refer to ‘Third party data risk’ in Section 7.**

ESG and Sustainability Questionnaires

Metrics has developed industry-specific questionnaires corresponding to each industry in which its investee entities operate to gather data on the ESG and Sustainability performance of those investee companies. Metrics rolled out its ESG and Sustainability Questionnaires and ESG Methodology in 2022. Although investees are under no obligation to complete the questionnaires, Metrics continues to encourage its investees to do so to facilitate the assignment of meaningful ESG and Sustainability Ratings.

The questionnaires include detailed questions on key performance indicators including greenhouse gas (**GHG**) emissions and targets, diversity and safety. The questions are drawn from S&P Global Inc.'s 2021 Corporate Sustainability Assessment (**CSA**). By using that established tool, Metrics can benchmark the responses received against a data set of approximately 12,000 global entities in the ESG Scores database on S&P's Capital IQ platform, as well as a range of ESG data sources employed by Metrics from time to time (including the NERS Database, the TPI Database, the WGEA Data Explorer, and Safe Work Australia's data website).

Where available, responses to the questionnaire are incorporated into Metrics' annual ESG reviews of its investee entities and inform its engagement priorities with such entities and other stakeholders as well as Metrics' future investment decisions in respect of investee entities.

Pre-Investment ESG Integration

After applying Screening, Metrics performs a detailed analysis of each investment opportunity including the appropriate consideration of the ESG factors outlined above. The consideration of ESG factors is aligned with Metrics' belief that ESG issues can affect, positively or negatively, the financial performance of the funds it manages. ESG risk is systemic and can affect investments on an entity or portfolio level. For Metrics, responsible investment is about achieving superior risk-adjusted returns for investors.

Where appropriate, Metrics aims to communicate the outcome of its assessment to the entity in order to encourage greater awareness and/or disclosure of ESG-related issues. That may mean explaining why Metrics has chosen not to invest, requesting ESG reporting or identifying the ESG-related issues it is monitoring specifically.

Ongoing ESG Integration

ESG considerations are integrated into Metrics' monitoring activities by way of annual ESG reviews. This allows Metrics to monitor investee entities' ESG performance and assists with early identification of any emerging ESG risks. During the annual ESG review, any assigned entity ESG and Sustainability Ratings will be formally reviewed by applying the same risk assessment methodology. An investee entity's ESG and Sustainability Rating may also be updated if Metrics becomes aware of new or elevated ESG-related risks. Where there is no existing ESG and Sustainability Rating for an investee entity at the time of its annual ESG review, Metrics will seek to encourage that investee entity to complete Metrics' questionnaire to facilitate Metrics' assignment of a meaningful ESG and Sustainability Rating.

Metrics targets its engagement to drive improvements in areas where its assessment is that an investee company may be lagging behind peers or is failing to capitalise on opportunities to improve. An investee entity's ESG and sustainability performance over time, including as reflected in its ESG and Sustainability Rating, will be a relevant factor in deciding whether Metrics will maintain or increase its support for the entity from time to time.

In most cases, Metrics expects that it would be preferable to continue its relationship with the investee entity and closely monitor ESG-related issues than to divest. Where appropriate, Metrics aims to communicate the outcome of its assessment to the entity in order to encourage greater awareness and/or disclosure of ESG-related issues. That may mean explaining why it has refused consent or chosen not to invest further, requesting ESG reporting or identifying

the ESG-related issues it is monitoring specifically.

For private Debt, voting activity is generally not relevant. For Equity investments, Metrics endeavours to vote at all general meetings and may take shareholder action by engaging in its capacity, on behalf of a fund, as a shareholder with entity management and boards, and through the nomination of directors.

Beyond traditional ESG integration

In addition to the traditional ESG integration referred to above, which is focussed on the exposure of an investee entity's operations to observable ESG risks and opportunities, as well as financially material ESG risks, Metrics realises that its investors increasingly want their investments to be aligned with the broader objectives of a fair, equitable, and sustainable society.

Accordingly, Metrics has expanded its focus to the more modern 'double materiality'⁵⁴ approach that also looks at the impact its investments and its business have on the world at large. As such, Metrics may also consider how ESG factors affect a broad range of stakeholders including employees, local communities, regulators, customers, suppliers, and endeavours to utilise its market position to encourage the entities in which it invests to act in a manner consistent with the principles of equity, sustainability and good governance through active engagement.

Metrics' consideration of ESG factors in its investment process does not imply:

- ▶ that there are restrictions on the scope of investments by the Wholesale Funds, outside of the Screening;
- ▶ that any ESG factors are given more or less consideration than other types of factors;
- ▶ that all ESG factors are given equal consideration or that the resulting portfolio construction of the Wholesale Funds will reflect any particular characteristics; or

- ▶ that such consideration will necessarily deliver a higher-risk adjusted return for the Fund.

Investors may have differing views, opinions and understandings of the meaning of sustainability and ESG-related terminology used in this PDS, to Metrics.

4.13 Custodial matters

The assets of each Trust, Sub-Trust and Wholesale Fund will be held by a third party custodian in accordance with the usual market practice and any cost incurred for this service will be borne by the Fund. Cash may also be held on deposit with one or more authorised deposit-taking institutions. The Responsible Entity has appointed Perpetual Corporate Trust Limited (a related party of the Responsible Entity) to hold the assets of each Trust. The Custodian has no supervisory role in relation to the operations of the Fund and is not responsible for protecting its interests. The Custodian has no liability or responsibility for any act done or omission made in accordance with the terms of the appointment. To the extent that this PDS includes statements by the Custodian or includes statements based on any statement of, or information provided by, the Custodian, the Custodian consents to each such statement being included in the PDS in the form and context in which it is included and has not withdrawn that consent at any time prior to the lodgement of this PDS. The assets held by the Custodian are not investments of the Custodian. The Custodian does not guarantee the performance of the investments or the underlying assets of the Fund or provides any guarantee or assurance in respect of the obligations of the Fund.

⁵⁴ The 'double materiality' approaches focuses on (i) the exposure of an entity's operations to observable ESG risks and opportunities and (ii) the impact of the entity (whether our investments or business) on the world at large.

4.14 Administration

The Responsible Entity outsources its investment valuation and accounting to the Administrator. The Administrator incurs external costs on behalf of the Fund and is entitled to recover those costs from each Trust.

MFAS has been appointed as the administrator to provide certain administrative services to each Trust. MFAS values each Trust's assets at the end of each month and will, as soon as it is practical, provide these calculations to the Responsible Entity.

4.15 Unit Registry

The Responsible Entity outsources unit registry services to the Unit Registry. Automatic has been appointed to provide unit registry services to each Trust.

4.16 Changes to Investment Strategy

Upon listing of each Trust on the ASX, it is expected that Metrics will implement the Fund's Investment Objective, strategies and elements of investment as detailed in this PDS. The Investment Strategy provides Metrics with substantial flexibility to make investment decisions considered necessary by Metrics to best achieve the Investment Objective. It is possible that the composition of the investment portfolio may change over

time (for example in composition of asset class or concentration of portfolios in CRE Debt Investments and CRE Co-Investment Assets) if deemed appropriate by Metrics according to how it believes the Investment Objective can best be achieved. The Fund may not be successful in achieving its Investment Objective.

It is not expected that Metrics will seek to change the Fund's Investment Objective, Investment Strategy, guidelines, and permitted investments. However, any such changes would require Responsible Entity approval, after consultation with Metrics, before they could be implemented. Unitholders will receive advice of any material changes via the Fund's website at www.metrics.com.au/mre and the ASX. Metrics will not seek any changes to the Fund's Investment Objective, Investment Strategy, guidelines and permitted investments which result in the Passive Trust ceasing to be a flow through trust for taxation purposes.

Subject to compliance with the Listing Rules and the Corporations Act, Metrics has absolute discretion to invest as it sees fit to achieve the Fund's Investment Objective. The Sub-Trust Manager will be prevented under the relevant management agreements from operating the Debt Sub-Trust in a manner which controls a trading business.

If the Fund ceases to comply with the approved Investment Objective, Investment Strategy, guidelines and permitted

investments or any directions or instructions from the Responsible Entity due to market movements, contributions to or withdrawals from each Trust, a change in the nature of an investment or any other event outside the reasonable control of Metrics, Metrics must use its reasonable endeavours to remedy the non-compliance within a reasonable period of time of Metrics becoming aware of the non-compliance, or longer period as permitted by the Responsible Entity.

4.17 Leverage

The Fund may borrow to meet the working capital requirements of the Fund, although it does not currently have any Debt nor is it currently anticipated that it will incur Debt in the future. However, neither the Responsible Entity nor Metrics can guarantee that the Fund will not incur any Debt in the future. Debt incurred by the Fund is subject to change.

The Debt Sub-Trust may borrow for purposes including:

- ▶ to meet working capital requirements of the Debt Sub-Trust; and
- ▶ liquidity risk management.

The maximum level of permitted leverage of the Debt Sub-Trust is 30% of the Debt Sub-Trust's GAV.

It is not anticipated that the Equity Sub-Trust will incur any Debt.

- ▶ REDF may borrow from time to time for purposes including to enable REDF to undertake its investment activities;
- ▶ to enable REDF to participate in construction and revolving credit facilities; and
- ▶ to meet the working capital and liquidity requirements of REDF.

It is not expected that REDF will borrow in excess of 50% of its GAV.

As at the date of this PDS, REDF has a A\$525 million revolving Debt facility. Leverage is used by REDF to ensure that REDF is fully committed and can fund all drawn and undrawn Loan commitments made to borrowers. It is not intended that leverage will be used by REDF for the purposes of amplifying investment exposure or gains. As at the date of this PDS, REDF has no net leverage which means the amount of cash held on balance sheet exceeds the amount of Debt drawn under the REDF revolving Debt facility.

MREPIIM may incur Debt from time to time for purposes including:

- ▶ to meet the working capital requirements of MREPIIM;
- ▶ to enable MREPIIM to undertake investment activities; and
- ▶ to bridge future Equity capital calls and raisings.

MREPIIM has obtained a fund facility provided by other funds managed by Metrics to enable it to make its existing investments. Assuming the Target Subscription is achieved, it is estimated that the net drawn leverage of MREPIIM will be approximately 34% of its GAV, though this may be greater if the Target Subscription is not achieved.

4.18 Liquidity

Unit Sets are not able to be redeemed except under a withdrawal offer under the Corporations Act or a buy-back of Units in accordance with the Listing Rules and the Corporations Act while each Trust is quoted on the official list of the ASX.

Once each Trust is admitted to the official list of the ASX and the Unit Sets are quoted on the ASX, Unitholders will be able to sell their Unit Sets on the ASX, subject to there being sufficient buyers of Unit Sets at a price that is satisfactory to the selling Unitholder, the ASX being open for trading and the Unit Sets not being suspended from trading. Unit Sets may be sold on the ASX by Unitholders instructing their stockbroker.

As at the date of this PDS, the Responsible Entity does not offer any liquidity to Unitholders.

4.19 Reports to Unitholders

Following the time that Unit Sets are admitted to trade on the ASX, the Responsible Entity will release to the ASX a statement of the Net Tangible Asset Backing at the end of each month. The calculation of the Net Tangible Asset Backing of Unit Sets will be made in accordance with the Listing Rules.

It is expected that each Trust will be a disclosing entity for the purposes of the Corporations Act, and as such will be subject to regular reporting and disclosure obligations. Broadly, these obligations, where a Trust is a disclosing entity, require the Responsible Entity to:

- ▶ prepare and lodge with ASIC both annual and half-yearly financial statements accompanied by a directors' statement and report, and an audit or review report;
- ▶ make available to investors upon request a copy of those annual and half-yearly reports and any continuous disclosure notices given by the Responsible Entity after lodgement of the annual financial report and before the date of this PDS; and
- ▶ immediately notify the ASX of any information concerning a Trust of which it is, or becomes, aware and which a reasonable person would expect to have a material effect on the price or value of securities in a Trust, subject to certain limited exceptions related mainly to confidential information.

The Responsible Entity intends that the Administrator and Metrics will prepare reports on both a semi-annual and annual basis to keep Unitholders informed about the current activities of the Fund, the performance of the Fund's investments and the investment outlook. The annual accounts for each Trust will be audited and the half yearly accounts will be reviewed by each Trust's auditors. These reports, continuous disclosure notices and other information about the Fund will be accessible on the Fund's website at www.metrics.com.au/mre and paper copies will be provided free of charge on request. Please call the Unit Registry on 1300 816 157 (within Australia) or +61 2 8072 1417 (outside Australia) between 8:30am and 7:00pm (Sydney time), Monday to Friday. Copies of documents set out above that are lodged by the Responsible Entity with ASIC or the ASX may also be obtained from ASIC or the ASX (respectively).

Note, certain investments to which the Fund is exposed are private and confidential transactions and as such individual investments will not always be disclosed.

Section 5 – About Metrics

5.1 Metrics Credit Partners Pty Ltd

The Responsible Entity has appointed Metrics Credit Partners Pty Ltd to be the manager of each Trust (**Manager**) under an Investment Management Agreement. Metrics' role under each Investment Management Agreement includes, but is not limited to, managing each Trust's investments and administrative affairs. The Administrator has been authorised to manage the administrative affairs of each Trust and the Sub-Trusts.

Metrics is an Australian-based alternative asset management firm specialising in fixed income, Private Credit, Equity and capital markets. Metrics is the appointed manager of a number of wholesale and retail (ASX listed and unlisted) investment trusts including the Metrics Master Income Trust (ASX:MXT) and Metrics Income Opportunities Trust (ASX:MOT), which successfully listed on the ASX in October 2017 and April 2019 respectively. Metrics currently manages approximately A\$20 billion in assets as at the date of this PDS.

Metrics has established a range of investment products that are designed to provide investors with access to portfolios of fixed income, Private Credit, Equity and capital markets investments which would not normally be available to retail investors.

Metrics has deep relationships with CRE investors including property development companies and sponsors that underpin the capability to originate private markets CRE investments across the entire capital structure including Senior Secured first registered mortgage Debt investments through to Equity, Private Credit, Equity and CRE Co-Investment Asset transactions. Metrics' Investment Team is experienced in the direct origination and management of Private Credit, Equity and capital markets investments and seek to manage risk through detailed initial and ongoing due diligence and portfolio risk management strategies explained further in this section.

Metrics Credit Holdings Pty Ltd (MCH).

MCH was incorporated in May 2011 as the holding entity for Metrics. MCH is owned 65% by the Investment Team (being Justin Hynes, Andrew Lockhart, Graham McNamara and Andrew Tremain through their respective controlled entities, each holding equal shares) and 35% by Pinnacle Investment Management Limited (**Pinnacle**), a wholly-owned subsidiary of ASX-listed Pinnacle Investment Management Group Limited (ASX:PNI).

Metrics Board of Directors

The Metrics Board is responsible for ensuring that Metrics' management implements its corporate business plan and develops strategies to grow its business. The Metrics Board is also responsible for ensuring that Metrics complies with its obligations under its AFSL and various investment management agreements.

The Metrics Board consists of Justin Hynes, Andrew Lockhart, Graham McNamara, Andrew Tremain (see biographies in Section 5.2), Allan Griffiths, Ian Macoun and Andrew Chambers (see biographies below).

Allan Griffiths

Chairman – Metrics Credit Partners

Allan was appointed as a Director and Chairman of Metrics in September 2017. Among other positions, Allan is the Chairman of Australian Wealth Management Limited (ACN 111 116 511), MLC Wealth Limited (ACN 071 514 264), St Andrew's Insurance (Australia) Pty Ltd (ACN 075 004 656), St Andrew's Life Insurance Pty Ltd (ACN 105 176 243) and St Andrew's Australia Services Pty Ltd (ACN 097 464 616) as well as Chairman of Insignia Financial Ltd (ACN 100 103 722).

Allan was Chairman of Westpac General Insurance Limited and Westpac Lenders Mortgage Insurance Limited until August 2022.

Allan has previously held a number of executive positions within the financial services industry, most notably at Aviva, one of the largest global insurance, investment and superannuation providers, as CEO of Australia and later Managing Director South Asia based in Singapore.

Ian Macoun

Managing Director – Pinnacle Investment Management Group Limited

Ian is the founding Managing Director of Pinnacle Investment Management Group Limited and Chairman of Plato Investment Management Limited (ACN 120 730 136). Ian holds a number of directorships including Resolution Capital Limited (ACN 108 584 167), Hyperion Asset Management Limited (ACN 080 135 897), Palisade Investment Partners Limited (ACN 124 326 361), Antipodes Partners Limited (ACN 602 042 035), Solaris Investment Management Limited (ACN 128 512 621), Coolabah Capital Investments Pty Limited (ACN 153 327 872), Aikya Investment Management Limited, Firetrail investments Pty Limited (ACN 622 377 913), Langdon Equity Partners Ltd and Life Cycle Investment Partners Limited (Company Number 15633723).

Ian's career to date has included the establishment of Australia's first "multi-boutique" funds management firm (Perennial Investment Partners; founding Managing Director, from 1998), building a major new investment corporation (Queensland Investment Corporation; inaugural Chief Executive – from 1988), and the management of a major Australian bank's investment operation (Westpac Investment Management; Managing Director from 1993).

Ian's qualifications include Bachelor of Commerce and Master of Financial Management degrees; CFA Charterholder; Diploma in Financial Services (Financial Planning); Fellow, Australian Society of CPAs; and Fellow, Australian Institute of Company Directors.

Ian was appointed to the Metrics Board of Directors in August 2018.

Andrew Chambers

Executive Director – Pinnacle Investment Management Group Limited

Andrew is an Executive Director of Pinnacle Investment Management Group Limited and a director of Pinnacle Affiliates – Plato Investment Management Limited (ACN 120 730 136), Riparian Capital Partners Pty Limited (ACN 630 179 752), and Five V Capital Pty Ltd (ACN 162 193 928).

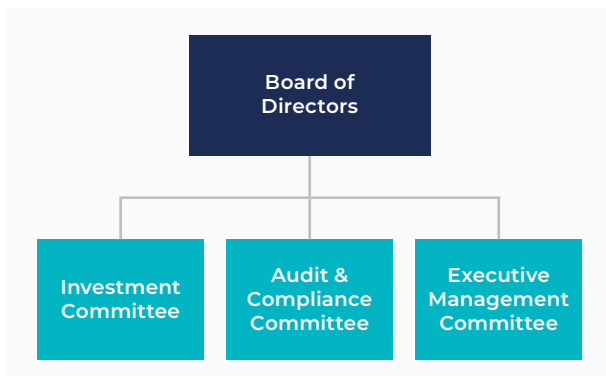
Andrew has extensive multi-channel (institutional, wholesale and retail) and multi-jurisdictional distribution experience and is currently responsible for leading Pinnacle’s institutional and international distribution divisions. Prior to joining Pinnacle, Andrew was Vice President at Legg Mason, one of the world’s largest multi-affiliate investment management firms.

Andrew has a Bachelor of Arts (Honours) from the University of Melbourne, a Master of Science in International Relations from the London School of Economics and Political Science and a Graduate Diploma of Applied Finance and Investment from Kaplan Professional.

Andrew was appointed to the Metrics Board of Directors in August 2018.

Metrics Board Committees

The Metrics Board has established the following sub-committees to ensure Metrics has appropriate governance around critical functions.



Metrics Investment Committee

The Metrics Investment Committee has been established by the Metrics Board and is responsible for all investment decisions concerning assets of funds which Metrics manages.

The Metrics Investment Committee is comprised of the Investment Team and is responsible for the development and maintenance of the investment policies, investment decisions, control and management of assets.

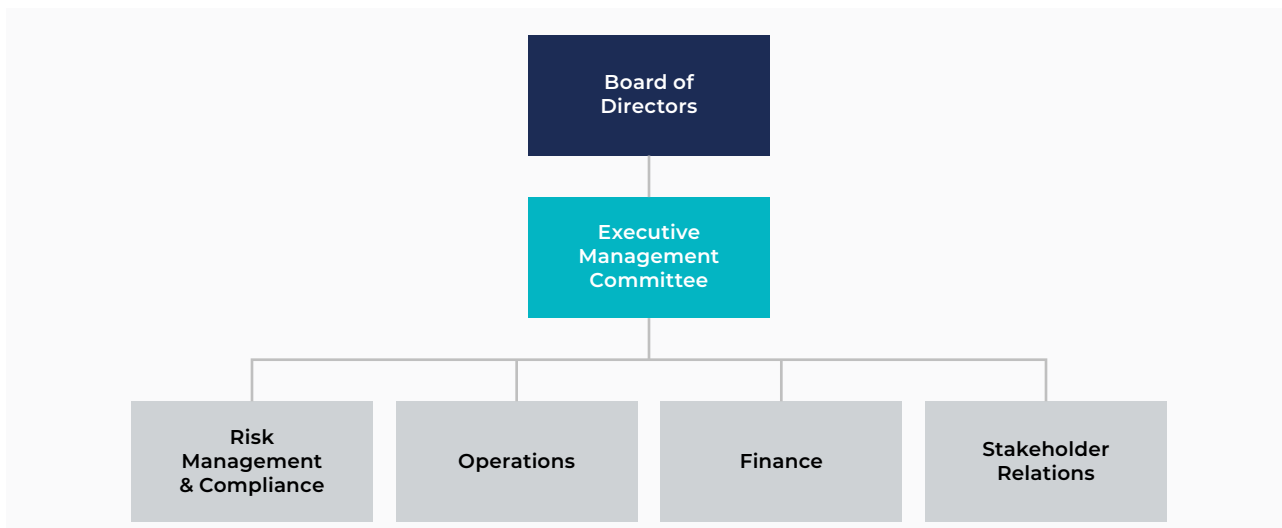
The Metrics Investment Committee provides detailed asset level reporting to the Wholesale Trustees on a daily, monthly, quarterly and annual basis to report ongoing compliance with the investment strategies disclosed in the Wholesale Funds’ offer documents.

Audit and Compliance Committee

The Audit and Compliance Committee has been established by the Metrics Board to ensure effective risk management practices, that a risk management framework for Metrics is maintained, and to ensure the proper performance of Metrics’ regulatory and compliance obligations.

Executive Management Committee

The Executive Management Committee has been established by the Metrics Board to implement Metrics’ corporate business plan and has been delegated the necessary authority to attend to the management of Metrics. To facilitate efficient and timely management of business activities, Metrics is structured along key functional business lines.



The Executive Management Committee is comprised of the Investment Team.

5.2 The Investment Team

Metrics has an Investment Team comprised of senior and experienced market professionals with extensive skills and backgrounds in banking, finance and funds management and the origination and management of private market investments.

The Investment Team principals have significant experience in funds management, CRE investment, corporate finance, commercial and investment banking including private markets Debt and Equity origination, structuring and portfolio risk management including corporate restructuring. Amongst the Investment Team principals, there are specialist skills in CRE investment, leveraged and acquisition finance, corporate finance, corporate and institutional lending, Loan syndication and portfolio risk management.

The Investment Team principals of Metrics are as follows:

| | |
|-------------------------------|---|
| <p>Andrew Lockhart</p> | <ul style="list-style-type: none"> ▶ Andrew has considerable origination, structuring and portfolio risk management experience and has been responsible for the origination and management of large, diversified and complex investment portfolios including considerable corporate restructuring experience. ▶ Andrew has in excess of 35 years' banking, funds management and financial markets experience and previously specialised in CRE investment, leverage and acquisition finance as well as corporate and institutional lending. ▶ Andrew holds a Bachelor of Business and Masters of Business Administration from the Queensland University of Technology. |
| <p>Justin Hynes</p> | <ul style="list-style-type: none"> ▶ Justin has considerable investment origination, structuring and portfolio management experience, including workout and restructuring experience. ▶ Justin has extensive acquisition and corporate finance experience in both an advisory and principal capacity in Australia and South East Asia. ▶ Justin has in excess of 25 years' financial markets experience, and previously specialised in leveraged and acquisition finance as well as corporate finance. ▶ Justin holds a Bachelor of Commerce and Bachelor of Japanese Studies from the Australian National University. |

| | |
|-----------------------------------|---|
| <p>Graham McNamara</p> | <ul style="list-style-type: none"> ▶ Graham has considerable commercial banking experience covering portfolio risk management, Debt origination and distribution, agency management and corporate banking. ▶ Graham has in excess of 40 years' experience in banking, funds management and financial markets and has established the Loan syndications and agency businesses at major Australian banks. ▶ Graham served as a director of the Asia Pacific Loan Market Association and was the founding chairman of the Association's Australian Branch. Graham is a Member of the Australian Institute of Company Directors. |
| <p>Andrew Tremain</p> | <ul style="list-style-type: none"> ▶ Andrew has considerable Australian, European and Asian banking experience covering corporate, structured, leverage and acquisition finance, portfolio management and relationship management. ▶ Andrew has in excess of 35 years' experience and previously specialised in leveraged and acquisition finance as well as Loan syndications. ▶ Andrew holds a Bachelor of Commerce from Macquarie University. |

A team of investment professionals with skills and experience covering all aspects of CRE Investment including planning, construction, development and management, credit and financial analysis, portfolio risk management, legal documentation, Loan management and administration supports the Investment Team.

Section 6 – Fees and other costs

6.1 Consumer advisory warning

Did You Know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower fees. Ask the Fund or your financial adviser.

To Find Out More

If you would like to find out more or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

6.2 Fees and other costs

This section shows the fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole.

Tax information is set out in Section 10 of this PDS.

You should read all of the information about fees and costs because it is important to understand their impact on your investment.

Fees and costs summary based on the Target Subscription of A\$300 million for the current financial year

| TYPE OF FEE OR COST ^{1,2} | AMOUNT | HOW AND WHEN PAID |
|--|---|---|
| ONGOING ANNUAL FEES AND COSTS² | | |
| <p>Management fees and costs</p> <p>The fees and costs for managing your investment.</p> | <p>Estimated management fees and costs of 1.29% per annum of the Fund's NAV.³</p> | <ol style="list-style-type: none"> 1 Direct management fees and costs are calculated and paid from the Fund's assets, as and when incurred, to the Responsible Entity and Metrics (as applicable), and include the Responsible Entity fee (which is calculated monthly and paid quarterly in arrears from the Fund's assets), the Management Fee⁴ (which is calculated and paid monthly in arrears from the Fund's assets within 14 Business Days of month end) and other direct costs of managing the Fund.² 2 Indirect costs and recoverable expenses are paid from the Fund's assets² or the Sub-Trusts or Wholesale Funds' assets once the cost is incurred. |
| <p>Performance fees</p> <p>Amounts deducted from your investment in relation to the performance of the product.</p> | <p>Estimated to be 0% per annum of the Fund's NAV, comprised of:</p> <ol style="list-style-type: none"> 1. Estimated performance fee of 0% per annum of the Fund's NAV⁵; and 2. Estimated interposed vehicle performance fees of 0% per annum of the Fund's NAV⁶. | <ol style="list-style-type: none"> 1 Although entitled to charge a performance fee of 15.38% per annum (inclusive of GST and net of RITCs) of the return of Units in each Trust in excess of a hurdle of 10% per annum (with respect to each Trust under the respective Investment Management Agreement), Metrics, pursuant to the Fee Letter, currently charges a Performance Fee of 15.38% per annum (inclusive of GST and net of RITCs) of the Unit Set Return in excess of the Fund Hurdle for the Trusts as a whole.⁵ It is not anticipated that a Performance Fee will be payable during the first 12 months following the date that the Unit Sets commence trading on the ASX. The Performance Fee is payable annually in arrears. 2 Performance fees charged by interposed vehicles in respect of the Fund's investments will be rebated back to the Fund.⁶ |

Metrics Real Estate Multi-Strategy Fund

| TYPE OF FEE OR COST ^{1,2} | AMOUNT | HOW AND WHEN PAID |
|---|---|--|
| <p>Transaction costs</p> <p>The costs incurred by the scheme when buying or selling assets.</p> | <p>Estimated to be 5.40% per annum of the Fund's NAV⁷.</p> | <p>Transaction costs generally arise when the value of the assets of the Fund are affected by the day-to-day trading of the Fund (or Sub-Trusts or the Wholesale Funds) and are paid out of the assets of the Fund (or Sub-Trust or Wholesale Fund, as relevant) once incurred.</p> <p>The transaction costs represent an estimate of the duty that is expected to be applied at the time that the Equity Sub-Trust invests in MREPIIM. This is expected to be one off cost, and not a recurring expense for investors. This one off cost has been accounted for in the project IRR's disclosed in Section 4.11 of this PDS.</p> |
| <p>MEMBER ACTIVITY RELATED FEES AND COSTS (FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE MANAGED INVESTMENT PRODUCT)</p> | | |
| <p>Establishment fee</p> <p>The fee to open your investment.</p> | <p>Nil</p> | <p>Not Applicable</p> |
| <p>Contribution fee</p> <p>The fee on each amount contributed to your investment.</p> | <p>Nil</p> | <p>Not Applicable</p> |
| <p>Buy sell spread</p> <p>An amount deducted from your investment representing costs incurred in transactions by the scheme.</p> | <p>Nil</p> | <p>Not Applicable</p> |
| <p>Withdrawal fee</p> <p>The fee on each amount you take out of your investment.</p> | <p>Nil</p> | <p>Not Applicable</p> |
| <p>Exit fee</p> <p>The fee to close your investment.</p> | <p>Nil</p> | <p>Not Applicable</p> |
| <p>Switching fee</p> <p>The fee for changing investment options.</p> | <p>Nil</p> | <p>Not applicable</p> |

- 1 Certain additional fees and costs may apply. See 'Additional Explanation of Fees and Costs' section below for more information. Unless otherwise stated, the fees and costs shown are inclusive of GST and net of any applicable input tax credits and reduced input tax credits, and are shown without any other adjustment in relation to any tax deduction available to the Responsible Entity. All figures have been rounded to 2 decimal places.
- 2 All fees and costs in this section reflect the Responsible Entity's reasonable estimate based on information available as at the date of this PDS of the typical fees and costs for the current financial year. As the Fund is newly established, the costs reflect the Responsible Entity's reasonable estimates at the date of this PDS of those costs that will apply for the Fund for the current financial year (adjusted to reflect a 12-month period). For further information please see Section 6.4 below.
- 3 This amount comprises of the responsible entity fee, management fee, recoverable expenses of the Sub-Trusts, and indirect costs of the Fund. Estimates are based on an allocation of 50% REDF and 50% MREPIIM and assumes capital from investors other than the Fund remains constant for the next 12 months. The fee calculations of the management fees and costs assume the target raise of A\$300 million being achieved and excludes performance fees. The management fees and costs and components of the management fees and costs set out in the table above are inclusive of GST and net of RITCs. For more information about management fees and costs, please refer to 'Management Fees and Costs' under Section 6.4. Certain additional costs apply, such as transaction costs. See 'Additional Explanation of Fees and Costs' section below for more information.
- 4 The fees in this table can be negotiated with Wholesale Clients (as defined in the Corporations Act). For more information, refer to 'Can fees be different for different investors?' in Section 6.4 below.
- 5 Although entitled to charge a performance fee of 15.38% per annum (inclusive of GST and net of RITCs) of the return of Units in each Trust in excess of a hurdle of 10% per annum (with respect to each Trust under the respective Investment Management Agreement), Metrics, pursuant to the Fee Letter, currently charges a Performance Fee of 15.38% per annum (inclusive of GST and net of RITCs) of the Unit Set Return in excess of the Fund Hurdle for the Trusts as a whole. The Performance Fee is estimated by reference to the Responsible Entity's reasonable estimate of the Performance Fee for the current financial year, adjusted to reflect a 12-month period, and may include the Responsible Entity's reasonable estimates where information was not available as at the date of this PDS or where the Responsible Entity was unable to determine the actual amount. Future Performance Fees may vary. The Fund is newly established and accordingly no performance fees have been accrued. Metrics does not anticipate that any Performance Fees will be payable during the first year of the Fund's operation. The actual performance fees payable (if any) will depend on the performance of the Trusts over the relevant period. In addition, the performance fee may significantly exceed the estimated values set out above. See 'Performance fees' in Section 6.4 below for more information.
- 6 Although the underlying manager is entitled to charge a performance fee of 15% per annum in respect of REDF, Metrics has agreed that those amounts referable to the Fund's indirect investment in REDF will be rebated to the Fund. The Responsible Entity reasonably estimates the performance fees charged by these interposed vehicles based on (i) the average fee incurred for the previous five financial years; (ii) if the interposed vehicle was not in operation for the past five financial years, the average fee incurred for all of the financial years in which the interposed vehicle was in operation; or (iii) if the interposed vehicle was first offered in the current financial year, the Responsible Entity's reasonable estimate of the fee for the current financial year adjusted to reflect a 12 month period. In calculating the total performance fees, the Responsible Entity may factor in any clawback. Past performance is not a reliable indicator of future performance and the actual performance fees of the interposed vehicles will be based on the interposed vehicles' performance over the relevant period. See the 'Performance fees' section under 'Additional explanation of fees and costs' below for more information.
- 7 As the Fund is newly established, the estimated amount reflects the Responsible Entity's reasonable estimate of the transaction costs as at the date of the PDS for the current financial year (adjusted to reflect a 12-month period). The transaction costs disclosed in this section is shown net of any amount recovered by the buy/sell spread charged by the Responsible Entity. This is an estimate only and the actual amount may be higher. The Asset Transaction Fee on the seed portfolio have been waived by Metrics, and accordingly have been estimated to be 0% for the current financial year. Any additional fees payable to Metrics cannot be reliably forecasted at this time, as they will be contingent upon MREPIIM's investment in additional assets. The transaction costs represent an estimate of the duty that is expected to be applied at the time that the Equity Sub-Trust invests in MREPIIM. This is expected to be a one off cost, and not a recurring expense for investors. This one off cost has been accounted for in the project IRR's disclosed in Section 4.11 of this PDS.

6.3 Example of annual fees and costs for the Fund

Table 2 gives an example of how the fees and costs in the Fund can affect your investment over a one-year period. You should use this table to compare this product with other managed investment products. The example below is based on the Target Subscription of A\$300 million being achieved.

Table 2: Example of annual fees and costs

| EXAMPLE – METRICS REAL ESTATE MULTI-STRATEGY FUND | AMOUNT | BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 ¹ DURING THE YEAR |
|---|--|--|
| Contribution fees | Nil | For every additional \$5,000 you put in you will be charged \$0 . |
| PLUS Management fees and costs ⁴ | 1.29% per annum of the NAV of the Fund | And , for every \$50,000 you have in the Fund, you will be charged \$645.00 each year. |
| PLUS Performance Fees ^{4,5} | 0% per annum of the NAV of the Fund | And , you will be charged or have deducted from your investment \$0 in performance fees each year. |
| PLUS Transaction Costs ⁶ | Estimated to be 5.40% per annum of the NAV of the Fund | And , you will be charged or have deducted from your investment \$2,698.87 in transaction costs. |
| EQUALS Cost of Fund | | If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees and costs in the range of: \$3,343.87 ^{1,2,3,4} |
| What it costs you will depend on the fees you negotiate. | | |

- 1 This example assumes the \$5,000 contribution occurs at the end of the first year and that the value of the investment is constant. This example is therefore calculated using the \$50,000 balance only. Please note that this is just an example. In practice, actual investment balances will vary monthly and actual fees and costs charged are based on the value of the Fund, which also fluctuates monthly.
- 2 Additional fees may apply. Please see the 'Additional explanation of fees and costs' for further information.
- 3 All fees and costs in this section reflect the Responsible Entity's reasonable estimate based on information available as at the date of this PDS. All fees reflect the Responsible Entity's reasonable estimate of the typical fees for the current financial year. As the Fund is newly established, the costs reflect the Responsible Entity's reasonable estimates at the date of this PDS of those costs that will apply for the Fund for the current financial year (adjusted to reflect a 12 month period). For further information please see Section 6.4 below.
- 4 The fees in this example can be negotiated with Wholesale Clients (as defined in the Corporations Act). For more information, refer to 'Can fees be different for different investors?' in Section 6.4 below.
- 5 Please refer to footnotes 5 and 6 in the Fees and Costs Summary above and the 'Additional explanation of fees and costs' for further information.
- 6 Please refer to footnote 7 in the Fees and Costs Summary above and the 'Additional explanation of fees and costs' for further information.

6.4 Additional explanation of fees and costs

Management fees and costs

Management fees and costs are expressed as a percentage of the Fund's NAV. Management fees and costs are comprised of a Responsible Entity fee, management fee payable to Metrics, recoverable expenses and indirect costs. Management fees and costs do not include transaction costs. For more information please see the 'Transaction costs' section below.

Management fee

This is the fee payable to Metrics out of the assets of the Fund for the provision of investment management and advisory service to the Fund. It is calculated and accrued daily and paid monthly in arrears from the Fund's assets.

In respect of the Passive Trust, a nominal management fee of A\$10.25 per annum (inclusive of GST and net of RITCs) per annum will be paid subject to the Fund Cap (as defined below). In respect of the Active Trust, a fee of 2.56% per annum (inclusive of GST and net of RITCs) of the GAV of the Active Trust will be paid subject to the Fund Cap (as defined below). At all times, the management fees will be capped such that the management fee payable will not exceed 1.28% per annum (inclusive of GST and net of RITCs) of the combined GAV of the Trusts (**Fund Cap**).

For the period commencing on the date that the Unit Sets commence trading on ASX and expiring on the first anniversary of that date, the Active Trust's management fee will be 2.05% per annum (inclusive of GST and net of RITCs) of the GAV of the Active Trust, and total management fees will not exceed 1.03% per annum (inclusive of GST and net of RITCs) of the combined GAV of the Trusts. Following this initial 12 month period, the management fee will revert to the agreed rate of 1.28% per annum (inclusive of GST and net of RITCs) of the combined GAV of the Trusts.

Performance fees

These are fees payable out of the assets of the Fund to Metrics in respect of the Fund's investment performance. The performance fee is in addition to the management fee and so forms part of the management costs charged to Unitholders.

As the Fund is a recently formed vehicle with no investment history, there has been no performance fee payable as at the date of this PDS. It is not anticipated that any performance fees will be payable during the first year of the Fund's operations. However, this is not a reliable indicator of the performance fees that will apply to the Fund after that date.

Metrics is entitled to a Performance Fee in relation to the performance of the Fund in respect of each Unit Set equal to 15.38% per annum (inclusive of GST and net of RITCs) of the positive difference between the Unit Set Return and the Fund Hurdle.

The **Unit Set Return** refers to the increase in the value of each Unit Set taking all liabilities into account, **plus** the aggregate of any distribution liabilities raised, distributions and gross dividends (including the cash component of any dividend and any franking credits attached to the dividends paid) paid by the Trusts (without a distribution liability being raised) to holders since the last time a Performance Fee was calculated.

Each Trust will bear the Performance Fee in proportion to the return of its Units to the return of the Fund in excess of the Fund Hurdle.

The Performance Fee will be calculated and accrued monthly, and crystallise on the last day of the financial year. The Performance Fee is payable annually within 30 days following the end of financial year.

Metrics is entitled to be paid performance fees equal to 15% per annum of the excess return over the REDF Hurdle. Performance fees levied by Metrics out of REDF, referable to the Passive Trust will be rebated to the Fund for such time as Metrics is the manager of that Trust.

Responsible Entity fee

This fee is charged by the Responsible Entity for operating each Trust and making it available to investors. It is calculated and accrued monthly and paid quarterly in arrears from the Fund's assets.

Recoverable expenses

Other recoverable expenses

These are the ordinary and everyday expenses incurred in operating the Fund and are deducted from the assets of the Fund as and when they are incurred.

The expenses normally incurred in the day-to-day operation of the Fund include amounts payable to the Custodian, fund administration, unit registry, ASX and audit costs (other than transaction costs described below).

At the date of this PDS the recoverable expenses of the Fund that will apply for the current financial year (adjusted to reflect a 12-month period) are estimated to be as set out in the 'Fees and Costs Summary'.

Indirect costs

Indirect costs are any amounts that the Responsible Entity knows or where required, reasonably estimates, will reduce the Fund's returns that are paid from the Fund's assets (other than the Responsible Entity fee, recoverable expenses and transaction costs described elsewhere in this Section 6.4) or that are paid from the assets of any interposed vehicle (such as the Sub-Trusts or Wholesale Funds) to which the Fund may be exposed.

Fees in respect of the Sub-Trusts and Wholesale Funds

As Metrics is the manager of the Sub Trusts and Wholesale Funds it is entitled to receive management fees pursuant to the terms of the trust deeds and management agreements in respect of those funds. These fees are generally payable out of the assets of the Sub Trusts, MREPIIM and REDF (as applicable).

The management fees charged to the Sub-Trusts and MREPIIM are nominal A\$10.25 per annum (inclusive of GST and net of RITCs). Management fees charged by Metrics as manager of REDF are calculated daily and payable monthly to Metrics, however, management fees levied by Metrics out of REDF, referable to the Passive Trust will be rebated to the Fund for such time as Metrics is the manager of that Trust.

Adviser remuneration

No commissions will be paid by the Responsible Entity to financial advisers. You may incur a fee for the advice provided to you by your adviser, but this does not represent a fee that the Responsible Entity has charged you for investing in the Fund and is not an amount paid out of the assets of the Fund. The Responsible Entity recommends that you check with your adviser if you will be charged a fee for the provision of their advice.

Can fees be different for different investors?

Metrics and the Responsible Entity may from time to time negotiate a different fee arrangement (by way of a rebate of fees or reduced fees) with certain 'wholesale' investors or otherwise in accordance with ASIC requirements. Any fee rebates will be paid out of the assets of Metrics or the Responsible Entity (as applicable) and will not be paid from the assets of the Fund. The size of the investment and other relevant factors may be taken into account. The terms of these arrangements are at the discretion of Metrics and the Responsible Entity (as applicable). Investors who wish to negotiate different fees may contact the Responsible Entity and/or Metrics using the following details invest@metrics.com.au.

Transaction costs

Transaction costs are costs related typically to transactions of the Fund (or those of the Sub-Trusts and Wholesale Funds) and include transactional brokerage, clearing costs and stamp duty. These costs will differ according to the type of assets in the Fund and will be paid out of the Fund's assets. Transaction costs are an additional cost that is not included in management fees and costs.

The gross transaction costs for the Fund are 5.40% per annum of the NAV of the Fund which is based on the Responsible Entity's reasonable estimate of the transaction costs at the date of the PDS for the current financial year adjusted to reflect a 12-month period.

The transaction costs represent an estimate of the duty that is expected to be applied at the time that the Equity Sub-Trust invests in MREPIIM. This is expected to be one off cost, and not a recurring expense for investors. This one off cost has been accounted for in the project IRR's disclosed in Section 4.11 of this PDS.

Metrics is entitled to the Asset Transaction Fee in respect of an investment of MREPIIM entered into after the date of this PDS. The Asset Transaction Fee is equal to 0.50% (plus GST) of the total capital committed by the MREPIIM Wholesale Trustee in respect of an investment of MREPIIM, which is payable on the date of initial funding in respect of such investment. To date, no Asset Transaction Fees have been paid to Metrics in relation to the seed portfolio of MREPIIM's CRE Co-Investment assets, and Metrics has agreed to waive payment of the Asset Transaction Fees on those assets. For subsequent investments, the Asset Transaction Fee will be payable to Metrics on the date of initial funding in respect of an investment of MREPIIM, and is a cost of MREPIIM.

The transaction costs for the current financial year have been estimated as 5.40% per annum of the Fund's NAV as additional fees payable to Metrics (in respect of Asset Transaction Fees) cannot be reliably forecasted at this time, as they are contingent upon MREPIIM's investment in additional assets.

Borrower and other fees

Borrowers sometimes pay fees to Metrics for services that Metrics provides to those borrowers. These fees are not borne by the Fund and are not property of the Fund, the Sub-Trusts or the Wholesale Funds.

Can the fees change?

All fees in this PDS can change.

The Responsible Entity will give Unitholders at least 30 days' advanced notice of any proposed increase to these fees. Reasons might include changing economic conditions and changes in regulation. Fees may also change due to an adjustment to the amount of GST payable or a change to the amount of ITCs or RITCs entitled to be claimed by a Trust (noting that if a Trust is not registered or entitled to register for GST then that Trust will not be able to claim any ITCs or RITCs in respect of the expenses it incurs). Furthermore, as each Trust is newly established, any estimates of fees and costs in this PDS are based on information available as at the date of this PDS. As such, the actual fees and costs may differ and are subject to change from time to time. The Constitutions set the maximum amount the Responsible Entity can charge for all fees. If the Responsible Entity wishes to raise fees above the amounts allowed for in the Constitution(s), the Responsible Entity would need to amend the Constitution(s) in accordance with the Corporations Act and the relevant provisions in the Constitution(s).

Maximum fees

The maximum fees that can be charged under each Constitution (exclusive of GST) are:

- ▶ **Responsible Entity fee** – 2.00% per annum of the total value of the property of each Trust.
- ▶ **Responsible Entity remuneration fee** – a maximum of A\$1,000 per hour adjusted to reflect any increase in the 'All groups CPI weighted average of eight capital cities' published by the Australian Bureau of Statistics, in respect of each quarter.

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Although the Responsible Entity does not currently charge such fees, each Trust's Constitution permits the Responsible Entity to charge a fee in relation to the processing of an application for Units of up to 5.13% of the consideration payable on an application for Units (inclusive of GST and net of RITCs) (**Entry Fee**) and a fee in relation to the processing of a redemption of Units of up to 5.13% of the redemption price payable on redemption of Units (inclusive of GST and net of RITCs) (**Exit Fee**).

The maximum fees payable to Metrics and the Wholesale Fund Managers (as applicable) are, for:

- ▶ Active Trust, management fees of 2.56% per annum of the Active Trust's GAV (inclusive of GST and net of RITCs), subject to a cap of 1.28% per annum (inclusive of GST and net of RITCs) of the combined GAV of the Trusts. Following the first anniversary of the Unit Sets' commencement of trading, this is the management fee that will be borne by the Active Trust;
- ▶ Passive Trust, management fees of A\$10.25 per annum (inclusive of GST and net of RITCs);
- ▶ Active Trust and Passive Trust, performance fees of 15.38% per annum (inclusive of GST and net of RITCs) of the return of Units in that Trust in excess of a hurdle of 10% per annum (with respect to each Trust);
- ▶ REDF, management fees of 0.21% per annum (inclusive of GST and net of RITCs) of GAV of REDF and performance fees of 15.38% per annum (inclusive of GST and net of RITCs) of the REDF return that exceeds the REDF Hurdle;
- ▶ MREPIIM, management fees of A\$10.25 per annum (inclusive of GST and net of RITCs); and
- ▶ each Sub-Trust, management fees of A\$10.25 per annum (inclusive of GST and net of RITCs).

These fees can be increased to the maximum levels without your consent with advanced notice if required under the Corporations Act.

Government charges and taxation

Government taxes such as GST will be applied to your account as appropriate. In addition to the fees and costs described in this section, standard government fees, duties and bank charges may also apply such as stamp duties. Some of these charges may include additional GST and will apply to your investments and withdrawals as appropriate. The fees outlined in this section take into account any RITCs which may be available.

Please refer to Section 10 of this PDS.

Section 7 – Risk Factors

An investment in the Fund carries risk, including those specific to the Fund, broader risks which affect the Fund and more general risks associated with investing in the Private Credit market and the property market. Many of these risks are outside the control of the Responsible Entity, Metrics, and their directors and officers. Consequently, the Unit Sets offered under this PDS carry no guarantee in respect of profitability, distributions or return of capital. Neither the Responsible Entity, Metrics nor their directors nor any party associated with the preparation of this PDS warrants that any specific objective of the Fund will be achieved.

In addition, to the extent that statements in this PDS constitute forward looking statements, these statements involve known and unknown risks, uncertainties and other factors that may cause Metrics' actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although Metrics believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements, or that historic results will be repeated.

Investors should consider whether the Unit Sets offered under this PDS are a suitable investment, having regard to their own individual investment objectives, financial circumstances and the risk factors set out below. This list is not exhaustive, and investors should consult their professional advisers before deciding whether to apply for Unit Sets pursuant to this PDS.

Other less significant or less probable factors may also impact the financial performance, the financial position or the cash flow of the Fund. Should any or all of these risk factors materialise, the value of the Unit Sets of the Fund may be adversely affected.

Consequently, investors should read this PDS in its entirety and consider the following risk factors and, if necessary, consult their accountant, financial adviser, stockbroker, lawyer or other professional adviser prior to making an investment in the Fund.

Credit and default risk

Credit risk is the risk that one or more of the Debt assets to which the Fund is exposed (held directly or indirectly through the Sub-Trusts or the Wholesale Funds) may decline in price or fail to pay interest or principal when due because the counterparty or borrower experiences a decline in its financial status. Losses may occur because the value of the asset is affected by the creditworthiness of the borrower and by general economic and specific industry conditions.

Whilst all Debt assets are subject to credit risk, to the extent the Fund is exposed to Sub-Investment Grade and un-rated Private Credit, it will be exposed to a greater amount of credit risk than a fund that invests in Investment Grade rated credit assets. The prices of lower grade Debt instruments are more sensitive to negative developments, such as a decline in the borrower's cash earnings or a general economic downturn, than are the prices of higher-grade Debt instruments. Debt instruments of Sub-Investment Grade quality are higher risk when compared to those of Investment

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Grade quality with respect to the counterparty's capacity to pay interest and repay principal when due and therefore involve a greater risk of default.

Default risk is the risk that a borrower defaults on their obligations, for instance by failing to make a payment due or to repay the principal. The taking of Security or the provision of third-party guarantees may not fully mitigate the risk of credit loss. These credit and default risks may result in losses for an investor in the Fund.

Inflation risk

Inflation can have the effect of reducing, in real terms, the returns from any investment. In particular, the cost of doing business can increase by virtue of inflation. CRE developments may become more costly in an inflationary environment, which may reduce the Fund's returns.

Investment strategy risk

The Fund will invest in the Sub-Trusts which in turn will be exposed to the respective Wholesale Funds. As such, the Fund may be exposed to the risks that are specific to the Sub-Trusts and the Wholesale Funds. This may include operational risks, distribution risks, valuation risks, property market risks, development risks, financing risks, liquidity risks and tax risks that are specific to the Sub-Trusts and the Wholesale Funds.

The historic performance of the various Wholesale Funds managed by Metrics cannot be relied on as a guide to future performance of those Wholesale Funds, the Sub-Trusts or the Fund. The investment strategy to be used by Metrics on behalf of the Fund includes inherent risks. These include, but are not limited to the following:

- ▶ the Fund's success and profitability is reliant upon the ability of Metrics to devise and maintain a portfolio that achieves the Fund's Investment Objective, Investment Strategy and guidelines within the parameters of the investments in which it is permitted to invest and set out in this PDS and the law;

- ▶ the ability of Metrics to continue to manage the Fund's portfolio in accordance with this PDS, its mandate and the law which may be compromised by such events as the loss of its licence or registrations; and
- ▶ the Fund's portfolio may not be as diversified as other listed investment entities.

Additionally, MREPIIM is recently established with no performance history or track record. There is no guarantee that the Investment Strategy of the Fund will be managed successfully or will meet its objectives. Failure to do so could negatively impact the performance of the Fund.

If market conditions change, Metrics may not be able to originate opportunities, or realise profits from CRE Co-Investment Assets with suitable yields to meet the Investment Objective.

Metrics may not manage the Fund, the Sub-Trust or the Wholesale Funds in a manner that consistently meets the Fund's Investment Objective over time. In addition, either Metrics, or a key employee of Metrics, may cease to manage each Trust, the Sub-Trusts or the Wholesale Funds, requiring the relevant fund to find an alternative replacement manager, which may affect the Fund.

If Metrics ceases to manage the Fund and each Investment Management Agreement is terminated, the Responsible Entity will need to identify and engage a suitably qualified and experienced manager to manage the Fund and continue to meet the Fund's Investment Strategy.

Portfolio construction risk

Metrics as manager of each Trust, Sub-Trusts and the Wholesale Funds may cause those funds to invest in a variety of assets in differing proportions so as best to implement the Investment Strategy. These assets include a diversified portfolio of CRE Debt Investments and CRE Co-Investment Assets (please refer to Sections 3.4.2 and 3.4.3). Subject to any requirement to obtain Unitholder approval under the Listing Rules, Metrics may allocate capital from the Fund to Sub-Trusts or to the

Wholesale Funds and direct assets in its discretion so as to achieve the Investment Objective in proportions as it may determine having regard to a number of factors. These may include (but are not limited to) availability of capital, origination of opportunities, matters specific to the Sub-Trusts or Wholesale Funds and prevailing market conditions. Metrics may not be able to achieve its preferred allocation. As at the date of this PDS it is anticipated that the Offer proceeds will be invested in the Active Trust and Passive Trust in equal proportions. This allocation split may not always be the case and Metrics may alter the Portfolio Construction as it sees fit to best achieve the Investment Objective.

Equity risk

The Fund, the Sub-Trusts and/or Wholesale Funds may be exposed to Equity or investments with Equity-Like characteristics (such as Preferred Equity, Bonds, Loans, convertible Loans and Warrants as well as minority Equity stakes in companies and projects). The value of Equity or Equity-Like investments can rise or fall over time and exposures to listed Equity stakes may be more volatile than exposures to unlisted Equity stakes. The Fund, the Sub-Trusts and/or Wholesale Funds may be exposed to investments in the Equity of smaller companies which involve greater risk than those of larger, more established companies and projects. This is because smaller companies may be in earlier stages of development, may be dependent on a small number of products and services, may lack substantial capital reserves or require additional capital to support their operations, may be operating at a loss or have significant variations in operating results and/or do not have proven operating history. Smaller companies may be more adversely affected by poor economic or market conditions, competition from companies with greater financial resources or as a result of poor corporate governance and if listed, may be traded in low volumes which may increase volatility and liquidity risks. There is a risk that the value of Equity investments or investments with Equity-Like characteristics to which the Fund, the Sub-Trusts and/or Wholesale

Funds are exposed may fall over short or extended periods of time. This risk applies in particular to the Fund's indirect investment in MREPIIM, as MREPIIM's investment strategy includes investing in CRE Equity. This means that

it will take direct or indirect ownership positions in land or property developments. The value of these investments may fall and until they are sold, MREPIIM may not receive any return on its investment. In the event these investments have taken out Debt finance, the financier will have priority over any cashflows generated by that investment and MREPIIM may not, in certain circumstances, receive a return on its investment.

Investment concentration and cross-investment risk

The Fund, through the Sub-Trusts and the Wholesale Funds is invested entirely in the CRE asset class. This means that the Fund may not offer the same degree of diversification as investment products which are diversified in other asset classes. The Fund will mainly be exposed to Australia and New Zealand, and to a lesser extent, Developed Asia, rather than to global investments. Accordingly, economic conditions in those countries will have a magnified effect on the Fund's underlying investments.

In addition, the Fund may have exposure to the same investment counterparty through the Active Trust and the Passive Trust. This may occur where REDF is the lender to a borrower in respect of whom MREPIIM holds Equity or other CRE Co-Investment Assets. This means that Unitholders' exposure to the success of that counterparty will be increased. MREPIIM may also invest in REDF, this may result in Unitholders having a greater exposure to REDF than contemplated by the allocation of capital between the Active Trust and the Passive Trust. In these circumstances, any losses of REDF will have a greater impact on returns to Unitholders and in particular, the NAV of a Unit Set. Please refer to Section 13.5 for more information on how Metrics manages conflicts of interests.

Property market risk

The value of real property investments is based on market forces and may fluctuate. Factors that may adversely impact investments of the Sub-Trusts or Wholesale Funds in CRE assets include:

- ▶ a downturn in the relevant property market (domestic or localised geographically);
- ▶ a downturn in the broader Australian or New Zealand economy or of any jurisdiction to which the Fund has exposure (as applicable);
- ▶ a downturn in the specific segment of the property market (e.g. residential, industrial, commercial etc); and
- ▶ lower levels of liquidity in the market which may be caused by other economic, regulatory, tax, legal or other factors.

Development risk

The Fund, through the Sub-Trusts or the Wholesale Funds may invest in, or have exposure to, development assets which are subject to other specific risks relating to timing, cost and successful completion of projects, including:

- ▶ obtaining development and planning approvals;
- ▶ issues with contamination of land;
- ▶ engineering risk;
- ▶ construction risk, including cost escalation, defects and delays (which can be caused by unforeseen factors such as adverse weather);
- ▶ counterparty risk relating to builders, subcontractors and technical consultants;
- ▶ financing to fund projects, such as Senior Debt finance;
- ▶ sales and marketing of the completed asset(s); and
- ▶ settlement risk relating to purchasers completing the acquisition of completed assets.

Financing risk

CRE Co-investment Assets in which the Sub-Trusts or Wholesale Funds may invest are likely to be partially financed by Debt facilities with financiers. The level of Debt funding in each asset may vary and will generally contain financial Covenants such as loan to valuation ratios. Any breach of financial Covenants or other undertakings may give rise to certain rights in favour of the financier(s) including in severe cases enforcement of Security and sale of the asset. Recovery of investor capital may not be possible in such circumstances.

Interest rate risk

The Fund may, through the Sub-Trusts or Wholesale Funds, be exposed to Private Credit with Floating Interest Rates, meaning the income from these investments can rise or fall. The attractiveness of that investment relative to other investments may change.

There is a strong correlation between the RBA Cash Rate, the NZ OCR and the income upon which many Private Credit investments are priced as Floating Interest Rates may be linked to the RBA Cash Rate or the NZ OCR. This means the income from and value of many Private Credit investments will rise and fall largely in correlation with the RBA Cash Rate or the NZ OCR. As the RBA Cash Rate or the NZ OCR (as applicable) falls the investment to which the Fund is exposed will fall in value and income. These fluctuations may impact the Fund's returns.

Interest rate fluctuations can influence the value of both Private Credit assets and Equity assets. As interest rates rise, the value of the Equity in borrowers of Floating Interest Rate Loans will typically fall as it is more costly for that borrower to service the Debt. In a higher interest rate environment the value of certain CRE Co-Investment Assets to which the Fund is exposed may fall.

Liquidity risk

The investments of the Wholesale Funds or Sub-Trusts (and therefore the Sub-Trusts and the Fund) are less liquid than exchange traded instruments as the investments to which the Wholesale Funds or Sub-Trusts are exposed may be long dated and exist in private markets. The ability of the Wholesale Funds and Sub-Trusts to dispose of an investment and value realised will depend on market liquidity, the terms agreed with the relevant borrower or Equity partners (as applicable) and the maturity date of the investments (typically between 1 and 3 years for CRE Debt and expected investment horizons of 3 to 5 years for CRE Co-Investment Assets). The liquidity of Private Credit investments made by the Wholesale Funds or Sub-Trusts (and therefore the Sub-Trusts and the Fund) will also be dependent on a borrower's ability to repay a Loan. The Sub-Trusts might not be able to withdraw their investments at times of underperformance.

Risks of funds

The Fund comprises two registered managed investment schemes, obtain access to investments via underlying wholesale managed investment schemes. The fees and costs payable out of the Trusts may increase without Unitholders' consent which would reduce returns to investors. This may also occur at the Sub-Trust and Wholesale Fund level.

Leverage risk

From time to time, the Sub-Trusts or Wholesale Funds may use leverage to fund investments. If the investments diminish in value or fail to produce expected income for any reason (for example, if the counterparty to a Private Credit instrument fails to pay interest or principal when due (a payment default), the Sub-Trust or underlying Wholesale Fund is still obliged to service its interest and principal payment obligations. Investment losses may be magnified by the use of leverage, resulting in greater losses to investors. The inability to service its interest and principal payment obligations may give rise to the Sub-Trusts, or Wholesale Fund's Debt provider taking action under the

relevant facility terms to recover amounts owed. The Debt provider would be Senior to investors from a repayment perspective and have a first claim over the Private Credit investments (and associated assets) and cash flows of the Sub-Trust and Wholesale Fund (as applicable). Please refer to Section 4.17 for further information regarding Metrics' approach to leverage.

Third party data risk

While Metrics has systems and controls in place to oversee and review information provided by third parties, there is a risk that errors or undisclosed changes from third parties may result in inadvertent exposure to otherwise excluded investments.

Distribution risk

The Fund's ability to pay a distribution depends on the income it receives from the Sub-Trusts and accordingly the distributions the Sub-Trusts receive from the Wholesale Funds. No guarantee can be given concerning the future earnings of the Fund, the earnings or capital appreciation of the Fund's portfolio or the return of your investment. Metrics may make poor investment decisions which may result in the Fund's return being inadequate to pay distributions to Unitholders. The distribution policy of the Fund will depend on the distribution policy set by the Sub-Trusts and the Wholesale Funds. Any delay in distributions being made by the Sub-Trusts or the Wholesale Funds may cause delays in distributions made by the Fund to investors.

Investment risk

The value of an investment in the Fund and/or the Fund's investments may fall over the short or long term for a number of reasons, including the risks set out in this section, which means that you may receive less than your original investment when you sell your Unit Sets in the Fund. The price of individual financial instruments or CRE Co-Investment Assets may fluctuate or underperform other asset classes over time. An investor is exposed to these risks through the life of its holding of Unit Sets in the Fund and through the Fund's investment strategies and policies.

Market and economic risk

Certain events may have a negative effect on the price of all types of investments within a particular market in which the Sub-Trusts or the Wholesale Funds hold investments. These markets are Australia, New Zealand and Developed Asia. These events may include (but are not limited to) changes in legal, tax, economic, social, technological or political conditions, laws and general market sentiment the causes of which may include changes in governments or government policies, political unrest, wars, terrorism, pandemics and natural, nuclear and environmental disasters. The duration and potential impacts of such events can be highly unpredictable, which may give rise to increased and/or prolonged market volatility. Industry specific shocks relevant to underlying CRE Debt Investments and CRE Co-Investment Assets and general market disruption can adversely impact the value of Fund assets.

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

Valuation risk

The Fund will be exposed to illiquid assets which will require independent valuation. Independent valuations are inherently subjective and in determining value, a valuer will be required to make certain assumptions and such assumptions may prove to be inaccurate. This is particularly so in periods of volatility or where there is limited relevant data against which the valuation of CRE Debt Investments and CRE Co-Investment Assets can be benchmarked.

Taxable income risk

The Fund may be exposed to CRE Debt Investments and CRE Co-Investment Assets, for which non-cash income receipts or non-cash entitlements (such as foreign income tax offsets or franking credits) may be received by the Trusts constituting

the Fund. These may not be usable by Unitholders. The Fund may also derive distributions and capital gains in respect of gains made on certain CRE Debt Investments and CRE Co-Investment Assets. As the Active Trust is expected to be a public trading trust and the head company of an income tax consolidated group for taxation purposes any capital gain derived by or distributed to the Active Trust will not be eligible for the CGT discount and is expected to be subject to taxation in the hands of the Active Trust. A franked dividend may be paid by the Active Trust from the after-tax proceeds derived. An outline of the key income tax implications of the various income streams derived by the Fund is outlined at Section 10.

International investment and foreign currency risk

The Fund may be exposed to an amount of capital in foreign currency denominated assets, although any such foreign currency investments are expected to be funded by foreign currency funding facilities, limiting any foreign currency exposure. There is a risk that Metrics will not be successful in managing the Fund's currency risks. Currency markets are volatile and adverse movements in exchange rates could cause the Fund to suffer losses.

Investing in international financial instruments poses additional risks. The performance of international financial instruments can be adversely affected by the different political, regulatory and economic environments in countries where the investments are made, and fluctuations in foreign currency exchange rates may also adversely affect the value of foreign securities. Potentially adverse political, economic, legal and tax, or social conditions in international markets may affect the value of the Fund's investments. In addition, the laws of foreign jurisdictions may offer fewer legal rights and protections to holders of financial instruments in foreign entities in such foreign jurisdictions compared to the laws in Australia.

Credit cycle risk

Metrics operates in an industry which is influenced by both domestic and global credit cycles. Credit cycles expand and contract naturally over time in line with macroeconomic variables and are influenced by governments' fiscal and monetary policies.

During the contraction phase, serviceability and liquidity of Debt can deteriorate meaning the value of Debt assets could decline considerably.

Utilisation risk

The Fund may invest (through the Sub-Trusts and the Wholesale Funds) in both drawn and undrawn Loans that may be drawn up and down by the borrower over time. Borrowers will typically pay a margin over a floating benchmark on drawn amounts, and a percentage of that margin on the un-drawn amount. Alternatively, a borrower might pay a flat fee based on total availability in advance, and then a margin over a floating benchmark on drawn amounts. Returns will vary depending on the utilisation of such revolving Loan facilities.

ASX related market risks

Investors should be aware that there are a number of specific risks associated with Unit Sets being jointly quoted on the ASX. These risks include:

- ▶ **Trading price:** The trading price of any listed security may change, related to performance and matters inherent to the investment performance of the securities, but also due to external factors such as market sentiment, or a range of other factors including the presence of larger buying or selling interest in the Unit Sets. Therefore, Unitholders should expect that for periods of time, sometimes extended periods, the Unit Sets may trade below the stated underlying NAV per Unit Set.
- ▶ **Volatility of Unit Sets:** Unit Sets in the Fund when jointly quoted on the ASX, may be thinly or heavily traded, and could be very volatile, irrespective of any changes in the underlying value of the

investments held by the Fund or to which the Fund has exposure. Unit Sets may also trade at a discount or premium to the NAV per Unit Set. There can be no guarantee that the total number of buyers multiplied by the number of Unit Sets that each buyer wants to buy at any point in time in the market will match or exceed the total number of sellers multiplied by the number of Unit Sets each seller wants to sell, or that Unitholders will be able to buy or sell Unit Sets for a price which they or the Responsible Entity believe fairly reflects the value of their Unit Sets. In addition, the NAV per Unit Set will fluctuate with changes in the value of the underlying investments held by the Fund.

- ▶ **ASX liquidity risk:** Unit Sets in the Fund are intended to be jointly quoted on the ASX. Although liquidity is generally expected to exist in this secondary market, there are no guarantees that an active trading market with sufficient liquidity will develop, or should it develop after listing, that such a secondary market will sustain a price representative of the NAV per Unit Set. As a listed investment trust, there is no regular redemption facility for Unit Sets. That is, if a Unitholder no longer wishes to be invested in the Fund with respect to some or all of their Unit Sets, they will not have the ability to simply redeem their Unit Sets. They will be required to sell their Unit Sets on the ASX. Whilst a listed investment trust can make a withdrawal offer from time to time, it is not the current intention of the Responsible Entity to do so.
- ▶ **ASX counterparty risk:** ASX counterparty risk is the risk that when a Unitholder sells their Unit Sets on market they are relying on CHES, the central system for clearing and settling trades on the ASX, to ensure they receive their settlement proceeds as well as the risk that arises as a result of Unitholders relying on the creditworthiness of their Broker when making trades on the ASX.

Manager and Responsible Entity replacement

Given the illiquid nature of the investments to which the Fund is exposed, the votes required to remove Metrics and the Responsible Entity as set out in Sections 12.1 and 13.2 and that Metrics is entitled to 12 months of management fees on termination as well as any unpaid performance fees the Fund may be unattractive to new investors in the Fund. If Metrics is terminated without cause, then it is entitled to 12 months of management fee on termination or if there is no management fee, the aggregate management fees that Metrics is entitled to receive in respect of the Wholesale Funds calculated over a 12-month period payable within 20 Business Days after effective termination.

Metrics may, in certain circumstances, request that the Responsible Entity retire as responsible entity of the Fund. The retirement of the Responsible Entity and its replacement will be governed by the provisions of the Corporations Act. Unitholders will be entitled to vote on the appointment of a new responsible entity in those circumstances. Please refer to Section 13.2 and Section 12.1 for more information.

Certain Loan investments and agreements may have change of control rights granted to third parties such as borrowers. These rights can be triggered if there are significant changes in the ultimate owner of Metrics. Please refer to Section 12.1 for a summary of the Investment Management Agreement.

Derivative risk

It is not anticipated that Sub-Trusts or the Wholesale Funds will use derivative instruments however, the Wholesale Funds do have the ability to use credit default swaps if Metrics determines that they are required.

Legal and regulatory risk

Legal and regulatory risk is the risk that a change in government policies, laws and regulations (including taxation and accounting) may adversely affect the value of an investment in the Fund or its underlying assets.

No operating performance history of the Fund and MREPIIM

The Fund is a newly formed entity with no financial, operating or performance history and no track record which could be used by an investor to make an assessment of the ability of the Responsible Entity or Metrics to achieve the Investment Objective of the Fund. The information in this PDS about the Investment Objective of the Fund are not projections or the result of any simulated future performance. There is a risk the Fund's Investment Objective will not be achieved. In addition, MREPIIM is recently formed without a history of realising investments. There is no track record available to consider Metrics' ability to execute MREPIIM's investment strategy or achieve its investment objective.

Service provider risk

The performance of the Fund's portfolio relies on the successful performance of the Responsible Entity's contracts with service providers, such as the Investment Management Agreement with Metrics. Please refer to Section 12 of this PDS for details on the material agreements. The Fund could be exposed to the risk of loss if a counterparty does not meet its obligations, including due to insolvency, financial distress or a dispute over the terms of the contract or the termination of any of the material agreements and there can be no assurance that the Responsible Entity would be successful in enforcing its contractual rights. In the case of a counterparty default, the Fund may also be exposed to adverse market movements while the Responsible Entity sources replacement service providers.

Entities within the Perpetual Group may act in various capacities (such as responsible entity, trustee and custodians) for other funds or accounts. Other roles may conflict with the roles they play in operating and managing each Trust.

Perpetual Group have implemented policies and procedures to identify and, where possible, mitigate or avoid conflicts associated with the service providers of each Trust, including where Perpetual may act in various capacities in a transaction. All agreements with related

party service providers have been entered into on terms that are similar to those the Responsible Entity would have negotiated with an unrelated party and the Responsible Entity must still ensure that the appointment of the related party is in the best interests of the members of each Trust, subject to the operation of the stapling of the Trusts (in accordance with any ASIC relief). Each business carries out the services on behalf of separate legal entities. All documents and agreements are separately reviewed and signed off by each business unit and different members of the Perpetual Group legal department. Perpetual also has separate supervision protocols applicable to relevant persons or entities whose principal function involves carrying out activities on behalf of or providing services to parties with potentially conflicting interests.

The Responsible Entity also receives regular reporting from all service providers and conducts ongoing monitoring of all its service providers on a regular basis.

The Perpetual Group, including the Responsible Entity, have in place governance frameworks, group policies and divisional procedures to ensure conflicts are identified and managed appropriately. These conflict policies are aimed at ensuring that conflicts involving individuals or related entities in the Perpetual Group are identified, reported, assessed and managed in a timely and appropriate manner in order to uphold the best interests of clients, members and shareholders. This ensures that Perpetual and its related entities are adopting and promoting a culture of awareness and effective management of conflicts of interests when carrying out its operations. As part of the management of conflicts, Perpetual maintains a register of generic corporate conflicts, including related party conflicts, acting in multiple capacities on the same transaction and service provider to multiple entities, and how these conflicts are to be managed. When such a conflict is identified, the register provides for certain controls to be utilised in order to manage this conflict. Examples of controls include engaging on 'arm's length' or third party terms, use of information barriers and compliance plans. Please refer to Section 13.5 for more information.

Additionally, the Responsible Entity has a duty under the Corporations Act to act in the best interest of the members of a Trust (subject to the operation of the stapling of the Trusts, in accordance with any ASIC relief), and where there is conflict between the members' interests and its own to give priority to the members. The Responsible Entity must follow this duty when making decisions about and managing any potential conflicts of each Trust.

Potential conflicts of interest

The Responsible Entity and its related entities are trustees of each of the funds that the Fund is exposed to. Metrics is also the manager of each of those funds. Situations may arise where Metrics, the Responsible Entity and the Responsible Entity's related entities have interests that conflict with those of the Unitholders. For example, the trustee of a Sub-Trust may take action that is inconsistent with the interests of the Fund and the Responsible Entity has a conflict of interest between pursuing the interests of Unitholders versus the interests of the Responsible Entity and the trustee of the Sub-Trust.

Metrics is also the manager to other funds and accounts not described in this PDS. While Metrics has implemented policies and procedures to identify and mitigate conflicts of interest, it is possible therefore that Metrics may, in the course of its business, have potential conflicts of interest which may not be managed effectively and may be detrimental to the Fund and its Unitholders. In addition, funds managed by Metrics may hold positions that may benefit from different outcomes. **Please refer to 'Multiple exposures risk' below.**

These conflicts could include Metrics having to decide which clients and funds it allocates investment opportunities to. In order to manage this conflict, Metrics has a policy of allocating opportunities between those funds and clients for which the opportunity is considered appropriate and among such clients and funds proportional to their available capital for that opportunity.

Please refer to Section 13.5 of this PDS for more details.

Responsible Entity risk

The Responsible Entity is required to supervise and monitor Metrics and other service providers to the Fund. The Responsible Entity has put in place policies and procedures to achieve this. These measures may not however be successful or adequate, resulting in such service providers not being adequately supervised and monitored. This could result in the Responsible Entity not being in a position to protect the interests of Unitholders.

Default risk

If a borrower defaults on its obligations, Metrics will obtain an independent valuation of any Debt or Equity interests relating to that borrowing. Metrics will seek to recover whatever that valuation is. In these circumstances Metrics may not always be successful in recovering the full value of a Wholesale Fund's investment which may cause a loss to the Fund.

Multiple exposures risk

The Fund and other clients or funds of Metrics may be exposed to different types of investments (such as Senior Debt, Mezzanine Debt and Equity) in respect of the same borrower. This can create a conflict of interest where there is a default by the borrower and there is insufficient money to repay all of the Debt. In these situations, the lower ranking Debt (e.g. Mezzanine Debt) and the Equity may incur a complete loss. Metrics takes a uniform approach to dealing with these types of situations by engaging a third-party valuer to value the investments and then seeks to recover at least those valuations. To manage any conflict such investment is considered separately and is managed according to its terms so that, for example, the most Senior Debt is always paid in priority to lower ranking or Subordinated Debt, and all Debt is paid in priority to Equity.

Manager risk

The Fund is highly reliant on Metrics' expertise, ability to service the Fund, Sub-Trusts and Wholesale Funds. Accordingly, there is a risk that Metrics will not achieve the Fund's stated investment objectives and/or it may

underperform or may not deliver returns that compare favourably to other investment managers in the same asset class. Many factors can negatively impact Metrics' ability to generate acceptable returns, including for example, loss of key staff.

Regulatory approvals

All regulatory approvals for the continued operation of the Fund, including licences or exemptions from licensing for Metrics have been obtained and the Responsible Entity and Manager are not aware of any circumstances which might give rise to the cancellation or suspension of any of those approvals. If any of the approvals are cancelled or suspended, the Fund may be adversely affected.

Size of Fund

The size of the Fund may affect its risk profile. The Fund may not be able to manage its risks or control its costs as efficiently if it only achieves the Target Subscription. However, the risk of loss of investments included in the Fund will not necessarily be reduced if the level of acceptance under this Offer exceeds the Target Subscription.

Litigation risks

From time to time, the Responsible Entity, Sub-Trusts or Wholesale Funds may be involved in litigation. This litigation may include, but is not limited to, contractual claims. If a claim is pursued against the Responsible Entity, Sub-Trusts or Wholesale Funds, the litigation may adversely impact on the profits and financial performance of the Fund. Any claim, whether successful or not, may adversely impact on the Fund's Unit price and/or the return on your investment.

Cyber risk

There is a risk of fraud, data loss, business disruption or damage to the information of the Fund or to investors' personal information as a result of a threat or failure to protect this information or data.

Fraud and misrepresentation risk

The value of investments made by a Trust may be affected by fraud, misrepresentation or omission on the part of a counterparty to which the investment relates.

Influence risk

The Fund is exposed to investments in the Sub-Trusts and Wholesale Funds which are managed by Metrics. The Responsible Entity on behalf of the Fund does not have the legal right to influence the operations of the Sub-Trusts and Wholesale Funds. The Fund is effectively a passive investor in those funds alongside other investors and may not be able to effect a redemption of the Trust's exposure to the Sub-Trusts and the Wholesale Funds. This means the Responsible Entity may not be able to protect the interests of Unitholders in respect of what happens at the Wholesale Funds level. Accordingly, the direct investors in the Wholesale Funds, other than the Sub-Trusts may be in a stronger position to influence the investments to which the Trust is exposed.

General risks

The performance and profitability of the Fund may be affected by many factors including the fact that the value of the portfolio in which the Fund invests may vary over time. This may result in either an increase or decrease in the value of Unit Sets and ultimately the value of your investment, which may result in the loss of income and the principal you initially invested.

Other factors which may impact on the value of the Unit Sets include asset risk, concentration risk, credit risk, counter-party risk, Metrics risk, risks pertaining to the engagement of Metrics, the ability of Metrics to source well-managed businesses which have the ability to service and repay their Loans and retention of key personnel of Metrics risk.

Neither the Responsible Entity, Metrics, the Lead Arranger, the Joint Lead Managers, nor the Distribution Partner guarantee the return of capital, any rate of return in terms of income or capital or the investment performance of the Fund.

7.1 Timeframe for investment

Investors are strongly advised to regard any investment in the Fund as a medium-term proposition (one year or more) and to be aware that, as with any investment, substantial fluctuations in the value of their investment may occur over that period and beyond.

Section 8 – Board, Management and Corporate Governance

8.1 Corporate Governance

Responsibility for the Fund's proper corporate governance rests with the Responsible Entity. The Responsible Entity has entered into an Investment Management Agreement with Metrics pursuant to which Metrics will provide certain investment management services to the Fund.

The Responsible Entity, with reliance upon Metrics, will monitor the operational and financial position and performance of the Fund. The Directors of the Responsible Entity are committed to implementing high standards of corporate governance in operating the Fund.

Accordingly, the Responsible Entity has created a framework for managing the Fund, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Fund's business and which are designed to promote the responsible management and conduct of the Fund. Under the Investment Management Agreement, Metrics agrees to assist the Responsible Entity to comply with all relevant laws, including the Listing Rules and the Corporations Act.

The Responsible Entity is a wholly owned subsidiary of Perpetual Limited (ASX: PPT) (**Perpetual**).

The Responsible Entity is reliant on Perpetual for access to adequate resources including directors, management, staff, functional support (such as company secretarial, responsible managers, legal, compliance, risk and finance) and financial resources.

As at the date of this Corporate Governance Statement, Perpetual has at all times made such resources available to the Responsible Entity.

In operating the Fund, the Responsible Entity's overarching principle is to always act in good faith and in the best interests of the Fund's Unitholders, in accordance with its fiduciary duty. The Responsible Entity's duties and obligations in relation to the Fund principally arise from: the Constitution of each Trust; the compliance plan for the Fund; the Corporations Act; the Listing Rules; the Responsible Entity's AFSL; relevant regulatory guidance; relevant contractual arrangements; and other applicable laws and regulations.

8.2 Corporate governance policies

At Perpetual, good corporate governance includes a genuine commitment to the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (4th Edition) (**Principles**).

The Responsible Entity operates under the Perpetual Group governance structure which applies to all its subsidiaries and controlled entities within the Perpetual Group. Perpetual's corporate governance arrangements set the foundation for the key role for the Perpetual Group in communicating principles and obligations to guide decision making and to set standards for expected employee behaviour in particular situations.

The directors of the Responsible Entity are committed to implementing high standards of corporate governance in operating the Fund and, to the extent applicable to registered managed investment schemes, are guided by the values and principles set out in Perpetual's Corporate Governance Statement and lodged with the ASX each year. To the extent the Principles are applicable to registered managed investment schemes, its practices are largely consistent with the Principles.

As a leading responsible entity, the Responsible Entity operates a number of registered managed investment schemes. The schemes include the Fund as well as other schemes that are listed on the ASX. The Responsible Entity's approach in relation to corporate governance in operating the Fund is consistent with its approach in relation to the schemes generally.

The Responsible Entity addresses each of the Principles that are applicable to externally managed listed entities in relation to the Fund.

Please refer to Perpetual's Corporate Governance Statement for its application to the Responsible Entity and also for any further information. A full copy of Perpetual's Corporate Governance Statement is available on Perpetual's website:

(<https://www.perpetual.com.au/about/corporate-governance-and-policies>)

8.3 ASX Corporate Governance Principles

The Responsible Entity has evaluated the Fund's current corporate governance policies and practices in light of the ASX Corporate Governance Principles and Recommendations. A brief summary of the approach currently adopted by the Fund is set out below.

Principle 1 – Lay Solid Foundations for Management and Oversight

The role of the Responsible Entity's Board is generally to set objectives and goals for the operation of the Responsible Entity and the Fund, to oversee the Responsible Entity's management, to regularly review performance and to monitor the Responsible Entity's affairs and act in the best interests of the Unitholders of the Fund. The Responsible Entity's Board is accountable to the Unitholders of the Fund, and is responsible for approving the Responsible Entity's overall objectives and overseeing their implementation in discharging their duties and obligations and operating the Fund.

Directors, management and staff are guided by Perpetual's Code of Conduct and Perpetual's Risk Appetite Statement which is designed to assist them in making ethical business decisions.

The role of the Responsible Entity's management is to manage the business of the Responsible Entity in operating the Fund. The Responsible Entity Board delegates to management all matters not reserved to the Responsible Entity's Board, including the day-to-day management of the Responsible Entity and the operation of the Fund.

The Responsible Entity appoints service providers (**Service Providers**) to manage the key operations of the Fund which include investment management, administration, custody and other specialist services and functions as required depending on the nature of the Fund. The Responsible Entity obtains relevant services from third party service providers under outsourcing agreements.

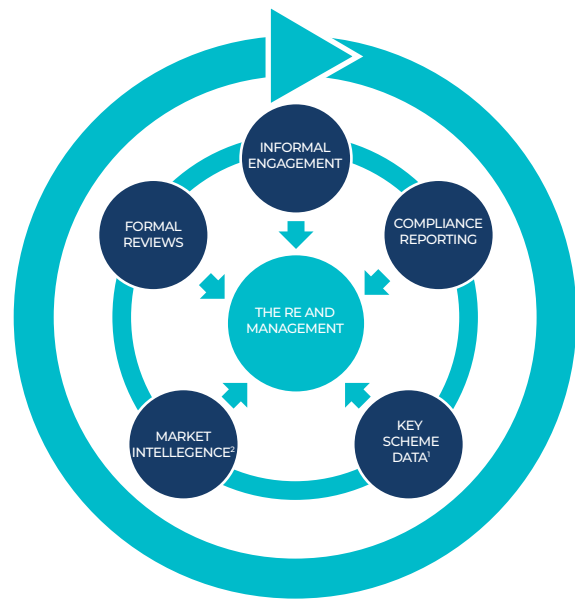
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Effective processes for monitoring Service Providers are integral to the Responsible Entity's operations, given that substantial operational activities are outsourced to third parties. The Management of the Responsible Entity ensures a systematic and rigorous approach is applied with respect to monitoring the performance of outsourced Service Providers to the Fund.

The Responsible Entity views all interactions with Service Providers as a monitoring opportunity, from the informal discussions that regularly occur with Service Providers, to more formalised monitoring reviews. The outcomes of all interactions with Service Providers inform the Responsible Entity's view as to the extent to which the Service Provider is complying with their operational obligations to the Responsible Entity.

Prior to appointment, all Service Providers are subject to operational due diligence, to verify that the Service Provider can deliver the outsourced services in an efficient, effective and compliant manner. All Service Providers are assigned an initial operational risk rating.

The Responsible Entity's approach to Service Provider monitoring is outlined in the diagram below. In addition to the continuous monitoring that occurs through day-to-day interactions with Service Providers in the regular course of business, all Service Providers are required to periodically report to the Responsible Entity as to the extent to which they have met their obligations. Periodically, the Service Provider's risk rating is reviewed by the stakeholders within the business, based on the outcomes of all interactions that have occurred with the Service Provider during the review period.



- 1 Includes information regarding investment performance, actual versus strategic asset allocation, liquidity where applicable and complaints, incidents and issues arising with respect to the operation of the Fund
- 2 Information from secondary sources, including the media and analysts and rating house reports.

The Responsible Entity maintains policy, procedure and program documents that determine the nature and scope of formal reviews on service providers.

The Service Provider risk rating dictates any additional monitoring measures required to be put in place – for example a Service Provider assessed as 'low to medium risk' will be subject to the standard monitoring measures the Responsible Entity utilises under the Service Provider Monitoring Framework. Service Providers risk rated 'high to very high' may be subject to additional oversight measures to deal with the factors that caused the Service Providers risk rating to be high or very high. In addition, management and stakeholders utilise the risk assessment rating in determining if any action is required when considering information and the outcomes of all interactions that have occurred with the Service Provider during the review period.

Principle 2 – Structure the Board to be Effective and Add Value

As at the date of this Corporate Governance Statement, the Responsible Entity Board consists of two non-executive directors, one executive director and one alternate executive director. The names of the directors and year of appointment are provided below:

The Trust Company (RE Services) Limited

| NAME OF DIRECTOR | YEAR OF APPOINTMENT |
|--|----------------------------------|
| Glenn Foster (Non-executive Director) | 2021 |
| Vicki Riggio (Executive Director) | 2018 |
| Phillip Blackmore (Alternate Executive Director for Vicki Riggio) | 2018 |
| Alexis Dodwell (Non-executive Director) | 2023 (appointed 1 November 2023) |

The non-executive directors of the Responsible Entity are independent and receive remuneration. In respect of any other interests, the directors of the Responsible Entity are required to maintain a register of interests, which is disclosed to the company secretary on an ongoing basis given this is a standing agenda item at each Board meeting. Holdings are assessed in respect of their potential for conflicts. The Responsible Entity elected not to disclose these interests publicly as this is an externally managed entity.

Principle 3 – Instil a Culture of Acting Lawfully, Ethically and Responsibly

The Responsible Entity relies on a variety of mechanisms to monitor and maintain a culture of acting lawfully, ethically and responsibly:

- ▶ policies and procedures: a Code of Conduct which articulates and discloses Perpetual's values, cyclical mandatory training, a Whistleblowing Policy and an Anti-Bribery and Corruption Policy (further details noted below);

- ▶ Perpetual's Enterprise Behaviours framework, and risk ratings that are intertwined into its annual performance, remuneration and hiring processes; and
- ▶ a regular feedback mechanism in place to assess employee sentiment, with actions implemented in response to results.

These apply to all directors and employees of Perpetual, and the Responsible Entity. The Code of Conduct, Perpetual's Enterprise Behaviours and core values supports all aspects of the way the Responsible Entity conducts its business and is embedded into Perpetual's performance management process.

The Code of Conduct draws from and expands on Perpetual's Core Values of integrity, partnership and excellence. The Code of Conduct underpins Perpetual's culture. The Responsible Entity Board are informed of material breaches of the Code of Conduct which relate to the Fund and the Responsible Entity.

Additional policies deal with a range of issues such as the obligation to maintain client confidentiality and to protect confidential information, the need to make full and timely disclosure of any price sensitive information and to provide a safe workplace for employees, which is free from discrimination. Compliance with Perpetual's Code of Conduct is mandatory for all employees. A breach is considered to be a serious matter that may impact an employee's performance and reward outcomes and may result in disciplinary action, including dismissal.

A full copy of the Code of Conduct is available on Perpetual's website at:

(<https://www.perpetual.com.au/about/corporate-governance-and-policies>)

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Perpetual also has a Whistleblowing Policy to protect directors, executives, employees (including current and former), contractors and suppliers (and relatives and dependants of any of these people) who report misconduct, including:

- ▶ conduct that breaches any law, regulation, regulatory licence or code that applies to Perpetual;
- ▶ fraud, corrupt practices or unethical behaviour;
- ▶ bribery;
- ▶ unethical behaviour which breaches Perpetual's Code of Conduct or policies;
- ▶ inappropriate accounting, control or audit activity; including the irregular use of Perpetual or client monies;
- ▶ any conduct that amounts to modern slavery, such as debt bondage and human trafficking of employees; and
- ▶ any other conduct which could cause loss to, or be detrimental to the interests or reputation of, Perpetual or its clients.

As part of Perpetual's Whistleblowing Policy, a third party has been engaged to provide an independent and confidential hotline for whistle-blowers who prefer to raise their concern with an external organisation.

A full copy of the Whistleblowing Policy is available on Perpetual's website at <https://www.perpetual.com.au/about/corporate-governance-and-policies>.

As part of Perpetual's commitment to promoting good corporate conduct and to conducting business in accordance with the highest ethical and legal standards, bribery and corrupt practices will not be tolerated by Perpetual under any circumstances. Perpetual's Anti-Bribery and Corruption Policy supports Perpetual's commitment by:

- ▶ prohibiting the payment of political donations by Perpetual;
- ▶ instituting proper procedures regarding the exchange of gifts with public officials;
- ▶ clearly outlining Perpetual's zero tolerance for bribery and corruption; and
- ▶ including avenues where concerns may be raised.

Material breaches of the Code of Conduct or the Anti-Bribery and Corruption Policy are managed in accordance with Perpetual's usual issues management process which would include reporting to the Responsible Entity Board and where the breach relates to a product or service offered by the Responsible Entity.

A full copy of the Anti-Bribery and Corruption Policy is available on Perpetual's website at <https://www.perpetual.com.au/about/corporate-governance-and-policies>.

Mechanisms are in place to ensure the Responsible Entity Board are informed of material breaches which impact the Fund and the Responsible Entity which would include material breaches of the Code of Conduct and material incidences reported under the Whistleblowing Policy.

Principle 4 – Safeguard the Integrity of Corporate Reports

As noted in principle 2, the Responsible Entity, which is a subsidiary of Perpetual, operates under the Perpetual Group governance structure. This structure applies to all subsidiaries and controlled entities. In addition to the broader arrangements discussed in the Perpetual Corporate Governance Statement, the Board of the Responsible Entity has delegated certain responsibilities to an Audit and Finance Committee (**AFC**). The AFC is chaired by a non-executive director and is responsible for the review of the financial statements and notes, Director's declaration, auditor reports and representation letters. Where appropriate the AFC will recommend to the Responsible Entity Board approval of financial statements and accompanying materials.

Supporting the AFC and the Board, the Responsible Entity has policies and procedures designed to ensure that the Fund's:

The functions of an audit committee are undertaken by the full Responsible Entity Board with assistance from management. Supporting the AFC and the Board, the Responsible Entity has policies and procedures designed to ensure that the Fund's:

- ▶ financial reports are true and fair and meet high standards of disclosure and audit integrity; and
- ▶ other reports released on ASX are materially accurate and balanced.

This includes policies relating to the preparation, review and sign off process required for the Fund's financial reports, the engagement of the Fund's independent auditors and the review and release of certain reports on the ASX.

The declarations under section 295A of the Corporations Act provide formal statements to the Responsible Entity Board in relation to the Fund (refer to Principle 7). The declarations confirm the matters required by the Corporations Act in connection with financial reporting. The Responsible Entity receives confirmations from the service providers involved in financial reporting and management of the Fund, including Metrics. These confirmations together with the Responsible Entity's Risk and Compliance Framework which includes the service provider oversight framework, assist its staff in making the declarations provided under section 295A of the Corporations Act. The Responsible Entity manages the engagement and monitoring of independent 'external' auditors for the Fund. The Responsible Entity Board receives periodic reports from the external auditors in relation to financial reporting and the compliance plans for the Trusts.

The AFC is not comprised of a majority of independent members as the nature of our listed entity role is that of an externally managed entity. The experience and independence of the chair and depth of experience of the Responsible Entity's counterparties, respective Directors and senior management provides sufficient breadth of skills and oversight to the integrity of said reports.

Principle 5 – Make Timely and Balanced Disclosure

The Responsible Entity has a continuous disclosure policy to ensure compliance with the continuous disclosure requirements of the Corporations Act and the Listing Rules in relation to the Fund. This policy sets out the processes to review and authorise market announcements and is periodically reviewed to ensure that it is operating effectively. The Responsible Entity requires service providers, including Metrics, to comply with its policy in relation to continuous disclosure for the Fund.

The Responsible Entity has in place Designated Officers to assist it in meeting its Continuous Disclosure obligations. The "Designated Officers" are the Company Secretary of the Responsible Entity and one of either the General Manager, Managed Fund Services and Senior Manager, Client Management Team (Responsible Entity team). The Responsible Entity's and Perpetual's employees are required to notify the Company Secretary of the Responsible Entity of any information a reasonable person would expect to have a material effect on the unit price or would influence an investment decision in relation to the Fund, to determine if immediate disclosure to the ASX is required.

The Responsible Entity Board also considers its continuous disclosure obligations as a standing item at each scheduled board meeting.

Principle 6 – Respect the Rights of Unitholders

The Responsible Entity is committed to ensuring timely and accurate information about the Fund is available to security holders via the Fund's website at www.metrics.com.au/mre. All ASX announcements are promptly posted on the Fund's website. The annual and half year results financial statements and other communication materials are also published on the website.

In addition to the continuous disclosure obligations, the Responsible Entity receives and responds to formal and informal

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communications from unitholders and convenes formal and informal meetings of unitholders as requested or required. The meetings are held in accordance with the requirements of the Corporations Act that apply to a registered managed investment scheme.

The Responsible Entity is ultimately responsible for ensuring that any complaints received from unitholders are handled in accordance with its policy settings and regulatory requirements. The Responsible Entity has adopted Perpetual's Complaints Handling Policy, which is available at [Making a complaint | Perpetual](#).

The Responsible Entity is a member of the Australian Financial Complaints Authority (**AFCA**) external dispute resolution scheme. If unitholders are dissatisfied with the Responsible Entity's handling of their complaint, AFCA may be able to assist unitholders achieve resolution to their complaint.

The Responsible Entity is also committed to communicating with Unitholders electronically in relation to communications from the unit registry. Unitholders may elect to receive information from the Fund's unit registry electronically.

Principle 7 – Recognise and Manage Risk

As at the date of this PDS, the Responsible Entity's Board consists of a majority of non-executive directors and a Compliance Committee is not required in accordance with section 601JA of the Corporations Act. A Governance, Risk & Compliance Committee (**GRCC**) has been established and comprises of a non-executive director, two executive directors and a senior employee from Compliance.

The GRCC meets at least quarterly. The GRCC Terms of Reference sets out its role and responsibilities, which is available upon request. The GRCC is responsible for, among other things, monitoring compliance by the Responsible Entity of the compliance plan for the Fund, the Fund's Constitution and the Corporations Act. It is also responsible for assessing the adequacy of the compliance plan for the Fund and making recommendations to the Responsible Entity Board.

The Responsible Entity values the importance of robust risk and compliance management. The Responsible Entity operates under the Perpetual Risk Management Framework (**RMF**) which applies to all the activities Perpetual undertakes as Responsible Entity. The RMF aligns to International Standard ISO 31000:2018 'Risk Management Guidelines' and consists of supporting frameworks, programs and policies which have been developed, implemented and are regularly assessed for effectiveness to support the management of specific risks considered material to Perpetual defined within the following risk categories: Strategy and Execution, Management of Change, People, Financial, Market & Treasury, Investment, Product & Distribution, Business Resilience, Operational & Fraud, Information Technology, Cyber/Data Security, Outsourcing, Sustainability & Responsible Investing, Compliance & Legal and Conduct Risk.

At Perpetual a current risk register is maintained as part of its formal risk management program. The systems supporting the business have been designed to ensure risks are managed within the boundaries of the Perpetual Risk Appetite Statement (**RAS**) which articulates the expected behaviours, measures and tolerances that management are to take into account when setting and implementing strategy and running their day-to-day areas of responsibility.

Perpetual's RMF is reviewed at least annually. Additionally, other programs and policies supporting the RMF regularly reviewed to ensure they remain fit-for purpose and effective.

The Perpetual Board sets a clear tone from the top regarding its commitment to effective risk management by promoting an effective risk culture where all Group Executives are accountable for managing risk, embedding risk management into business processes within their area of responsibility and creating an environment of risk awareness, ownership and responsiveness by all Perpetual employees. The Perpetual Board's commitment is reflected through the establishment of, and investment in the Perpetual Risk,

Compliance and Internal Audit functions, led by the Chief Risk and Sustainability Officer (**CRSO**).

The RMF is underpinned by the “Three Lines of Accountability” model to implement best practice risk management. This model sees the first line, being business unit management, accountable for the day-to-day identification, ownership and management of risks. Perpetual’s Risk, Compliance and Client Advocacy functions represent the second line who provide the risk and compliance governing documents, systems, tools, advice and assistance to enable management to effectively identify, assess, manage and monitor risk and meet their compliance obligations, and are responsible for reviewing and challenging first line activities. Internal Audit provides independent assurance, representing the third line, and reports to the Perpetual Audit, Risk and Compliance Committee (**ARCC**) and GRCC.

Internal Audit is an integral part of Perpetual’s governance and risk management culture and aims to protect Perpetual’s earnings, reputation and customers. Perpetual’s Internal Audit function reports functionality to the Perpetual ARCC, and for administrative purposes, through the Perpetual CRSO and is independent from the External Auditor and from Perpetual Executive Management. Internal Audit provides independent and objective assurance, a disciplined approach to the assessment and improvement of risk management and monitoring and reporting on audit findings and recommendations. The Internal Audit Plan (**Plan**) is approved formally by the Perpetual ARCC each year and re-assessed quarterly to ensure it is dynamic and continues to address the key risks faced by the Perpetual Group. Progress against the Plan, changes to the Plan and results of audit activity are reported quarterly to the Perpetual ARCC.

The Perpetual ARCC is responsible for oversight and monitoring of Perpetual’s RAS, Compliance and Risk Management Frameworks and internal control systems, and risk culture. The Perpetual ARCC is also responsible for monitoring overall legal and regulatory compliance across Perpetual including the Responsible Entity. The Perpetual ARCC is comprised of Ian Hammond (Chair),

Nancy Fox, Kathryn Matthews and Gregory Cooper. The Perpetual ARCC Terms of Reference sets out its role and responsibilities. This can be obtained on the Perpetual website.

In respect of social and ethical considerations, Metrics believes that ESG and Sustainability issues present both risk and opportunity and can affect, positively and negatively, the performance of the Fund and the long-term, risk-adjusted returns it delivers. Metrics is, therefore, committed to incorporating ESG and Sustainability factors into its pre-investment decision making process, with the aim to improve risk-adjusted returns, as well as its post-investment monitoring of and engagement with borrowers. For more information please see Section 4.5 of this PDS.

Please refer to Perpetual’s Corporate Governance Statement for its application to the Responsible Entity and also for any further information. A full copy of Perpetual’s Corporate Governance Statement is available on Perpetual’s website:

(<https://www.perpetual.com.au/about/corporate-governance-and-policies>)

Principle 8 – Remunerate Fairly and Responsibly

The Responsible Entity does not have a Remuneration Committee. The fees and expenses which the Responsible Entity is permitted to pay out of the assets of the Trusts are set out in the Constitution of each Trust. The Fund financial statements provide details of all fees and expenses paid by the Fund during a financial period.

Section 9 – Financial Information

Introduction

The Fund was established on 25 July 2024 and has not undertaken any trading activities. As at the date of this PDS, each Trust has 50 Units on issue. Please refer to Section 4 for further information.

This section contains a summary of the financial information of the Fund, which includes:

- ▶ The unaudited Pro Forma Statements of Financial Information as at the date of this PDS (**Pro Forma Financial Information**) (please refer to Section 9.1);
- ▶ Directors' material assumptions used in the preparation of the Pro Forma Financial Information (please refer to Section 9.2);
- ▶ Capital structure of the Fund on completion of the Offer (please refer to Section 9.3);
- ▶ Pro forma cash of the Fund (please refer to Section 9.4); and
- ▶ Material accounting policies of the Fund (please refer to Section 9.5).

The Pro Forma Financial Information has, except as otherwise noted, been prepared in accordance with the recognition and measurement principles prescribed in the Australian Accounting Standards (**AAS**), although it is presented in an abbreviated form insofar as it does not include all the disclosures, statements and comparative information required by AAS applicable to annual financial reports prepared in accordance with the Corporations Act. All amounts disclosed in this section are presented in Australian dollars.

The Pro Forma Financial Information has been reviewed by Pitcher Partners Sydney Corporate Finance Pty Ltd (ACN 122 561 184), which has provided an Investigating Accountant's Report on the Pro Forma Financial Information in Section 11.

The information in this section should also be read in conjunction with the Risk Factors set out in Section 7 and other information contained in this PDS.

9.1 Unaudited Pro Forma Statements of Financial Information

The Pro Forma Financial Information set out below has been prepared to illustrate the financial position of the Fund following the completion of the Offer and the expenditure of funds associated with the Offer as if such events had occurred as at the date of this PDS. The Pro Forma Financial Information is intended to be illustrative only and will not reflect the actual position and balances as at the date of this PDS or at the completion of the Offer. The Pro Forma Financial Information has been prepared in accordance with the principles and material accounting policies set out in Section 9.5.

| PRO FORMA | MINIMUM SUBSCRIPTION (A\$100 MILLION) '(A\$M) | TARGET SUBSCRIPTION (A\$300 MILLION) '(A\$'M) |
|---|--|--|
| Assets | | |
| Cash | A\$100 | A\$300 |
| Total Assets | A\$100 | A\$300 |
| Liabilities | – | |
| Total Liabilities (excluding net assets attributable to Unitholders) | Nil | Nil |
| Unitholder Equity | | |
| Subscription for Unit Sets | A\$100 | A\$300 |
| Net Assets attributable to Unitholders – Equity | A\$100 | A\$300 |

9.2 Directors' material assumptions in preparation of the Pro Forma Financial Information

The Pro Forma Financial Information has been prepared on the basis of the following assumptions by the Directors of the Responsible Entity:

- (a) application of the material accounting policies set out in Section 9.5;
- (b) the column headed 'Minimum Subscription A\$100m', has been prepared on the basis of subscriptions for 50 million Unit Sets by Applicants under this PDS at an issue price of A\$2.00 per Unit Set;
- (c) the column headed 'Target Subscription A\$300m', has been prepared on the basis of subscriptions for 150 million Unit Sets by Applicants under this PDS at an issue price of A\$2.00 per Unit Set; and
- (d) expenses of the Offer are to be paid by Metrics.

9.3 Capital structure

Set out below is the anticipated capital structure of the Fund on completion of the Offer.

| | MINIMUM SUBSCRIPTION (A\$100 MILLION) | TARGET SUBSCRIPTION (A\$300 MILLION) |
|--------------------------------|---|--|
| Unit Sets | 50.00005 million | 150.00005 million |
| NAV per Unit Set ⁵⁵ | A\$2.00 | A\$2.00 |

⁵⁵ NAV is calculated as the Fund's net assets position in the Pro Forma Financial Information in Section 9.1 divided by the quantity of Unit Sets corresponding to the indicated subscription amounts.

9.4 Pro Forma cash

Set out below is a reconciliation of the Pro Forma cash balance

| | MINIMUM SUBSCRIPTION (A\$100 MILLION) | TARGET SUBSCRIPTION (A\$300 MILLION) |
|-----------------------------|---|--|
| Proceeds of Offer | A\$100 million | A\$300 million |
| Estimated net cash position | A\$100 million | A\$300 million |

The proceeds of the Offer will be used to execute the Investment Strategy.

9.5 Material accounting policies

A summary of material accounting policies that have been adopted in the preparation of the Pro Forma Financial Information (set out in Sections 9.1 to 9.4), and which will be adopted prospectively in preparation of the financial statements of the Fund for the financial year ending 30 June each year, is set out below.

The Pro Forma Financial Information has been prepared in accordance with Australian Accounting Standards and interpretations and other authoritative pronouncements of the Accounting Standards Board (**AASB**), and the Corporations Act.

Australian Accounting Standards set out an accounting framework that the AASB have concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply.

The financial information presented in this PDS is presented in an abbreviated form and does not contain all of the presentation and disclosures that are usually provided in an annual report prepared in accordance with Australian Accounting Standards. The Pro Forma Financial Information have been prepared on the basis of assumptions outlined in this Section 9.5.

All amounts disclosed in this section are presented in Australian dollars.

Basis of preparation

The Pro Forma Financial Information has been prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

Functional and Presentation Currency

The Pro Forma Financial Information has been prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated, is presented in Australian dollars, which is the Fund's functional currency.

Use of Estimates and Judgements

The preparation of the Pro Forma Financial Information requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Financial Instruments

Classification

The Fund's investments are categorised as either fair value through profit or loss or held to maturity in accordance with AASB 9 *Financial Instruments*, which is comprised of financial instruments designated as at fair value through profit or loss upon initial recognition.

These include financial assets and liabilities that are not held for trading purposes but may be sold. All financial assets held in the Fund are managed by Metrics at their own discretion as disclosed in the PDS including investments in Private Credit and other associated Debt instruments and CRE Co-Investment Assets.

Financial instruments designated at fair value through profit or loss

This category has two sub-categories: financial assets and liabilities held for trading, and those designated at fair value through profit or loss upon initial recognition. A financial asset or liability is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by Metrics.

Financial assets and financial liabilities designated at fair value through profit or loss at inception are those that are managed, and their performance evaluated on a fair value basis in accordance with the Fund's documented investment strategy. The Fund's policy is for the Responsible Entity to evaluate the information about these financial assets on a fair value basis and together with other related financial information. The information on the fair value basis is provided internally to the Fund's key management personnel.

Held to maturity Investments

Held to maturity investments are carried at amortised cost using the effective interest method, less any impairment losses.

Recognition/Derecognition

The Fund recognises financial assets and financial liabilities on the date on which a contract is entered and settled (trade date).

The financial instruments held at fair value through profit and loss are initially recognised at fair value and subsequently remeasured monthly at fair value. The financial instruments held to maturity are initially recognised at fair value and subsequently amortised using the effective interest rate method.

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- ▶ the rights to receive cash flows from the asset have expired;
- ▶ the Fund retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' agreement; or
- ▶ the Fund has transferred its rights to receive cash flows from the asset and either:
 - (a) has transferred substantially all the risks and rewards of the asset; or
 - (b) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

Any gains or losses arising on derecognition of the asset held at fair value through profit and loss (calculated as the difference between the disposal proceeds and the carrying amount of the asset) are included in the statement of comprehensive income in the year the asset is derecognised as realised gains or losses on financial instruments.

Measurement

Financial assets and liabilities held at fair value through profit and loss.

At initial recognition, financial assets and liabilities held at fair value through profit or loss are measured at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability, less impairment losses if any. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed in the statement of comprehensive income immediately.

Metrics Real Estate Multi-Strategy Fund

Subsequent to initial recognition, all instruments held at fair value through profit or loss are remeasured monthly at fair value with changes in their fair value recognised in profit or loss. The Fund will hold investments in unlisted unit trusts, which are not quoted in an active market. Transactions in such investments do not occur on a regular basis. The method that the Fund uses to determine the fair value of these investments is generally the reported or latest available unit price received from the underlying Trust.

Other financial assets and liabilities

Management considers that the carrying amount of cash and cash equivalents and other receivables approximate fair value.

Other financial liabilities are initially measured at fair value and subsequently at amortised cost. Management considers the carrying amount of payables approximate fair value.

Offsetting Financial Instruments

Financial assets and liabilities are offset, and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Net assets attributable to Unitholders – Equity

Unit Sets in the Fund are intended to be jointly quoted on the ASX and traded by Unitholders and are therefore classified as Equity in the Financial Statements. The Unit Sets can be traded on the ASX at any time for cash based on listed price. While the Fund is a listed investment and liquidity is generally expected to exist in the secondary market (ASX), there are no guarantees that an active trading market with sufficient liquidity will be available. In addition to being traded, request for redemption to the responsible Entity may be made, however redemption is dependent on the Responsible Entity's discretion.

Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown as a liability on the statement of financial position.

Investment Income

The Fund generates income from its investments in financial assets, and cash investments. Distribution and dividend income from financial assets at fair value through profit or loss is recognised when the Fund's right to receive payment is established. Franking credits and other notional income arising from tax credits are not recognised as revenue for accounting purposes.

Expenses

All expenses, including Manager's fees, are recognised in the statement of comprehensive income on an accruals basis.

Income Tax

Under current legislation, the Passive Trust is not subject to income tax provided the taxable income of the Passive Trust is fully distributed either by way of cash or reinvestment (i.e. Unitholders are presently entitled to the income of the Passive Trust or have been attributed their share of the net taxable income of the Passive Trust by the Trustee in accordance with the Passive Trust's constituent documents). Financial instruments held at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Passive Trust is not subject to capital gains tax. Realised net capital losses are not distributed to Unitholders but are retained in the Passive Trust to be offset

against any realised capital gains in future years. If realised capital gains exceed realised capital losses, the excess is distributed to Unitholders Passive Trust.

The Active Trust will be a public trading trust and will be subject to tax as if it were a company. Distributions of income may be franked and will be treated as dividends in the Unitholders' hands. See Section 10 below for further detail in this regard.

Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Fund by third parties (such as audit fees, custodial fees and investment management fees) have been passed onto the Fund. Each Trust may be able to recover all or a portion of the GST incurred on such costs by way of full ITCs or 55%/75% RITCs, if that Trust is registered or entitled to register for GST. Hence, investment management fees, custodial fees and other expenses have been recognised in the statement of comprehensive income net of the amount of GST that is expected to be recoverable from the Australian Taxation Office (**ATO**) and assuming the Trust is registered or entitled to register for GST. The net amount of GST recoverable from the ATO is included in receivables in the statement of financial position. Cash flows relating to GST are included in the statement of cash flows on a gross basis. Accounts payable are inclusive of GST.

Applications and redemptions

Applications received for Unit Sets in the Fund are recorded net of any transaction costs payable prior to the issuance of Unit Sets in the Fund.

In accordance with each Trust's Constitution, the Responsible Entity may determine to reject a redemption request in its absolute discretion. The redemption transaction costs are an estimate by the Responsible Entity of the total transaction cost the Fund would incur selling the Fund Property/Unit Sets. If appropriate the Responsible Entity may apply estimate redemption transaction costs in regard to the actual cost incurred from the redemption. If the Responsible Entity makes no estimate, the redemption transaction costs are zero.

Distributions

In accordance with each Trust's Constitution, the Fund distributes amounts determined by the Responsible Entity, to Unitholders by cash or reinvestment. The distributions are recognised in the statement of changes in Equity as Equity. The Passive Trust must make distributions of its net (taxable) income. The Active Trust is not required to distribute its taxable income but is expected to distribute any cash not required for operations.

Earnings per Unit

Earnings per Unit Sets are calculated by dividing the profit or loss of the Fund by the weighted average number of Unit Sets outstanding during the financial period.

Section 10 – Taxation Information

10.1 Australian Taxation Implications

The comments in this section are based on the *Income Tax Assessment Act 1936 (ITAA 1936)*, the *Income Tax Assessment Act 1997*, *A New Tax System (Goods and Services Tax) Act 1999* and the relevant Australian stamp duties legislation as at the date of the PDS.

The following general overview summarises some of the Australian taxation issues you may wish to consider before making an investment in the Fund and assumes that you hold your investment in the Fund on capital account and are not considered to be carrying on a business of investing, trading in investments, or investing for the purpose of profit making by sale. The information should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ.

This summary is based on the taxation laws as at the date of the PDS. Investing in a registered managed investment scheme is likely to have tax consequences. However, it is noted that taxation laws can change at any time, which may have adverse taxation consequences for Unitholders concerned. It is recommended that Unitholders seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

10.2 Australian Taxation Treatment of the Fund

General

For Australian income tax purposes, the Units in each of the constituent Trusts of the Fund are treated as separate assets. Consequently, the income tax treatment of acquiring, holding and disposing of the Unit Sets will need to be determined having regard to each separate holding of Units in each Trust. The Active Trust will have an income tax liability annually where it derives taxable income.

Active Trust

The Responsible Entity expects that the Active Trust will be a “public trading trust” (**PTT**) for the purposes of Division 6C of the ITAA 1936. On this basis, it will be taxed as if it was a company – see below under the heading “PTT Rules” for further details.

Passive Trust

The Passive Trust is expected to qualify as an attribution managed investment trust (**AMIT**) and the Responsible Entity expects to make an election to apply the AMIT provisions to the Passive Trust. Importantly, in order to qualify as an AMIT, the Passive Trust must not derive income other than from an eligible investment business (**EIB**) or control an entity which carries on a business that does not consist wholly of an EIB.

An EIB includes, amongst other things, investing or trading in secured or unsecured Loans, bonds, debentures, stock, securities and other similar financial instruments.

The Responsible Entity does not intend for the Passive Trust to carry on a business that is not wholly an EIB and will seek to ensure that the Passive Trust does not control entities that carry on businesses that are not wholly an EIB, including having any negative control rights in relation to its investments that can affect the underlying trading activities of the business it invests in.

The AMIT provisions are an elective income tax regime for qualifying trusts that provide for flow-through taxation to Unitholders. The AMIT provisions are intended to provide greater certainty on tax treatments for beneficiaries of AMITs and simplicity of administration to trustees when compared to the taxation rules that generally apply to trusts.

The Responsible Entity expects that the Passive Trust will continue to qualify as an AMIT for income tax purposes, although this assessment needs to be made on an annual basis.

If the Passive Trust subsequently ceases to qualify as an AMIT, the general taxation rules for trusts will commence to apply to the Passive Trust at the time. The Passive Trust will be treated as a flow-through vehicle provided that the Passive Trust solely conducts an EIB and does not “control” any “trading business” as defined in the income tax legislation. If it does conduct or control a “trading business”, it will become a PTT and will be taxed as if it was a company – see below under the heading “Public Trading Trust” for further details.

It is intended that Unitholders of the Passive Trust will be attributed all of the taxable income of the Passive Trust for each financial year such that no taxation liability will accrue to the Responsible Entity of the Passive Trust.

MIT Capital Account Election

The Responsible Entity will make an irrevocable election to apply the capital gains tax (CGT) provisions to the Passive Trust as the primary code for assessing gains and losses on the disposal of certain assets, including for example shares and units. This election does not apply to Debt instruments.

The Passive Trust is deemed to hold these assets on capital account and Unitholders may be entitled to receive the benefit of the CGT discount on distributions of capital gains (the requirements for accessing the CGT discount are discussed below).

AMIT Provisions

On the basis that the Responsible Entity has made or will make an irrevocable election to enter into the AMIT regime and that the Passive Trust will continue to meet the AMIT eligibility requirements, the following are the key features of the AMIT regime that will apply to the Passive Trust:

Fair and Reasonable Attribution

Each year, the Responsible Entity of the Passive Trust will determine trust components of assessable income, exempt income, non-assessable non-exempt income, and tax offsets (i.e. credits). This will be attributed to Unitholders on a ‘fair and reasonable’ basis, having regard to their income and capital entitlements in accordance with constituent documents of the Passive Trust. Where all of the determined trust components are allocated on a fair and reasonable basis and in accordance with the constituent documents, the Responsible Entity will not be subject to income tax in respect of the taxable income of the Passive Trust.

Unders or Overs Adjustments

Where the Passive Trust’s determined trust components for a year are revised in a subsequent year (e.g. due to actual amounts differing to the estimates of income, gains/ losses or expenses), then unders and overs may arise. Unders and overs will generally be adjusted in the year of discovery.

Cost Base Adjustments

Where the distribution made is less than (or more than) certain components attributed to Unitholders, then the cost base of a Unitholder’s Passive Trust Units may be increased (or decreased) as appropriate. Details of net annual tax cost base adjustments will be included on a Unitholder’s annual tax statement, referred to as an AMMA.

Multi-class AMITs

A choice is available to elect to treat separate classes of Units as separate AMITs, where applicable. The purpose of this election is to quarantine the income tax calculation on a class-by-class basis. This can allow income, deductions and tax losses referable to a class of Units to be quarantined in that class, so that they are not spread to Unitholders holding other classes of Units. In the absence of the Passive Trust being an AMIT and having made the multi-class election, the tax treatment of each Unitholder may differ significantly. In the absence of an AMIT multi-class election being made, the Passive Trust is treated as a single taxpayer. As the classes are not treated as separate taxpayers, there is a risk that the income, expenses and tax losses are not quarantined to each class, such that all tax deductions and tax losses are spread against the gross income of the Passive Trust. The Responsible Entity will consider making this election when and if additional classes of Units in the Passive Trust are to be issued.

AMMA

Unitholders are subject to tax on trust components attributed to them under the AMIT regime.

The AMMA will show the trust components attributed to the Unitholders in the year the AMMA relates to, even if distributions are received or reinvested after the end of the income year.

Penalties

In certain circumstances, such as the failure to comply with certain AMIT rules, specific penalties may be imposed.

The AMIT regime is intended to reduce complexity, increase certainty, and reduce compliance costs for MITs and their unitholders.

PTT Rules

A unit trust is subject to income tax at the corporate tax rate if it is classified as a PTT.

A PTT cannot be an AMIT and is not a flow-through vehicle for income tax purposes and is instead taxed like a company at the current corporate tax rate. It will be required to lodge an annual tax return and pay tax at the corporate tax rate, which is currently 30% as at the date of this PDS.

Other Taxation Considerations

Losses

In the case where the Fund makes a tax loss for Australian income tax purposes, the Fund cannot distribute these tax losses to Unitholders. However, the tax losses may be carried forward by the Fund for offset against taxable income of the Fund in subsequent years, subject to the operation of the trust loss rules for the Passive Trust or the company loss rules for the Active Trust (on the basis that the Active Trust is intended to be the head company of an income tax consolidated group).

Taxation of Financial Arrangements (TOFA)

The TOFA rules may apply to financial arrangements held by the Fund when calculating its assessable income. Broadly, the TOFA rules may impact the timing of the recognition of gains and losses in the Fund for income tax purposes.

10.3 Australian Taxation of Australian Resident Unitholders

Distributions – AMIT

The AMIT provisions require the taxable income of an AMIT to be attributed to Unitholders on a fair and reasonable basis, having regard to their income and capital entitlements in accordance with the constituent documents. The Responsible Entity will seek to allocate taxable income of the Passive Trust having regard to the Unit Sets held by Unitholders, entitlements to income and capital, as well as cash distributions made to such Unitholders during the relevant period. Under the AMIT provisions, a Unitholder may be taxable on their share of the Fund's taxable income prior to receiving distributions from the Fund.

The Responsible Entity may also distribute capital or corpus of the Passive Trust to Unitholders. Broadly, such a distribution will reduce the cost base of the relevant Units and a capital gain would arise to the Unitholder to the extent that the distributions exceed the cost base of the Units.

Information regarding the components of the distribution will be detailed in the AMMA.

Distributions – PTT

A distribution of income made by the Active Trust will be treated as a dividend for income tax purposes. Such distributions may include an entitlement to franked dividends. Distributions of capital would likewise reduce the cost base of the relevant Units and a capital gain would arise to the Unitholder to the extent that the distributions exceed the cost base of the Units. Such distributions would be subject to an integrity rule which may, at the discretion of the Commissioner of Taxation, treat some or all of the capital return as a dividend for tax purposes where it is paid in substitution for a dividend.

Franking Credits and Franked Dividends

Income distributions from the Fund may include an entitlement to franked dividends, which flows through the Passive Trust or are distributions made by the Active Trust.

Generally, Unitholders should include the franked dividends and the franking credits (imputation credits) they receive in their assessable income.

Certain additional requirements, including the 45-day holding period rule, may need to be satisfied in order to benefit from franking credits attached to the dividends. The Unitholder's particular circumstances (and that of the Fund) will be relevant to determine whether the Unitholder is entitled to any franking credits in respect of the Unitholder's share of the franked dividends.

Any excess franking credits may be refundable to some Unitholders, such as individuals and complying superannuation funds.

Non-assessable Distribution Payments

– AMIT

Under the AMIT provisions, a Unitholder's cost base in their Units held is increased where taxable income is allocated to them (inclusive of any tax-free component of a discount capital gain). The cost base is decreased where cash distribution entitlements are made to the Unitholder in respect of their Units, irrespective of whether the amounts distributed are classified as income or capital. Additional reductions are made for certain tax offsets (such as franking credit tax offsets and foreign income tax offsets (**FITOs**)).

The net annual tax cost base adjustment amount will be detailed in an AMMA, which will be sent annually to Unitholders after year-end.

Foreign Income

The Fund may derive foreign sourced income that might be subject to foreign tax. Australian resident Unitholders should include their share of both the foreign income and the amount of any foreign tax withheld in their assessable income. In such circumstances, Unitholders may be entitled to FITOs for the foreign tax paid, against the Australian tax payable on the foreign sourced income. FITOs that are not utilised cannot be carried forward to a future income year. Generally, where such foreign income is derived by the Active Trust, FITOs will be available to the Active Trust and will not flow through to the Active Trust Unitholders.

Capital Gains

If a Unitholder's share of the taxable income of a flow through trust, such as the Passive Trust, includes an amount that consists of discount capital gains derived by the flow through entity on the sale of assets held for 12 months or more, the Unitholder needs to first "gross up" the discount capital gain. However, after grossing up any discount capital gains, Unitholders may be able to reduce the capital gains distributed to them by any capital losses which are available to them. After applying any loss, individual, trust, and complying superannuation fund Unitholders may then be entitled, in determining the net capital gain that is to be included in their assessable income, to discount that capital gain by 50% for individuals and trusts, and 33 $\frac{1}{3}$ % for complying superannuation funds.

Capital gains do not flow through a PTT, as these entities are taxed as companies. The proceeds of any such capital gain may be distributed to Unitholders of a PTT such as the Active Trust, as a tax law dividend (which may be franked) – see above under the heading "Franking Credits and Franked Dividends" for details on the tax treatment of these distributions.

Disposal of Unit Sets by Australian Resident Unitholders

If an Australian resident Unitholder transfers or redeems their Units Sets in the Fund, this will constitute a disposal for income tax purposes.

Where a Unitholder holds their Unit Sets in the Fund on capital account, a capital gain or loss on the disposal may arise and each Unitholder should calculate their capital gain or loss based on their own particular facts and circumstances.

Unitholders would derive a taxable capital gain where the capital proceeds received as a result of the disposal of their Unit Sets exceed the cost base of the Units Sets at the time of disposal. Likewise, Unitholders would incur a capital loss where the reduced cost base of the Unit Sets disposed of exceeds the capital proceeds.

Generally, the capital proceeds received by Unitholders from the disposal of their Unit Sets will be equal to the consideration received on disposal. The cost base and reduced cost base of Unit Sets will generally be equal to the amount paid to acquire the Unit Sets plus brokerage (if any) and any other incidental costs. The cost base and reduced cost base of Unit Sets will also need to include relevant cost base adjustments since acquisition (such as tax deferred components, or the annual cost base adjustment made in respect of AMITs as detailed on the AMMA).

As noted above, proceeds on disposal may include a component of distributable income. In calculating the taxable amount of a capital gain, a discount of 50% for individuals and trusts, or 33 $\frac{1}{3}$ % for complying Australian superannuation funds may be allowed where the Unit Sets in the Fund have been held for 12 months or more. No CGT discount is available to corporate Unitholders.

Any capital losses arising from the disposal of the investment may be used to offset other capital gains that the Unitholder may have derived. Net capital losses may be carried forward for offset against capital gains of subsequent years but may not be offset against ordinary income. For corporate and individual Unitholders, net capital losses carried forward and sought to be utilised in future income years will be subject to the tax loss recoupment rules under the Australian income tax law.

Other Considerations

Goods and Services Tax (GST)

The acquisition, redemption or disposal of Unit Sets in the Fund by Unitholders should not be subject to GST, either as an input taxed supply or an out of scope supply (depending on the circumstances of the Unitholder). Similarly, the distributions paid by the Fund should not be subject to GST.

GST is payable by the Fund as a component of some ongoing expenses associated with the establishment and operation of the Fund and ongoing dealings with Unitholders. If a Trust is registered for GST, then that Trust may be able to recover all or a portion of the GST incurred by way of full ITCs or 55%/75% RITCs, depending on the precise nature of the expenses incurred. All fees and expenses are quoted inclusive of GST, unless expressly stated otherwise. If the Trust is not registered or entitled to register for GST, then the Trust will not be able to recover any of this GST.

Unitholders may also be charged GST on costs (such as third party brokerage or advisor costs) that relate to their investment in the Fund. Unitholders may not be entitled to claim full ITCs for the GST included in such costs.

Unitholders should obtain independent advice in relation to the impact of GST on their individual circumstances.

Stamp duty

When the Unit Sets are issued under the Offer, the Fund will not hold, or be deemed to hold, any direct or indirect interest in land in Australia or other dutiable property in Queensland. On this basis, no Australian stamp duty should be payable by a Unitholder on their acquisition of the Unit Sets under the Offer.

If there is a subsequent acquisition, redemption, disposal or other dealing in the Unit Sets by a Unitholder after the Fund has invested in the CRE Co-Investment Assets, then no Australian stamp duty will be payable by a Unitholder on such a dealing provided that:

- ▶ at the time of the dealing (and at the time of the formation of any agreement in respect of such dealing) all the issued Unit Sets in the Fund remain quoted on the ASX; and
- ▶ the dealing does not result in a Unitholder commencing to hold (on a related person inclusive basis) 90% or more of the total issued Unit Sets.

Unitholders should obtain independent advice in relation to the impact of stamp duty on their individual circumstances.

TFN and ABN

As the Fund is an investment body for income tax purposes, the Fund will be required to obtain a TFN or ABN in certain cases from its Unitholders.

It is not compulsory for a Unitholder to quote their TFN or ABN. If a Unitholder is making this investment in the course of a business or enterprise, the Unitholder may quote an ABN instead of a TFN.

Failure by a Unitholder to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate, plus levies, on gross payments including distributions of income to the Unitholder. The Unitholder may be able to claim a credit in their tax return for any TFN or ABN tax withheld. Collection of TFNs is permitted under taxation and privacy legislation.

FATCA

In compliance with the U.S. income tax laws commonly referred to as FATCA and the Intergovernmental Agreement signed with the Australian Government in relation to FATCA, the Fund will be required to provide information to the ATO in relation to:

- (a) Unitholders that are US citizens or residents;
- (b) entities controlled by US persons; and
- (c) financial institutions that do not comply with FATCA.

The Fund is intending to conduct its appropriate due diligence (as required) and make the required reporting to the ATO. Where the Fund's Unitholders do not provide appropriate information to the Fund, the Fund will also be required to report those accounts to the ATO.

Common Reporting Standard

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

The Fund is intending to conduct its appropriate due diligence (as required) and make the required reporting to the ATO. Where the Fund's Unitholders do not provide appropriate information to the Fund, the Fund will also be required to report those accounts to the ATO.

Annual Investment Income Report

The Responsible Entity is required to lodge annually an annual investment income report with the ATO containing Unitholder identity details, details of unit disposals and investment income paid or attributed to Unitholders for the relevant income year.

10.4 Taxation Implications for New Zealand Resident Unitholders

As each Trust comprising the Fund is a unit trust, each Trust is considered to be a company for New Zealand income tax purposes. It follows that any Unit Sets held in the Fund are treated as direct income interests in foreign companies, and therefore attributing interests in foreign investment funds (FIFs) for New Zealand income tax purposes unless a legislative exemption applies (as described further below).

Therefore New Zealand tax resident Unitholders (each a **New Zealand Unitholder**) will need to consider the FIF rules to establish the New Zealand tax treatment that will apply to the Unit Sets they hold.

If a New Zealand Unitholder's Unit Sets are 'attributing interests' under the FIF rules, depending on the method available and used, the Unitholder may be required to pay New Zealand income tax on the unrealised gains and distributions. The most commonly used FIF calculation method is the "fair dividend rate" (FDR) method. A New Zealand Unitholder that applies the FDR method (if available) should have deemed income in an income tax year equal to 5% of the total opening market value of the Unit Sets, subject to certain adjustments that may apply (e.g., if Unit Sets are sold during the year). Any realised amounts they actually receive in relation to their Unit Sets (including ongoing distributions and proceeds from the sale of their Unit Sets) will not be separately taxed under most other FIF calculation methods (including the FDR method).

While the Unit Sets are likely to be attributing interests under the FIF rules for many New Zealand Unitholders, there are various legislative exclusions where FIF interests are expressly excluded from being attributing interests under the FIF rules. In particular, a de minimis exclusion can be applied for individuals or trustees of certain family trusts where the total cost of all attributing FIF interests is not more than NZ\$50,000. New Zealand Unitholders will need to consider these exclusions carefully.

Different income tax rules will apply if a New Zealand Unitholder's Unit Sets are not attributing interests.

If a New Zealand Unitholder's Unit Sets are not attributing interests under the FIF rules, the Unitholder will be taxed on a realisation basis. Any ongoing distributions they receive in relation to their Unit Sets will generally be taxable as dividends when they are received. However, as New Zealand does not have a broad-based capital gains tax, any amounts a New Zealand Unitholder receives from disposing of their Unit Sets will generally not be subject to New Zealand income tax unless the Unitholder holds their Unit Sets on 'revenue account'.

A New Zealand Unitholder will hold their Unit Sets on revenue account if they hold their Unit Sets as part of a business of dealing in securities, if the Unit Sets were acquired with a dominant purpose of disposal, or if the Unit Sets are disposed of as part of a profit-making undertaking or scheme.

Any capital gain (or loss) on the disposal of Unit Sets in the Fund made by New Zealand tax resident Unitholders should be disregarded for Australian income tax purposes, unless:

- ▶ the New Zealand resident holds 10% or more of the Unit Sets in the Fund on an associate inclusive basis or has held 10% or more of the Unit Sets for at least 12 months in the prior two years on an associate inclusive basis; and
- ▶ broadly, more than 50% of the Fund's assets (by market value) are represented by 'taxable Australian real property' (**TARP**) (referred to as the **Principal Asset Test**).

The Australian Government has announced the following tax reform measures for disposals by non-residents on or after 1 July 2025:

- ▶ amendments to the Principal Asset Test, under which the test will apply on a 365-day look back basis rather than to the point in time immediately prior to the disposal;
- ▶ it will be compulsory for non-residents to notify the ATO prior to the transaction, where the value of the shares or units being sold is over A\$20 million and the non-resident intends to make a vendor declaration to the purchaser that the sale is not in respect of an 'indirect Australian real property interest' and hence not TARP; and
- ▶ clarification and broadening of the type of assets which constitute TARP, focussing on assets with 'a close economic connection to Australian land' (i.e. broadening TARP to generally cover more than land and common law fixtures).

The Australian Government is currently undertaking a consultation process prior to releasing further details on, and legislation to give effect to, these tax reform measures.

Income distributions (i.e. Australian dividends, interest, or royalty income) received by New Zealand resident Unitholders from the Fund would be subject to Australian withholding tax obligations.

New Zealand Unitholders should seek their own professional advice regarding the taxation implications of investing in the Fund.

Section 11 – Investigating Accountant’s Report



**Pitcher Partners Sydney
Corporate Finance Pty Ltd**
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AFS Licence No. 516413

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30 August 2024

The Trust Company (RE Services) Limited
as responsible entity each for the
Metrics Real Estate Multi-Strategy Passive Trust
ARSN 679 413 293 and the Metrics Real Estate
Multi-Strategy Active Trust ARSN 679 413 695
Level 18 Angel Place 123 Pitt Street
Sydney NSW 2000

Dear Directors,

Part 1: Independent Limited Assurance Report on Metrics Real Estate Multi-Strategy Fund Pro Forma Historical Financial Information

11.1 Introduction

Pitcher Partners Sydney Corporate Finance Pty Ltd (*“Pitcher Partners”*, *“we”*) have been engaged to report on the unaudited pro forma historical financial information included in this PDS issued in relation to the proposed initial public offering (*“Offer”*) of units in each of the Metrics Real Estate Multi Strategy Fund a stapled structure consisting of Metrics Real Estate Multi-Strategy Passive Trust and Metrics Real Estate Multi-Strategy Active Trust (each a *“Trust”* and collectively the *“Fund”*), and the associated listing of the Fund on the Australian Securities Exchange (*“ASX”*) such units of a Trust staples to the units of the other Trust (*“Staples Units”*).

We have prepared this Independent Limited Assurance Report (*“Report”*) to be included in the PDS dated on or about 30 August 2024 and relating to the Offer of up to approximately 150 million fully paid Units (being 75 million Unit Sets) at an offer price of \$2.00 per unit to raise up to approximately \$300 million.

The Minimum Subscription is 50 million fully paid Units (being 25 million Unit Sets) to raise a minimum of \$100 million. The Offer is not underwritten.

Under the Offer, there will be no options attached to the Units.

Unless stated otherwise, expressions defined in the product disclosure Statement (in which this Report is included) (*“PDS”*) have the same meaning in this Report and section references are to sections of the PDS.

The nature of this Report is such that it can only be issued by an entity which holds an AFSL under the Corporations Act. Pitcher Partners holds the appropriate AFSL authority under the Corporations Act. Refer to our Financial Services Guide included as Part 2 of this Report.

Adelaide | Brisbane | Melbourne | Newcastle | Perth | Sydney



Pitcher Partners is an association of independent firms. Pitcher Partners Sydney Corporate Finance Pty Ltd ABN 77 122 561 184. AFS Licence No. 516413. Liability limited by a scheme approved under Professional Standards Legislation. Pitcher Partners is a member of the global network of Baker Tilly International Limited, the members of which are separate and independent legal entities.



11.2 Background

The Fund was established on 25 July 2024 and has not undertaken any business activity to date.

11.3 Scope

This Report deals with the unaudited pro forma historical financial information included in section 9 ("Financial Information"). The Financial Information includes the unaudited pro forma historical Statements of Financial Position of the Fund as at 25 July 2024, at section 9.1 and related notes as set out in sections 9.2 to 9.5.

The unaudited pro forma historical Statements of Financial Position in section 9.1 have been prepared to illustrate the financial position of the Fund on completion of the Offer and have been prepared on the basis of the recognition and measurement principles contained in Australian Accounting Standards and the events to which the pro forma assumptions relate, as described in section 9.2, as if those events had occurred as at 25 July 2024. Due to its nature, the unaudited pro forma historical Statements of Financial Position does not represent the Fund's actual or prospective financial position.

The unaudited pro forma historical Statements of Financial Position are presented in an abbreviated form insofar as it does not include all the presentation and disclosures required by Australian Accounting Standards applicable to general purpose financial reports.

Pitcher Partners disclaims any responsibility for any reliance on this Report or the Financial Information to which it relates for any purpose other than that for which it was prepared. This Report should be read in conjunction with the full PDS and has been prepared for inclusion in the PDS.

11.4 Director's Responsibilities

The Directors are responsible for the preparation and presentation of the Financial Information including the selection and determination of pro forma assumptions, accounting policies and the notes included in the Financial Information.

This includes responsibility for such internal controls as the Directors determine are necessary to enable the preparation of the Financial Information that is free from material misstatement, whether due to fraud or error.

11.5 Our Responsibilities

Our responsibility is to express a limited assurance conclusion on the Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit.

Accordingly, we do not express an audit opinion on the Financial Information of the Fund.

Our engagement did not involve updating or re issuing any previously issued audit or review report on any Financial Information used as a source of the Financial Information.



11.6 Conclusion

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the Financial Information is not presented fairly, in all material respects, on the basis of the assumptions described in section 9.2 of the PDS and in accordance with the recognition and measurement principles described under Australian Accounting Standards, other mandatory professional reporting requirements in Australia and the accounting policies adopted by the Fund as described in section 9.5.

11.7 Restriction on use

Without modifying our conclusions, we draw attention to section 9 of the PDS, which describes the purpose of the financial information, being for inclusion in the PDS. As a result, the financial information may not be suitable for use for another purpose.

Pitcher Partners has consented to the inclusion of this Report in the PDS in the form and context in which it is included. At the date of this Report, this consent has not been withdrawn.

11.8 Liability

The liability of Pitcher Partners is limited to the inclusion of this Report in the PDS. Pitcher Partners has not authorised the issue of the PDS. Accordingly, Pitcher Partners makes no representation regarding, and takes no responsibility for, any other Statements or material in or omissions from, the PDS.

Investors should consider the Statement of investment risks set out in section 7 of the PDS.

11.9 Independence or Disclosure of Interest

Pitcher Partners has no financial or other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion on the matters that are subject of this Report for which normal professional fees will be received.

11.10 Financial Services Guide

We have included our Financial Services Guide as Part 2 of this Report. The Financial Services Guide is designed to assist retail investors in their use of any general financial product advice in our Report.

Yours sincerely

Pitcher Partners Sydney Corporate Finance Pty Ltd

A handwritten signature in black ink, appearing to read "S Whiddett".

Scott Whiddett

Director

Pitcher Partners Sydney Corporate Finance Pty Ltd

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Part 2: FINANCIAL SERVICES GUIDE

This Financial Services Guide was prepared on 8 August 2024.

What is a Financial Services Guide?

This Financial Services Guide ("FSG") helps you understand and decide if you wish to use the financial services we are able to offer you.

Pitcher Partners Sydney Corporate Finance Pty Ltd (the "Licensee") and its employees (including any employees of a related body corporate) are collectively referred to as "us, we, our" throughout this FSG.

This FSG sets out the services we provide. It tells you:

- who we are and how we can be contacted;
- what services and products we are authorised to provide to you;
- how we (and any other relevant parties) are paid; and
- how we deal with complaints.

This FSG forms a separate and clearly identifiable part of an Investigating Accountant's Report ("Report") which has been prepared by the Licensee for inclusion in this Product Disclosure Statement ("PDS").

Please retain this FSG for your reference.

1. Who will be providing the financial services to you?

The Licensee is the authorising licensee for the financial services provided to you, and is responsible for those services and is the providing entity.

The Licensee authorises, and is also responsible for, the content and distribution of this FSG.

The Licensee's contact details are as follows:

Licensee name: Pitcher Partners Sydney Corporate Finance Pty Ltd

AFSL number: 516413

Address: Level 16, Tower 2 Darling Park, 201 Sussex Street, Sydney NSW 2000

Website: <https://www.pitcher.com.au/>

Phone: +61 2 9221 2099

Email: sydneypartners@pitcher.com.au

2. What services and products are we authorised to provide?

The Licensee is authorised to provide the following financial services to both wholesale and retail clients:

- Provide financial product advice for the following classes of financial products:
 - (i) deposit and payment products including:
 - (a) basic deposit products;
 - (b) deposit products other than basic deposit products; and
 - (c) non-cash payment products;
 - (ii) debentures, stocks or bonds issued or proposed to be issued by a government;
 - (iii) interests in managed investment schemes excluding investor directed portfolio services; and
 - (iv) securities;
- Deal in a financial product by:
 - (i) arranging for another person to issue, acquire, vary or dispose of a financial product in respect of the following classes of financial products:
 - (a) interests in managed investment schemes excluding investor directed portfolio services; and
 - (b) securities; and
 - (ii) applying for, acquiring, varying or disposing of a financial product on behalf of another person in respect of the following classes of products:
 - (a) deposit and payment products including:
 - (1) basic deposit products;
 - (2) deposit products other than basic deposit products; and
 - (3) non-cash payment products;
 - (b) debentures, stocks or bonds issued or proposed to be issued by a government;
 - (c) interests in managed investment schemes excluding investor directed portfolio services; and
 - (d) securities.

3. General Financial Product Advice

The Licensee has been engaged to prepare the Report, which includes general financial product advice and which is to be included in the PDS in relation to the proposed initial public offering ("Offer") of units prepared by The Trust Company (RE Services) Limited ("Entity"), as the responsible entity for Metrics Real Estate Multi Strategy Fund, a stapled structure consisting of Metrics Real Estate Multi-Strategy Passive Trust and Metrics Real Estate Multi-Strategy Active Trust (each a "Trust", and collectively the "Fund"), and the associated listing of the Fund on the Australian Securities Exchange ("ASX") with units



of a Trust stapled to the units of the other Trust ("Stapled Units").

Accordingly, the Licensee acts for the Entity when we provide financial services to you.

Our Report includes general advice. General advice is where we may express an opinion or recommendation influencing you in making a decision in relation to a financial product, but where we have not considered your personal objectives, financial situation or needs. Accordingly, such general advice may not be appropriate to your needs, financial situation or objectives, and you should consider your circumstances before making a decision about whether the financial products are right for you. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in making this assessment.

4. Remuneration

The Licensee charges fees for preparing reports. The fees we charge for preparing reports are usually determined on an hourly basis, however they may be a fixed amount or derived using another basis. We may also seek reimbursement of any out-of-pocket expenses incurred in preparing the report. The fee for this Report is \$80,000 (excluding GST).

Fee arrangements are agreed and confirmed in a letter of engagement with the party or parties who engage us.

Neither the Licensee, nor its directors, officers or representatives, nor any related bodies corporate and their directors, officers and representatives, receives any other fees, commissions or other benefits in connection with preparing and providing the Report.

The Licensee's directors and employees receive a salary and, while eligible for annual salary increases and bonuses based on overall performance, they do not receive any commissions or other benefits arising directly in connection with preparing and providing this Report. We do not pay commissions or provide any other benefits to any parties or person for referring clients to us in connection with the reports that we are authorised to provide.

The Licensee's' shareholders (including any shareholders of a related body corporate) will also receive a benefit based on the Licensee's ongoing company performance.

You may request more details about the way these people or entities are remunerated within a reasonable time after receiving this document.

5. Associations and Relationships

The Licensee and its related body corporates may at any time provide professional services, including audit, accounting and taxation services to companies

including financial product issuers in the ordinary course of their businesses.

Neither the Licensee, any related entities, any Director thereof, nor any individual involved in the preparation of the Report hold substantial interests in, or are substantial creditors of, the Entity, or have any material financial interest in the Offer, other than a fee in connection with the preparation of the Report for which professional fees in the amount referred to above will be received.

6. Complaints Resolution

The Licensee is only responsible for the Report and this FSG. Complaints or questions about the PDS should not be directed to the Licensee which is not responsible for that document.

If you have a complaint about the Report or this FSG you can contact the Licensee's Complaints Officer on (02) 9221 2099 or send a written complaint to GPO Box 1615, Sydney NSW 2001 or sydneypartners@pitcher.com.au. We will try to resolve your complaint quickly, fairly and within prescribed timeframes.

If the complaint cannot be resolved to your satisfaction within 30 days, you have the right to refer the matter to the Australian Financial Complaints Authority (AFCA) at GPO Box 3 Melbourne VIC 3001, email at info@afca.org.au or call on 1800 931 678 (free call). AFCA provides fair and independent financial services complaint resolution that is free to consumers.

7. Compensation arrangements

We have arrangements in place to maintain adequate professional indemnity insurance as required by s912B of the Act. The insurance provides cover for claims made against us and our representatives, including claims in relation to the conduct of representatives who no longer work for us but who did so at the time of the relevant conduct.

Pitcher Partners Sydney Corporate Finance Pty Ltd

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Section 12 – Material Agreements

The Responsible Entity considers that certain agreements are material to the Fund or are of such a nature that an investor may wish to have particulars of them when making an assessment of whether to apply for Unit Sets (**Material Agreements**).

The provisions of the Material Agreements are summarised below. As this section only contains a summary, the provisions of each agreement are not fully described. To understand fully all rights and obligations pertaining to the Material Agreements, it would be necessary to read them in full.

12.1 Investment Management Agreement

The Responsible Entity has appointed Metrics on an exclusive basis to be the manager of the Fund and has entered into an Investment Management Agreement in respect of each Trust.

A summary of the material terms of the Investment Management Agreement are set out below.

Although entitled to charge a performance fee of 15.38% per annum (inclusive of GST and net of RITCs) of the return of Units in each Trust in excess of a hurdle of 10% per annum (with respect to each Trust under the respective Investment Management Agreement), Metrics, pursuant to the Fee Letter, currently charges a Performance Fee of 15.38% per annum (inclusive of GST and net of RITCs) of the Unit Set Return in excess of the Fund Hurdle for the Trusts as a whole.

Listing Rule 15.16 sets a maximum term of 5 years for an Investment Management Agreement. The Responsible Entity, in its capacity as responsible entity of each Trust

has been granted in-principle advice that it will receive 2 waivers of Listing Rule 15.16 to allow for an Initial Term of 10 years under each Investment Management Agreement and for the term to be extended as set out below under 'Manager Term'. The ASX may include certain conditions on the waiver application relating to the Investment Management Agreement as part of the approvals process. In addition there is a risk that such waivers may not be granted on the final listing of each Trust, in which case there will be a cost to the Fund in holding Unitholder meetings to approve further terms of the Manager in excess of 5 years.

Services

Pursuant to the Investment Management Agreement, Metrics agrees to invest and manage the Fund's portfolio in accordance with the terms of the Investment Management Agreement.

The other services provided by Metrics under the Investment Management Agreement include, but are not limited to:

- (a) keeping proper books of account in relation to the Fund and recording transactions by Metrics;
- (b) complying with any reasonable requests for information or assistance from any auditor appointed by the Responsible Entity or Metrics in relation to the Fund;
- (c) assisting the Responsible Entity in determining the amount of, or declaring, any distribution (including a payment of a capital nature) to be paid by the Responsible Entity in respect of the Fund;

Metrics Real Estate Multi-Strategy Fund

- (d) assisting the Responsible Entity to comply with its continuous disclosure obligations under the Corporations Act and Listing Rules;
- (e) assisting the Responsible Entity with preparing financial statements and other filings, including the annual report of the Fund;
- (f) assisting in the resolution of any complaints by, or disputes with, Unitholders; and
- (g) making written recommendations (together with reasonable supporting information and analysis) to the Responsible Entity in respect of any matter which requires the approval of the Responsible Entity.

Powers and discretions

For the purpose of carrying out its functions and duties under the Investment Management Agreement and subject to certain restrictions set out in the Investment Management Agreement, Metrics has the powers of a natural person to deal with the Fund including those powers that the Responsible Entity may delegate to Metrics pursuant to the Constitution and to do all things and execute all documents necessary for the purpose of managing the Fund.

Delegation

Metrics may not delegate its duties, responsibilities, functions and powers under the Investment Management Agreement to an agent without the prior written consent of the Responsible Entity. Metrics must also exercise reasonable care and diligence in appointing any broker to act in relation to the Fund.

Exclusivity

Pursuant to the Investment Management Agreement, the Responsible Entity has agreed to appoint Metrics on an exclusive basis whereby the Responsible Entity will not appoint another manager to the Fund during the term of the Investment Management Agreement. Metrics may from time to time

perform similar investment, management and administration services for itself and other persons to the services performed in respect of the Fund.

Fees

An investment management fee of 2.56% per annum (including GST net of RITCs) of the Active Trust's GAV is payable to Metrics, however in the first 12 months following completion of the Offer, this fee is 2.05% per annum (including GST and net of RITCs) of the Active Trust's GAV. Metrics has also agreed that the management fees be capped at 1.28% per annum (including GST net of RITCs) of the combined GAV of the Active and Passive Trusts, or 1.03% per annum (including GST net of RITCs) of the combined GAV of the Active and Passive Trusts during the first 12 months following the Offer. In respect of the Passive Trust, Metrics is entitled to a nominal management fee of A\$10.25 per annum (including GST and net of RITCs).

Metrics is entitled to a Performance Fee in relation to the performance of the Fund in respect of each Unit Set equal to 15.38% per annum (incl GST and net of RITCs) of the positive difference between the Unit Set Return and the Fund Hurdle.

The **Unit Set Return** refers to the increase in the value of each Unit Set taking all liabilities into account, **plus** the aggregate of any distribution liabilities raised, distributions and gross dividends (including the cash component of any dividend and any franking credits attached to the dividends paid) paid by the Trusts (without a distribution liability being raised) to holders since the last time a Performance Fee was calculated.

Each Trust will bear the Performance Fee in proportion to the return of its Units to the return of the Fund in excess of the Fund Hurdle.

The Performance Fee will be calculated and accrued monthly, and crystallise on the last day of the financial year. The Performance Fee is payable annually within 30 days following the end of financial year.

As Metrics is the manager of the Sub Trusts and Wholesale Funds it is entitled to receive management fees pursuant to the terms of the trust deeds and management agreements in respect of those funds. These fees are generally payable out of the assets of the Sub Trusts and Wholesale Funds (as applicable). In respect of each Sub-Trust, Metrics is entitled to a nominal management fee of A\$10.25 per annum (inclusive of GST and net of RITCs). In respect of MREPIIM, Metrics is not entitled to be paid a performance fee and only earns a nominal management fee of A\$10.25 per annum (inclusive of GST and net of RITCs). Any management and performance fees of REDF will be rebated to the Fund whilst Metrics is manager of the Fund.

Management fees charged by Metrics as manager of the Wholesale Funds are generally calculated daily and payable monthly to Metrics.

Please refer to Section 6 for details.

Manager Term

Metrics has, in respect of each Trust, an Initial Term of ten years subject to an automatic extension of the term by one year, every year from the fifth year of the Initial Term provided that Unitholders do not vote against the extension. The Responsible Entity must call a meeting of Unitholders to consider a resolution to not permit the extension if, prior to the relevant year, such a meeting is requested by Unitholders with at least 5% of the votes that may be cast on the resolution.

Metrics may also request a meeting of Unitholders to pass an ordinary resolution to extend the Initial Term for a period of up to ten years.

Termination Rights

During the Initial Term, Metrics can only be terminated by the Responsible Entity in respect of a Trust where there is cause to do so, including if:

- (a) a receiver, receiver and manager, administrator or similar person is appointed to Metrics;
- (b) Metrics goes into liquidation;

- (c) Metrics ceases to carry on business in relation to its activities as an investment manager;
- (d) Metrics breaches the Investment Management Agreement and fails to correct such breach within 20 Business Days of receiving notice in writing from the Responsible Entity;
- (e) required by the Listing Rules; or
- (f) relevant law requires the Investment Management Agreement to be terminated;

Following the Initial Term, the Responsible Entity may also terminate the Investment Management Agreement, on giving three months' notice if an ordinary resolution (more than 50% of votes cast) terminating the appointment of Metrics is passed by Unitholders. The Responsible Entity must also provide notice of the termination of Metrics to the trustee of the Sub-Trusts on the date the resolution is passed.

Metrics may also terminate the Investment Management Agreement in certain circumstances by giving written notice to the Responsible Entity, including (without limitation) where:

- ▶ the Responsible Entity goes into liquidation;
- ▶ the Responsible Entity breaches a provision of the Investment Management Agreement and fails to correct it within 10 Business Days of receiving notice by Metrics;
- ▶ the Trust in question ceases to be listed on the ASX; or
- ▶ a person (alone or together with the person's associates) other than Metrics or an associate of Metrics acquires a relevant interest in Units in that Trust where because of the acquisition that person's or someone else's voting power in such Trust exceeds 50%.

Metrics may request the Responsible Entity to retire for cause, including where the Responsible Entity goes into liquidation. In addition, Metrics may require the Responsible Entity to retire for any reason on three months' notice after the fourth year

Metrics Real Estate Multi-Strategy Fund

of the Initial Term. If the Responsible Entity receives this request, it will retire and be replaced in accordance with the Corporations Act.

Termination Payment

If Metrics' appointment is terminated, in respect of a Trust, without cause, then it is entitled to either any management fee charged by Metrics to the Fund calculated over a 12-month period or if there is no management fee the aggregate management fees that Metrics is entitled to receive in respect of the relevant Sub-Trust in which the Trust is invested calculated over a 12-month period payable within 20 Business Days after effective termination.

Manager indemnity

The Responsible Entity must, in respect of each Trust, indemnify Metrics against any direct losses or liabilities reasonably incurred by Metrics arising out of, or in connection with, and any costs, charges and expenses incurred in connection with Metrics or any of its officers or agents acting under the Investment Management Agreement except to the extent of Metrics' or any of its officers' or agents' negligence, fraud or dishonesty, or its officers, employees or agents or Metrics' breach of the Investment Management Agreement, or any act or omission of Metrics or any of its officers, employees or agents that causes the Responsible Entity to be liable to Unitholders for which the Responsible Entity has no right of indemnity from the relevant Trust.

Responsible Entity indemnity

Metrics must indemnify the Responsible Entity against any direct loss or liability reasonably incurred by the Responsible Entity in connection with any negligent, fraudulent or dishonest act or omission of Metrics, its officers, employees or agents, Metrics' breach of the Investment Management Agreement, any negligent, fraudulent or dishonest act or omission of Metrics, its officers, employees or agents and any act or omission of Metrics or any

of its officers, employees or agents that causes the Responsible Entity to be liable to Unitholders for which the Responsible Entity has no right of indemnity from the relevant Trust.

Expenses

The Responsible Entity must reimburse Metrics from the assets of the relevant Trust all taxes, costs, charges (including negative interest rate charges provided those charges are reasonably incurred) and expenses properly incurred by Metrics in connection with the services provided under the Investment Management Agreement. Any deferral of expense reimbursement by Metrics will not affect its rights to such amounts.

Amendment

The Investment Management Agreements may be amended by the written agreement of the Responsible Entity and Metrics.

12.2 Stapling Deed

The Responsible Entity as responsible entity of each Trust has entered into the Stapling Deed. The Stapling Deed sets out provisions under which the Responsible Entity as trustee for each Trust) must, for so long as the Units are Stapled, act in a manner consistent with the Stapling of Units. This includes an obligation not to do anything (including refraining from doing anything) that would directly or indirectly result in the Units ceasing to be Stapled, unless it is determined by the Responsible Entity (as responsible entity of each Trust), that the Units should cease to be Stapled. The Stapling Deed provides that the Responsible Entity (in its separate capacities as responsible entity of each Trust) will co-operate with each other with respect to various activities in order to give effect to the intent of the Stapling Deed (i.e. that the two Trusts will act as a single financial product), including (without limitation) co-ordinating disclosure to the ASX, ASIC and Unitholders, ensuring that the registers of each Trust are

consistent, facilitating the joint quotation of each Trust on the ASX, adopting consistent accounting and valuation policies and holding Unitholder meetings concurrently or consecutively. Under the Stapling Deed a Trust may incur costs for or on behalf of the other Trust and seek reimbursement. Under the Stapling Deed it is not intended that either Trust control the other Trust.

Subject to the Constitutions, the Stapled Units will cease to be Stapled where so determined by the Responsible Entity, separately as responsible entity for each Trust. If this occurs, the two Trusts will cease to conduct their affairs as a single stapled entity.

12.3 Offer Management Agreement

The Responsible Entity and Metrics have entered into an Offer Management Agreement with the Joint Lead Managers with respect to management of the Offer. Under the Offer Management Agreement, the Joint Lead Managers have agreed to, among other things, use their reasonable endeavours to procure Applications under the Offer. A summary of the key terms of the Offer Management Agreement are set out below.

Fees and Expenses

If the Minimum Subscription is achieved under the Offer, the Joint Lead Managers, and Brokers will be entitled to the following fees set out in the Offer Management Agreement:

- (a) Metrics will pay the Lead Arranger an arranging fee of A\$200,000 (**Lead Arranger Fee**).
- (b) Metrics will pay:
 - (i) to each Joint Lead Manager (including their appointed Brokers or Affiliates) that obtains bids of at least A\$30 million under the Broker Firm Offer (each a **Qualifying Joint Lead Manager**), a management fee of 0.50% (plus GST) of the total amount

raised under the Broker Firm Offer from Wholesale Clients (**Wholesale Broker Firm Proceeds**) in equal proportions;

- (ii) to each Qualifying Joint Lead Manager, an additional management fee of 0.25% (plus GST) of the Wholesale Broker Firm Proceeds on a proportionate basis having regard to the amount raised by each Qualifying Joint Lead Manager; and
- (iii) to each Joint Lead Manager that is not a Qualifying Joint Lead Manager, a fee of 0.10% (plus GST) of that Joint Lead Manager's Firm Wholesale Allocation.

As set out in the Offer Management Agreement, Metrics will pay, on or after the Settlement Date, to each Joint Lead Manager a distribution fee equal to 1.25% (plus GST) of that Joint Lead Manager's Firm Wholesale Allocation multiplied by the Subscription Price.

Other than in relation to payment of the Lead Arranger Fee, no fees will be payable to the Joint Lead Managers (as referred to above) with respect to any Unit Sets issued to or received by any fund or managed investment scheme in respect of which Metrics is the investment manager or trustee.

Warranties and representations

Customary and usual representations and warranties are given by the parties in relation to matters such as the power to enter into the Offer Management Agreement, corporate authority and approvals and the Responsible Entity's and Metrics' compliance with the Corporations Act and Listing Rules in relation to making the Offer. The Responsible Entity and Metrics (in its capacity as investment manager of the Fund) give a number of further representations and warranties, including a representation by the Responsible Entity that the PDS will not contain any untrue, inaccurate, misleading or deceptive statements and will not omit information necessary in order to make the statements therein not misleading.

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Except as disclosed in the PDS, Metrics and/or the Responsible Entity, as applicable in the context, must not:

- (a) without the prior written consent of the Joint Lead Managers at any time after the date of the Offer Management Agreement and before the expiration of 180 days after the Allotment Date issue or agree to issue any Units (including Unit Sets), options to acquire Units, or other interests or securities in the Fund or enter into any swap or other arrangement that transfers to another (in whole or in part) any of the economic consequences of ownership of securities of that type however settled, other than pursuant to the Offer and the Offer Management Agreement; or
- (b) in any way reduce, reorganise, or otherwise alter the Fund's capital structure or agree or announce an intention to do any of those things, without the prior written consent of the Joint Lead Managers at any time after the date of the Offer Management Agreement and before the expiration of 180 days after the Unit Sets are issued pursuant to the Offer.

Indemnity by the Responsible Entity and Manager

Subject to certain exclusions relating to, among other things, fraud, wilful misconduct or gross negligence, the Responsible Entity and Manager indemnify the Joint Lead Managers and certain affiliated parties against certain liabilities and losses incurred or sustained directly or indirectly as a result of the appointment of the Joint Lead Managers pursuant to the Offer Management Agreement.

Termination events

Termination events not subject to materiality

A Joint Lead Manager may terminate its appointment under the Offer Management Agreement without cost or liability to that Joint Lead Manager at any time before the issue of Unit Sets under the Offer by written notice to the other parties if any of the following occurs:

- (a) **(compliance with law)** the PDS or any other document issued or publicised by the Responsible Entity (or on its behalf) in respect of the Offer or any aspect of the Offer does not comply with the Corporations Act (including if a statement in the PDS or any other document issued or publicised by the Responsible Entity (or on its behalf) in respect of the Offer is or becomes materially misleading or deceptive, or a matter required to be included is omitted from the PDS or any other document issued or publicised by the Responsible Entity (or on its behalf) in respect of the Offer), the Listing Rules or any other applicable law or regulation;
- (b) **(new circumstances)** there occurs a new circumstance that arises after the PDS is lodged, that would have been required to be included in the PDS if it had arisen before lodgement (as applicable);
- (c) **(material adverse change)** there is, or there is likely to be, a 'Material Adverse Effect' (as defined in the Offer Management Agreement) when compared to the position disclosed in the PDS or any other document issued or publicised by the Responsible Entity (or on its behalf) in respect of the Offer, any matter described in paragraph (a) of the definition of 'Material Adverse Effect' in the Offer Management Agreement occurs (e.g. a matter which has a material adverse effect on the general affairs, business, operations, assets, liabilities, financial position or performance, profits, losses, prospects, earnings position, unitholder's or shareholder's (as applicable) Equity, or results of operations of the Fund, the Responsible Entity or any of the Wholesale Funds otherwise (taken as a whole));

- (d) **(Minimum Subscription)** the Responsible Entity has not received the Minimum Subscription on the Closing Date for the Offer;
- (e) **(withdrawal)** the Responsible Entity or Metrics withdraws the PDS, any supplementary PDS or the Offer;
- (f) **(certificate)** the Responsible Entity or Metrics does not provide the Closing Certificate (as defined in the Offer Management Agreement) in accordance with the requirements of the Offer Management Agreement;
- (g) **(listing and quotation)** approval is refused or not granted, or approval is granted subject to conditions other than customary conditions, to the quotation of the Unit Sets on ASX or for the Unit Sets to be cleared through CHESSE on or before the Listing Approval Date (as defined in the Offer Management Agreement), or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld or ASX indicates to the Responsible Entity that approval is likely to be withdrawn, qualified or withheld;
- (h) **(applications and proceedings)** any person makes an application to any government agency, in relation to the PDS or the Offer or any government agency commences or gives notice of an intention to hold, any Enquiry (as defined under the Offer Management Agreement);
- (i) **(prosecutions)** any of the following occur:
 - a. a director or officer of the Responsible Entity or Metrics is charged with an indictable offence;
 - b. any government agency commences any public action against the Responsible Entity or Metrics or any of their respective directors or officers or announces that it intends to take such action;
 - c. any director or officer of the Responsible Entity or Manager is disqualified from managing a corporation under Part 2D.6; or
- d. the Responsible Entity or Manager or any of their respective directors or officers engage, or are alleged to have been engaged in, any fraudulent conduct or activity, whether or not in connection with the Offer;
- (j) **(notifications)** any of the following notifications are made in respect of the Offer:
 - a. ASIC issues an order (including an interim order) under section 1020E of the Corporations Act and such order is not withdrawn within two Business Days, or if it is made within the two Business Days before the Settlement Date (as defined in the Offer Management Agreement), it has not been withdrawn by the day before the Settlement Date;
 - b. ASIC holds a hearing under section 1020E(4) of the Corporations Act and such hearing is not withdrawn within two Business Days, or if it is commenced within the two Business Days before the Settlement Date, it has not been withdrawn by the day before the Settlement Date;
 - c. an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or an Offer Document (as defined in the Offer Management Agreement) and such application is not withdrawn within two Business Days, or if it is made within the two Business Days before the Settlement Date, it has not been withdrawn by the day before the Settlement Date;
 - d. ASIC commences any investigation or hearing under Part 3 of the *Australian Securities and Investments Commission Act 2001* (Cth) in relation to the Offer or any Offer Document and any such application, investigation or hearing is not withdrawn within two Business Days, or if it is made within the two Business Days before the Settlement Date, it has not been withdrawn by the day before the Settlement Date;

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- e. any person (other than a Joint Lead Manager seeking to terminate all further obligations of that Joint Lead Manager under the Offer Management Agreement) who has previously consented to the inclusion of its name in any Offer Document withdraws that consent; or
- f. any person gives a notice under sections 1021J(3) or 1021L(2) of the Corporations Act;
- (k) **(insolvency)** the Responsible Entity, a Trust or Metrics becomes insolvent or there is an act or omission which may result in the Responsible Entity, a Trust or Manager becoming insolvent;
- (l) **(supplementary PDS)** the Responsible Entity issues or, in the reasonable opinion of the Joint Lead Manager seeking to terminate the Offer Management Agreement, becomes required to issue a supplementary PDS with ASIC in a form that has not been approved by the Joint Lead Managers (other than in accordance with the Offer Management Agreement);
- (m) **(market fall)** the S&P ASX All Ordinaries Index closes on any Business Day before the settlement date (as defined in the Offer Management Agreement) at a level that is 15% or more below the level of that index at the close of normal trading on ASX on the Business Day immediately preceding the date of the Offer Management Agreement and closes at or below that level:
 - a. for at least two consecutive Business Days; or
 - b. on the Business Day before the Settlement Date (as defined in the Offer Management Agreement);
- (n) **(credit index rise)** the average mid-rate for the iTraxx Australia Index of a term 5 years is 45% or more above its level as at the close of business on the Business Day immediately before the date of the Offer Management Agreement and remains at or above that level for two consecutive Business Days;
- (o) **(unable to issue)** the Responsible Entity is prevented from issuing or allotting the Unit Sets within the time required by the timetable set out in the Offer Management Agreement and in accordance with the Offer, the PDS and all other applicable laws;
- (p) **(key executives)** Andrew Lockhart, Justin Hynes, Graham McNamara or Andrew Tremain resign from office or are replaced, terminated or made redundant;
- (q) **(Manager)** there is a change in ownership of Metrics;
- (r) **(force majeure)** there is an event or occurrence, including any statute, order, rule or regulation, official directive or request (including on compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency which makes it illegal for a Joint Lead Manager to satisfy an obligation under the Offer Management Agreement, or to market, promote or settle the Offer in accordance with the Offer Management Agreement;
- (s) **(mutual recognition)** the Responsible Entity fails to comply with the requirements of the regulations made under section 576 of the *Financial Markets Conduct Act 2013* (New Zealand) for the purposes of implementing a recognition regime for Australia to enable the Offer to proceed on the basis of the PDS, under those regulations;
- (t) **(timetable)** the Offer is not conducted in accordance with the timetable in the Offer Management Agreement or any event specified in the timetable is delayed for more than three Business Days without the prior written consent of the Joint Lead Managers;
- (u) **(change of directors/management):** a change in the board of directors of the Responsible Entity or Metrics; or
- (v) **(review trigger)** the occurrence of a Review Trigger (as that term is defined in the Offer Management agreement) or an event or circumstance that would reasonably suggest the target market determination is no longer appropriate.

Termination events subject to materiality

In addition a Joint Lead Manager may terminate its appointment under the Offer Management Agreement without cost or liability to that Joint Lead Manager at any time before the issue of Unit Sets under the Offer by written notice to the other parties if in the reasonable opinion of that Joint Lead Manager, any of the following has had or is likely to have a materially adverse effect on the marketing, outcome, success, or settlement of the Offer or the ability of the Joint Lead Managers to market, promote or settle the Offer, the willingness of investors to subscribe for Unit Sets or has given or would be likely to give rise to a material liability for the Joint Lead Manager or its Affiliates under, or a contravention by the Joint Lead Manager or its Affiliates, of the Corporations Act or any applicable laws:

- (a) **(default)** there is a default by the Responsible Entity or Metrics in the performance of any of their obligations under the Offer Management Agreement;
- (b) **(change in law)** there is introduced, or there is a public announcement of a proposal to introduce into the Parliament of Australia, or any State or Territory of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, including ASIC adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Offer Management Agreement);
- (c) **(disruption in financial markets disruption)** any of the following occurs:
 - a. a general moratorium on commercial banking activities in Australia, New Zealand, the United States, the United Kingdom, Hong Kong or any Member State of the European Union is declared by the relevant central banking authority in those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries;
 - b. any adverse effect on the financial markets in Australia, New Zealand, the United States, the United Kingdom, Hong Kong or any Member State of the European Union or in foreign exchange rates or any development involving a prospective change in political, financial or economic conditions in any of those countries; or
 - c. trading in all securities quoted or listed on the ASX, the NZX Main Board, New York Stock Exchange, London Stock Exchange or the Hong Kong Stock Exchange is suspended or limited in a material respect;
- (d) **(breach of material contracts)** a material contract referred to in Section 12 of the PDS is varied, terminated, rescinded or altered or amended without the prior consent of the Joint Lead Managers or any material contract referred to in Section 12 of the PDS is breached or is or becomes void, voidable, illegal, invalid or unenforceable (other than by reason only of a party waiving any of its rights) or capable of being terminated, rescinded or avoided or of limited force and effect, or its performance is or becomes illegal;
- (e) **(charge)** other than as disclosed in the PDS, the Responsible Entity or Metrics charges or agrees to charge, the whole, or a substantial part of the assets of the Trust;
- (f) **(representations and warranties)** any representation or warranty contained in the Offer Management Agreement on the part of a party is breached, becomes not true or correct or is not performed;
- (g) **(hostilities)** there is an outbreak of hostilities (whether or not war has been declared) not presently existing, or an escalation in existing hostilities occurs in or involving any one or more of Australia, New Zealand, the United Kingdom, the United States of America, Hong Kong, Singapore, Ukraine, Russia, Israel, South Korea or any member state of the European Union or involving any diplomatic, military, commercial or political establishment of any of those countries or a major terrorist attack is perpetrated anywhere in the world;

- (h) **(disclosures in due diligence report)** the due diligence report or verification material or any other information supplied by or on behalf of the Responsible Entity or Metrics to the Joint Lead Managers in relation to the Responsible Entity or the Offer is or becomes false or misleading or deceptive or likely to mislead or deceive, including by way of omission;
- (i) **(certificate)** a Closing Certificate (as defined in the Offer Management Agreement) that the Responsible Entity or Metrics provides is false, misleading or deceptive (including by way of omission);
- (j) **(change in responsible entity)** the Responsible Entity is replaced as the responsible entity of the Trust;
- (k) **(regulatory approvals)** a regulatory body withdraws, revokes or amends any regulatory approvals required for the Responsible Entity to perform its obligations under the Offer Management Agreement;
- (l) **(AFSL)** any Australian financial services licence, or other licence, approval or permit required by the Responsible Entity to perform its business as responsible entity of a Trust is terminated, rescinded or withdrawn or otherwise amended or varied in a manner that impedes the Responsible Entity's ability to discharge its obligations under the Offer Management Agreement and/or to a Trust; or
- (m) **(compliance)** there is a contravention by the Responsible Entity or Metrics of the Corporations Act, the Competition and Consumer Act 2010 (Cth), the Australian Securities and Investments Commission Act 2001 (Cth), the NZ Securities Laws, the Constitutions, the Responsible Entity Constitution or any of the Listing Rules.

12.4 Investments of the Sub-Trusts

The Sub-Trusts may, as set out in Section 4.10 of this PDS, invest in the Wholesale Funds from time to time and this may be through a variety of different financial instruments in order to obtain an investment exposure.

This may include investing in the Wholesale Funds by way of Units, convertible Notes, Debt facilities and other financial instruments from time to time. Whilst the nature and terms of these potential investments are not known as at the date of this PDS the following summary sets out the key terms of the initial investments of the Sub-Trusts in the Wholesale Funds. As an overarching principle, the Debt Sub-Trust will only invest in financial instruments (including units in the Wholesale Funds) which provide it with an exposure to Debt-like returns. Such financial instruments will include units in REDF, but will not include units in MREPIIM.

12.5 Other Material Contracts

Administrator

The Responsible Entity has appointed MFAS as administrator of the Fund. Under this arrangement, MFAS is responsible for general administration of the Fund, including providing valuation, investment administration and accounting services.

Custodian

The Responsible Entity has appointed Perpetual Corporate Trust Limited as Custodian for the Fund. Under this arrangement, the role of Perpetual Corporate Trust Limited as custodian is limited to holding and maintaining records of the assets of the Fund on behalf, and as agent of the Responsible Entity.

Auditor

The Responsible Entity was required to appoint an auditor to the Fund within one month after the day on which the Fund was registered with ASIC. KPMG has been appointed by the Responsible Entity as the independent auditor of the Fund's financial statements (**Auditor**).

The Responsible Entity is also required to appoint an auditor of the compliance plan. The auditor is required to conduct an audit of the compliance plan within 3 months of the end of the financial year of the registered scheme and provide a report to the Responsible Entity. PricewaterhouseCoopers has been appointed by the Responsible Entity to conduct this audit on the Fund's compliance plan on an annual basis.

Registry

The Responsible Entity has appointed Automic Pty Ltd as Unit Registry for each Trust. Under this arrangement, Automic is responsible for reviewing and updating the Fund's register of Unitholders and providing ancillary services.

Distribution Mandate

Metrics has appointed Pinnacle as the Distribution Partner for the Offer under the Distribution Mandate. Under the Distribution Mandate, Pinnacle will receive a fee equal to 0.10% (plus GST) of the proceeds of the Offer from Wholesale Clients.

Section 13 – Additional Information

13.1 Current capital structure

The issued capital of each Trust as at the date of this PDS is set out in the table below:

| TRUST | CLASS OF UNITS | NUMBER OF UNITS |
|---------------|----------------|-----------------|
| Active Trust | Existing Units | 50 |
| Passive Trust | Existing Units | 50 |

13.2 Summary of the Constitutions

Each Trust is governed by its respective Constitution and applicable laws. A summary of the key rights and obligations attaching to the units and a description of the material provisions of the Constitution are set out below. This summary is not exhaustive, nor does it constitute a definitive statement of the terms of the Constitution. The rights and obligations attaching to ownership of units are also governed by the Corporations Act, the Listing Rules and general law which are not discussed in full.

If you invest in the Fund, you agree to be bound by the terms of this PDS and Constitutions of each Trust. Copies of the Constitutions are available, free of charge on request from the Responsible Entity. Please consider the Constitutions before investing in the Fund.

Units

Each Trust is divided into units. A Unit confers on the Unitholder an undivided beneficial interest in the Trust as a whole, subject to trust liabilities and not in parts or single assets. A Unitholder holds a Unit subject to the rights and obligations attaching to that Unit. Units may be issued at a price determined by the Responsible Entity that may be above or below the trading value of Units. A Unit in one of the Trusts does not confer any right in the assets of the other Trust forming the Fund.

Stapling

The following is a non-exhaustive summary of certain provisions in the Constitution of each Trust which reflect the stapling of the Units in the Trusts.

The Constitution of each Trust contains provisions enabling the Responsible Entity to staple the Units of a Trust to another entity. Where Units are so-stapled, a number of provisions of each Constitution apply in order to give effect to this stapling arrangement. However, each Trust will remain as separate entities and will not constitute a single trust, notwithstanding that the Units in each Trust are jointly quoted on the ASX as stapled securities. In particular, the stapling provisions will not permit one Trust in the staple to control or operate the other Trust in the staple, notwithstanding that they have the same Responsible Entity and notwithstanding that one Trust may have regard to the best interests of the other Trust (which will have the same Unitholders).

Under the Constitutions, the intent is stated that the Units of the Trusts are to be stapled on a one-to-one ratio, and that so far as the law permits, those stapled Units are to be treated so far as possible as a single security.

The Constitution of each Trust contains general provisions such that the issue, redemption, transfer or other disposal of Units in a Trust may only occur if there is an identical dealing in Units in the other Trust.

The Responsible Entity has the power under each Constitution, to determine the allocation of application monies received with respect to the Fund between each Trust.

The Responsible Entity has broad powers under the Constitution of each Trust to rebalance the capital of each Trust to the other Trust in order to be able to transfer capital between the Trusts. This is to enable the Fund to operate as a single economic entity. In these circumstances, the Responsible Entity may make a distribution of capital from one Trust and treat such amounts as a contribution of capital to the other Trust.

Subject to the Corporations Act as modified by any ASIC relief, where costs or fees are incurred by a Trust (**first Trust**), the Responsible Entity (as responsible entity of the other Trust (**other Trust**)) may reimburse the first Trust out of the assets of the other Trust as it considers appropriate for that other Trust to bear. The Responsible Entity has broad powers in respect of a Trust to reimburse or pay the other Trust for expenses it considers appropriate for that Trust to bear. In addition, the Constitution provides the Responsible Entity the powers to transfer property between the Trusts, to cause one Trust to guarantee obligations of the other Trust and to cause one Trust to lend money to the other Trust.

The Constitutions provide that meetings of unitholders of a Trust can be held in conjunction with meetings of holders of the other Trust.

Unstapling

The Responsible Entity (of each Trust) has the power under each Constitution to cause the Units to be unstapled, on written notice to Unitholders. In addition, Unitholders of the Trusts may approve a special resolution to cause the Trusts to cease to be stapled. The Trusts will also cease to be stapled where an administrator, manager, receiver, liquidator or similar officer is appointed to a Trust. If this occurs the Fund will no longer exist as a stapled structure of the two Trusts, and the Trusts will no longer co-ordinate their affairs as a single stapled entity.

No redemption of units

While each Trust is admitted to the official list of the ASX, Units are not able to be redeemed, except under a withdrawal offer or buy-back of units which is at the absolute discretion of the Responsible Entity to offer and which satisfies the Corporations Act and Listing Rules.

Buy-backs

While the Fund is listed on the ASX the Responsible Entity may, but is under no obligation to, buy-back Units and cause Units purchased to be cancelled.

Amendments to Constitution

While the Fund is listed on the ASX and is a registered scheme, the Constitutions may be amended by the Responsible Entity, provided that the Responsible Entity reasonably considers that the amendment will not adversely affect the rights of unitholders, or by special resolution of unitholders. Any amendment to a Constitution will not be effective until the modification is lodged with ASIC.

Liability of unitholders

As is typically the case with Australian managed funds, the liability of each unitholder with respect to each Trust is limited to the amount subscribed, or agreed to be subscribed by the unitholder, for units plus any losses related to their default under the Constitution and taxes related to their units, although this has not been definitively tested by the courts.

Responsible Entity's powers and duties

The Responsible Entity has within and outside Australia all the powers in relation to each Trust that it is legally possible for a natural person, corporation, trustee or responsible entity to have, including to invest in real or personal property of any nature, to borrow or raise money and to secure by mortgage or otherwise, give guarantees and incur liabilities and obligations of any kind and to fetter its own discretion, as if it were the absolute and beneficial owner of all Trust assets.

The Responsible Entity may appoint delegates or agents to perform any act and to exercise any of its powers, as well as advisers to assist with its duties and functions.

In discharging its duties, the Responsible Entity is required to comply with the Constitutions, the Corporations Act, the Listing Rules and the general law in Australia.

Responsible Entity's indemnity and expense reimbursement

The Responsible Entity is indemnified out of each of the Trust assets and can be reimbursed for any liability incurred by it, in its own capacity or through an agent, manager, adviser or delegate, in relation to the proper performance of any of its duties in respect of each Trust. The Responsible Entity will incur expenses to maintain the Fund and its listing on the ASX such as the Custodian, Administrator and Unit Registry fee.

Fees

Fees are covered in Section 6 of this PDS.

Responsible Entity's liability

Under the Constitution, the Responsible Entity will not be liable to Unitholders except in the case of its fraud, negligence or breach of trust or any other amounts required under applicable law.

The Responsible Entity's liability is generally limited to the extent to which it is entitled and does recover through its right of indemnity from Trust property.

Related parties

The Responsible Entity, Metrics and any related company or Associate of the Responsible Entity or Metrics, may, subject always to acting in good faith to Unitholders:

- (a) hold units;
- (b) represent or act for, or contract with, individual unitholders;
- (c) deal in any capacity with the Responsible Entity, Metrics or with any related body corporate or Associate of the Responsible Entity, Metrics or with any trust;
- (d) invest in and deal in any capacity with the same investments as those of each Trust, on similar or different terms;
- (e) recommend that investments be purchased or sold, on behalf of each Trust, regardless of whether at the same time it may buy, sell or recommend, in the same or in a contrary manner, the purchase or sale of identical investments in relation to itself or other clients;
- (f) deal in any investment regardless of whether that dealing is inconsistent with the dealing of each Trust;
- (g) act in any capacity in relation to any other trusts, including subscribing for Units in other trusts on behalf of unitholders;
- (h) act in various capacities in relation to, or be otherwise involved in (such as by way of investment), other business activities that may be in competition with the interests of unitholders;

- (i) acquire or dispose of each Trust's property to associates of the Responsible Entity or Metrics at the price and in the manner contemplated by this PDS or in the Constitutions; or
- (j) receive and retain profits or benefits of any nature, in connection with each Trust or otherwise, including buying or selling either Trust's property from or to itself in another capacity,

without being liable to account to each Trust, to the Responsible Entity, to Metrics or to a Unitholder.

Removal and retirement of the Responsible Entity

Unitholders do not have a right to remove the Responsible Entity other than the right granted by the Corporations Act which requires unitholders with at least 5% of the votes that may be cast on the resolution or at least 100 unitholders who are entitled to vote on the resolution to call a meeting to consider a vote on an ordinary resolution to remove the Responsible Entity. The Responsible Entity may retire in accordance with the Corporations Act. The Responsible Entity and its associates may not vote on a resolution to remove it.

Small holdings

In certain circumstances, the Responsible Entity may sell any Units held by a Unitholder which comprise less than the minimum balance as provided in the Constitutions and Listing Rules.

Meetings

Unitholders with at least 5% of the votes that may be cast on the resolution or at least 100 unitholders who are entitled to vote on the resolution may generally call a meeting to consider a resolution (including to terminate the Investment Management Agreement). Resolutions must only be matters that unitholders are permitted to vote on under the law or Constitution. Resolutions may be determined by postal ballot if permitted under the law and Listing Rules or at a meeting of unitholders.

Termination of the Trust

The Unitholders may at any time terminate each Trust by calling a unitholders' meeting in accordance with the Corporations Act to consider and vote on an extraordinary resolution directing the Responsible Entity to wind up the Trust(s). Otherwise, whilst the Fund is listed, each Trust is not able to be terminated under its Constitution.

Listing Rules

If each Trust is admitted to the Official List of the ASX, then, despite anything in the respective Constitution, if the Listing Rules prohibit an act being done, that act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules requires to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require a Constitution to contain a provision or not to contain a provision, that Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If any provision of a Constitution is or becomes inconsistent with the Listing Rules, that Constitution is deemed not to contain that provision to the extent of the inconsistency.

The ASX has provided in-principle advice that certain investments and divestments in the Sub-Trust and Wholesale Funds by related party transactions will not require Unitholder approval as related party transactions.

This waiver may or may not be granted. If it is granted there may be conditions to the waiver which are not currently known. If the waiver is not granted and ASX requires Unitholder approval for transactions relating to the Sub-Trust and Wholesale Funds then there may be an additional cost for the Fund in holding such meetings and it may slow down transactions in respect of the Sub-Trust and Wholesale Funds.

13.3 Interests of Responsible Entity Directors

This section sets out the nature and extent of the interests and fees of certain persons involved in the Offer other than as set out below or elsewhere in this PDS:

- (a) no Director or proposed Director holds at the date of this PDS, or held at any time during the last two years before the date of lodgement of this PDS with ASIC, any interest in:
 - ▶ the formation or promotion of the Fund; or
 - ▶ any property acquired or proposed to be acquired by the Fund in connection with its formation or in connection with the Offer; or
 - ▶ the Offer; and
- (b) no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:
 - ▶ to a Director or proposed Director to induce him to become, or to qualify as, a Director; or
 - ▶ for services provided by a Director or proposed Director in connection with the formation or promotion of the Fund or in connection with the Offer.

13.4 Complaints resolution

The Responsible Entity has established procedures for dealing with complaints. If an investor has a complaint, they can contact the Distribution Partner during business hours Distribution Partner on 1300 010 311 (within Australia) or +61 8970 7750 (outside Australia) between 8:30 am and 5:00pm (Sydney time) Monday to Friday or email invest@metrics.com.au.

The Responsible Entity will endeavour to resolve complaints fairly and as quickly as it can. The Responsible Entity will respond to complaints within the maximum response timeframe of 30 days. If the Responsible Entity is unable to respond within the maximum response time because it has not had a reasonable opportunity to do so, it will write to the investor in question informing it of the delay.

All investors (regardless of whether you hold Unit Sets in the Fund directly or hold Unit Sets indirectly via a Platform) can access the Responsible Entity's complaints procedures outlined above. If investing via a Platform and a complaint concerns the operation of the Platform then an investor should contact the Platform operator directly.

If an investor is not satisfied with the outcome, the complaint can be referred to the Australian Financial Complaints Authority (**AFCA**), an external complaints resolution scheme of which the Responsible Entity and Metrics are members. AFCA's postal address is GPO Box 3, Melbourne, Victoria 3001 and the toll-free number is 1800 931 678. AFCA's role and terms of reference are specified in AFCA's Rules available from their website www.afca.org.au.

13.5 Conflicts of interest

Perpetual Group, including the Responsible Entity, may act in various capacities (such as responsible entity, trustee and custodian) for other funds or accounts and the Perpetual Group may face conflicts between Perpetual Group's duties as responsible entity, Perpetual Group's duties to other funds the Perpetual Group manages and Perpetual Group's own interests. Perpetual Group and Metrics have policies and procedures in place to manage any conflicts of interest, which seek to ensure that any actual or potential conflicts of interest are identified, reported, assessed and managed in a timely and appropriate manner to uphold the best interests of the members of the Fund. All agreements with related party service

providers have been entered into on terms that are similar to those the Responsible Entity would have negotiated with an unrelated party and the Responsible Entity must still ensure that the appointment of the related party is in the best interests of the members of the Fund. As part of the Fund's investment strategy, the Fund may invest into other investment funds which are managed by Metrics. The Responsible Entity will manage any conflicts in accordance with the Constitution, the Corporations Act and the law.

Metrics is also the manager of other funds and clients not described in this PDS. While Metrics has implemented policies and procedures to identify and mitigate conflicts of interest, it is possible that Metrics may, in the course of its business, have potential conflicts of interest which may not be managed effectively and may be detrimental to the Fund and its Unitholders. The Investment Team members own (or have beneficial interests whether directly, or indirectly) 65% of the issued Equity in Metrics Credit Holdings Pty Ltd, the parent company of Metrics and MREP. On this basis, the Investment Team, which makes investment decisions in respect of the Fund, the Sub-Trusts and the Wholesale Funds, as well as other funds managed by Metrics and its related parties may benefit from increased management and performance fees in different funds managed by Metrics and its associates. Accordingly, in making investment management decisions, the Investment Team may be subject to conflicts of interest on the same basis as Metrics.

These conflicts could include Metrics having to decide the clients and funds to which it allocates investment opportunities. In order to manage this conflict, Metrics has a policy of allocating opportunities between those funds and clients for which the opportunity is considered appropriate and among such clients and funds proportional to their available capital for that opportunity.

As manager of all of the Trusts, Sub-Trusts and Wholesale Funds, Metrics is responsible for providing the Responsible Entity and Sub-Trustees relevant commentary and information with respect to the underlying investments. Given the interest of Metrics at each of these levels, Metrics may not always provide the Responsible Entity and Sub-Trustees with sufficient information to enable those persons to properly supervise and evaluate Metrics' performance as investment manager. Although, through the Investment Management Agreement's and other measures, Metrics, and the Responsible Entity have sought to mitigate the likelihood of these events, but such events may still materialise.

One or more Wholesale Funds may be a part owner of businesses that are borrowers from other Wholesale Funds. If that borrower breaches its agreements with the Wholesale Funds, Metrics may be faced with the difficulty of deciding how to manage that situation given it could result in one or more Wholesale Funds making a loss in respect of their Equity interest in the borrower. Metrics believes owning Equity stakes in borrowers creates an alignment of interest with the borrower and also gives investors an opportunity to share in the upside value from the success of that borrower's business, however, in protecting the rights of a Wholesale Fund as a Private Credit investor, it may be required to act in ways that are not aligned with the borrower and its Equity holders.

As noted below, MFAS is a related party of Metrics and is wholly owned by MCH in which the Investment Team holds Equity interests. As MFAS is responsible for valuation services in respect of the Fund, Sub-Trusts and Wholesale Funds, MFAS may be subject to conflicts of interest in providing such valuations as Metrics and MREP benefit from the increased valuation of the assets held by those funds, by virtue of the management and performance fees payable. MFAS is also subject to Metrics' conflict of interest procedures that are

designed to identify and mitigate such conflicts. In addition the assets of the Wholesale Funds are generally either held at cost or reviewed by independent valuers as described in Section 4.9, seeking to mitigate such conflicts. The Performance Fees payable out of the Fund (and REDF) will be payable on an annual basis at the end of each financial year, and must be approved by the Responsible Entity (or the REDF Trustee, where applicable) prior to payment. In order to approve the payment, the Responsible Entity (or the REDF Trustee) must be comfortable with the underlying valuations supporting the NAV of the Fund (or REDF, as applicable). The Responsible Entity and the REDF Trustee would, in making this determination, consider the external audit and monthly review process performed by independent firms to support any valuation assumptions. The Metrics fund administration team are responsible for unit pricing and operate with clear segregation of duties between the investment and portfolio risk management teams at Metrics. The fund administration team relies on various inputs for Equity asset revaluations, which may include independent third-party valuations, internal Metrics valuations, project reporting from JV partners, sales & settlement data, Quantity Surveyor reports during the construction periods and cost to complete modelling. The valuation inputs will depend on the type of project and development stage. It is expected that Metrics will implement new procedures such that an independent accounting firm will review the valuation of all CRE Equity assets on a quarterly basis and report directly to the trustee of the applicable fund that holds such assets. This arrangement is not yet in place and has not been finalised and there is no guarantee as to the date that this arrangement will commence.

13.5.1 Managing Conflicts of Interest with respect to investments

Metrics investors may, via one or more funds, be exposed to different types of investments, such as Senior Debt, Mezzanine Debt and Equity in respect of the same borrower. This can create a conflict of interest where there is a default by the borrower and there is insufficient money to repay all of the Debt.

The Metrics Investment Committee is responsible for all investment decisions, oversight, monitoring and control of the investment assets held by all funds managed by Metrics and is therefore responsible for adjudicating all conflicts of interest in relation to investments to ensure all investors are treated fairly.

In principle, Metrics has a fiduciary obligation to investors and must give priority to their interests at all times. Practically, Metrics follows global industry standard best practice procedures for dealing with potential investment conflicts, which include establishing separate deal teams and information barriers between deal teams.

Metrics investment professionals have extensive experience operating under strict conflict control environments within major banks. Information and analysis is shared and managed jointly only where no conflicts arise. Deal teams include separate origination, portfolio management and legal professionals.

Deal teams focus on achieving the best risk adjusted returns for their respective fund investors by operating on a separate arm's length basis for all conflicted matters and sharing information and analysis such as in relation to borrower, sponsor, property and project risks only where no conflict of interest could arise.

Deal teams engage separate external legal counsel to negotiate legal documentation to ensure terms are negotiated at arms' length market terms, and to ensure each position is structured to be marketable to third-party lenders, ensuring third-party endorsed fairness for both sets of fund investors.

Metrics Real Estate Partners (MREP)

MREP is a separate business to Metrics Credit Partners Pty Ltd which employs specialist CRE Equity investment professionals that reports independently to the Metrics Investment Committee. MREP invests in CRE Co-Investment Assets and ensures these include controls to allow us to monitor the project closely and enable us to continuously assess the risk of the project as it progresses. Should any material problem arise with the project, the JV may require that an independent party to value the asset and advise on an appropriate course of action.

Debt funding of MREP projects may be provided either by funds managed by Metrics, or another Debt provider, and this is assessed by the MREP team, who determine together with the investment committee which option provides the best solution for a particular project. Similarly, Metrics evaluates all Debt funding opportunities in a consistent manner that is tightly controlled with carefully negotiated Loan agreements, providing the lender with certain controls and rights in the event of a default, registered mortgage Security over the property in addition to appropriate Security.

Metrics Credit Partners Pty Ltd and MREP share information and interact in the same way that Metrics cooperates collaboratively with all sponsors or borrowers, with strict barriers in relation to any potentially conflicted information or matters.

Deal teams meet separately and do not interact on any issue where there is a potential conflict.

Managing Recovery Scenarios

Metrics takes a mechanical approach in situations where there is insufficient money to recover the capital of all investors, so as to avoid any conflict of interest, regardless of the Equity investor, by:

- ▶ engaging a third-party valuer to value the investments;
- ▶ seeking to recover at least those valuations in any enforcement scenario;

- ▶ ensuring any recovered monies are distributed in accordance with the documented payment priorities; and
- ▶ ensuring Senior Debt is always paid in priority to lower ranking Debt.

Transaction documentation is typically very mechanical and controls the rights and obligations of the various layers in a borrower's capital structure, with Senior Debt repaid first, then Mezzanine Debt (if any and with an inter-creditor agreement), with Equity ranking last. Metrics' Conflicts of Interest policy prohibits any change to asset valuations over time that would prejudice the rights of one group on fund investors over another.

Metrics has a robust corporate governance structure in relation to each of its funds that ensures several third parties are involved with the valuation process and must confirm that CRE Investments reflect market terms.

Allocation of investments

Individual investments may meet the investment criteria for multiple funds managed by Metrics. In such a case, Metrics' policy is to allocate investments that meet the mandate for multiple funds on a pro rata basis to all qualifying funds according to available capital at the time of investment subject to portfolio construction considerations and Metrics' discretion as to how best achieve the investment objective of the relevant funds.

13.6 Related party interests

Other than as set out in this PDS, there are no existing agreements or arrangements and there are no currently proposed transactions in which the Responsible Entity was, or is to be, a participant, and in which any related party had or will have a direct or indirect material interest.

Metrics Real Estate Multi-Strategy Fund

The Investment Management Agreement and other material contracts have been entered into on arm's length terms between the Responsible Entity and Metrics. The Responsible Entity and Metrics may be subject to conflicts of interest when performing their duties in relation to the Fund. Both the Responsible Entity and Metrics have policies and procedures in place to appropriately manage these conflicts of interest and related party transactions.

The Fund will only be exposed to investments managed by Metrics and as such, Metrics benefits from such investments as set out in Section 6. Other parties and investors may have interests that diverge from that of Metrics and the Fund, which may have an adverse effect on Unitholders.

The Trust Company (RE Services) Limited (ACN 003 278 831; AFSL 235 150) has been appointed as the responsible entity of each Trust and related entities of the Responsible Entity have been appointed as trustees of each of the Wholesale Funds and the Sub-Trusts. The Responsible Entity will therefore be dealing with related parties in relation to the Fund's investments. The Responsible Entity is required under law to prefer the interests of the Fund's investors over its own or that of Metrics. The Responsible Entity and its related parties have entered into arm's length agreements with Metrics (including that any remuneration payable to Metrics is reasonable in the context of the services provided) which give the Responsible Entity and its related parties the right to terminate Metrics for misconduct or breaches of its agreements. Please refer to Section 12 for further details of those agreements.

Pinnacle Investment Management Limited (ACN 109 659 109) (**Pinnacle**) owns 35% of Metrics Credit Holdings Pty Ltd (which is the parent company of Metrics) and will receive fees as outlined in Section 13.7.

MCH Fund Administration Services Pty Ltd (ACN 636 286 970) has been appointed as administrator of the Fund and is a related party of Metrics. Under this arrangement, MFAS is responsible for general administration of the Fund, including providing valuation, investment administration, accounting and registry services and will receive fees as outlined in Section 6. MFAS has been engaged on arm's length terms and for reasonable remuneration.

13.7 Interests of Experts and Advisers

Except as disclosed in this PDS, no amounts of any kind (whether in cash or otherwise) have been paid or agreed to be paid to any expert, stockbroker, promoter or any other person named in this PDS as performing a function in a professional capacity in connection with the preparation or distribution of this PDS, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated, for services rendered by that person in connection with the formation or promotion of the Fund or the Offer under this PDS.

- ▶ Pinnacle Investment Management Limited (ACN 109 659 109) (**Pinnacle**) has been appointed as a Distribution Partner in relation to the Offer. In consideration of these services, Pinnacle will be paid a fee of 0.10% (plus GST) of the proceeds of the Offer raised from Wholesale Clients.
- ▶ Taylor Collison Limited (ABN 53 008 172 450, AFSL 247 083) (**Taylor Collison**) is the Lead Arranger to the offer. In accordance with the Offer Management Agreement, Metrics will pay the Lead Arranger an arranging fee of A\$200,000 (plus GST);

- ▶ Taylor Collison, Canaccord Genuity (Australia) Limited (ACN 075 071 466; AFSL 234 666) (**Canaccord**), Commonwealth Securities Limited (ABN 60 067 254 399, AFSL 238 814) (**Commsec**); E&P Capital Pty Limited (ACN 137 980 520; AFSL 338 885) (**E&P**); Morgans Financial Limited (ABN 49 010 669 726, AFSL 235 410) (**Morgans**), National Australia Bank Limited (ABN 12 004 044 937; AFSL 230 686) (**NAB**), and Ord Minnett Limited (ABN 86 002 733 048; AFSL 237 121) (**Ord Minnett**) have agreed to act as Joint Lead Managers to the Offer. In consideration of these services, provided the Minimum Subscription is received under the Offer:
 - Taylor Collison will be paid an arranging fee of A\$200,000 (plus GST) (**Lead Arranger Fee**);
 - each Joint Lead Manager (including their appointed Brokers or Affiliates) that obtains bids of at least A\$30 million under the Broker Firm Offer (each a **Qualifying Joint Lead Manager**) will be paid a management fee of 0.50% (plus GST) of the total amount raised under the Broker Firm Offer from Wholesale Clients (**Wholesale Broker Firm Proceeds**) in equal proportions;
 - each Qualifying Joint Lead Manager will be paid an additional management fee of 0.25% (plus GST) of the Wholesale Broker Firm Proceeds paid on a proportionate basis having regard to the amount raised by each Qualifying Joint Lead Manager; and
 - each Joint Lead Manager who is not a Qualifying Joint Lead Manager will be paid a fee of 0.10% (plus GST) of that Joint Lead Manager's Firm Wholesale Allocation.
 - ▶ On or after the Settlement Date, Metrics will pay to each Joint Lead Manager a distribution fee equal to 1.25% (plus GST) of that Joint Lead Manager's Firm Wholesale Allocation multiplied by the Subscription Price.
 - ▶ Other than in relation to payment of the Lead Arranger Fee, no fees will be payable to the Joint Lead Managers with respect to any Unit Sets issued to or received by any fund or managed investment scheme in respect of which Metrics is the investment manager or trustee.
 - ▶ Pitcher Partners Sydney Corporate Finance Pty Ltd (ACN 122 561 184) (**Pitcher Partners**) has acted as the Australian Investigating Accountant to the Offer and has prepared the Investigating Accountant's Report at Section 11 on the unaudited Pro-Forma Financial Information in Section 9. In respect of these services, Metrics will pay approximately A\$80,000 (plus GST and disbursements) to Pitcher Partners. Further amounts may be paid to Pitcher Partners for other services in accordance with its normal time-based charges.
 - ▶ MinterEllison (ABN 91 556 716 819) (**MinterEllison**) has acted as the Fund's legal advisers and in that capacity has been involved in undertaking due diligence enquiries for the preparation of this PDS and providing legal advice to the Fund in relation to the Offer, as well as having reviewed the Taxation Information in Section 10. In respect of this work, Metrics will pay approximately A\$820,000 (plus GST and disbursements) for services in relation to the Offer. Further amounts may be paid to MinterEllison for other services in accordance with its normal time-based charges.
- In addition to Commsec receiving fees in their respective roles as Joint Lead Manager, Commonwealth Bank of Australia Limited, the ultimate holding company of Commsec, is also a lender to certain funds managed by Metrics and its associates and has, on occasion, co-invested alongside funds managed by Metrics and its associates in providing syndicated Loan facilities to Australian corporate borrowers. In its capacity as both a Debt provider to and co-investor to those funds, the Commonwealth Bank of Australia Limited has received fees in the past and may receive fees in the future.

Metrics Real Estate Multi-Strategy Fund

In addition to NAB receiving fees in its role as Joint Lead Manager, NAB (or its subsidiaries) provides a number of products and services to Metrics or its associates including transactional banking, lending (including fund finance and warehouse financing), foreign exchange hedging, distribution and capital markets services. NAB is also a lender to certain funds managed by Metrics and its associates (including, without limitation, REDF). NAB (or its subsidiaries) also provide products and services to the Perpetual Group (whom the Responsible Entity is a member of) including deposits, fixed income, currency and commodities, transactional, corporate finance and business lending. In each of these capacities, NAB has received fees in the past and may receive fees in the future.

The Lead Arranger, the Joint Lead Managers and their respective related bodies corporate and Affiliates and any of their respective directors, officers, employees, partners, advisers, contractors or agents (**Lead Manager Parties** and each a **Lead Manager Party**) are involved in a wide range of financial services and businesses including (without limitation):

- ▶ securities issuing, securities trading, brokerage activities, the provision of retail, business, private, commercial and investment banking, investment management, corporate finance, credit and derivatives trading, research products and services and the provision of finance; and
- ▶ issuing, arranging the distribution of, and distributing, and the provision of advice in connection with, securities and other financial products

Including (without limitation) to, or in connection with, customers, investors or other persons directly or indirectly involved with Metrics and Perpetual (or its subsidiaries, including the **Responsible Entity**) or the Offer and their respective related bodies corporate and Affiliates and their respective officers, directors, employees, partners, advisers, contractors and agents (**Relevant Persons** and each a **Relevant Person**).

The Lead Manager Parties may receive fees and other benefits in connection with those activities, out of which conflicting interests or duties may arise.

In the ordinary course of these activities, each Lead Manager Party may at any time hold long or short positions, and may trade or otherwise effect transactions or take or enforce security, for, or in connection with, its own account or the accounts of Relevant Persons, including through transactions involving Debt, Equity or hybrid securities Loans, financing arrangements, other financial accommodation, financial products or services, in connection with, or which rely on the performance of obligations by, any Relevant Person.

13.8 Offer expenses

If the Offer proceeds, the total estimated cash expenses in connection with the Offer (including advisory, legal, accounting, tax, listing and administrative fees) are estimated to be A\$3.87 million (excluding GST) assuming the Minimum Subscription is achieved and A\$8.11 million (excluding GST) assuming the Target Subscription is achieved.

13.9 Consents

Each of the parties referred to below:

- ▶ does not make the Offer;
- ▶ other than as specified in this PDS, does not make, or purport to make, any statement that is included in this PDS, or a statement on which a statement made in this PDS is based, other than as specified in this Section 13.9;
- ▶ to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this PDS other than a reference to its name and a statement included in this PDS with the consent of that party as specified below;

- ▶ each of the parties listed below has given and has not, before lodgement of this PDS with ASIC, withdrawn its written consent to the inclusion of the statements in this PDS that are specified below in the form and content in which the statements appear:
 - (a) Taylor Collison has given and has not withdrawn prior to the lodgement of this PDS with ASIC, its written consent to being named as Lead Arranger to the Trusts in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
 - (b) Each of Taylor Collison; Canaccord; NAB; Commsec; E&P; Morgans and Ord Minnett has given and has not withdrawn prior to the lodgement of this PDS with ASIC, its written consent to being named as a Joint Lead Manager to the Trusts in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
 - (c) Pitcher Partners has given, and has not withdrawn prior to the lodgement of this PDS with ASIC, its written consent to be named in this PDS as Investigating Accountant to the Trusts in relation to the unaudited Pro Forma Financial Information in the form and context in which it is named and has given and not withdrawn its consent to the inclusion in this PDS of its Investigating Accountant's Report in the form and context in which it is included.
 - (d) MinterEllison has given, and not withdrawn prior to the lodgement of this PDS with ASIC, its written consent to be named as Solicitor to the Offer in this PDS, and any electronic version of this PDS, in the form and context in which it is named; and separately its written consent to be named in the PDS in relation to the tax information in the form and context in which it is named and to the inclusion in this PDS of its tax summary in Section 10; and the statements specifically attributed to it in the text of, or by a footnote in, this PDS, in the form and context in which they appear in this PDS.
 - (e) Metrics Credit Partners Pty Ltd has given and not withdrawn its consent prior to the lodgement of this PDS with ASIC, its written consent to being named as the Manager to the Trusts in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
 - (f) MFAS has given, and has not before the date of this PDS withdrawn, its consent to be named as the administrator to each Trust in this PDS and any electronic version of this PDS in the form and context in which it is named. MFAS was not involved in the preparation of this PDS, did not authorise or cause the issue of this PDS and takes no responsibility for any material in or omission from this PDS.
 - (g) Automic has given, and has not before the date of this PDS withdrawn, its consent to be named as the unit registrar to each Trust in this PDS and any electronic version of this PDS in the form and context in which it is named. Automic was not involved in the preparation of this PDS, did not authorise or cause the issue of this PDS and takes no responsibility for any material in or omission from this PDS.
 - (h) Pinnacle has given and not withdrawn its consent prior to the lodgement of this PDS with ASIC, its written consent to being named as Distribution Partner in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
 - (i) MCH has given and not withdrawn its consent prior to the lodgement of this PDS with ASIC, its written consent to being named in this PDS, and any electronic version of this PDS, in the form and context in which it is named.

- (j) MREP has given and not withdrawn its consent prior to the lodgement of this PDS with ASIC, its written consent to being named as the manager of MREPIIM in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
- (k) The Trust Company (Australia) Limited has given and has not withdrawn prior to the lodgement of this PDS with ASIC, its written consent to being named as trustee of the Equity Sub-Trust in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
- (l) Perpetual Trust Services Limited has given and has not withdrawn prior to the lodgement of this PDS with ASIC, its written consent to being named as trustee of the Debt Sub-Trust and REDF in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
- (m) The Trust Company Limited has given and has not withdrawn prior to the lodgement of this PDS with ASIC, its written consent to being named as trustee of MREPIIM in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
- (n) Perpetual has given and not withdrawn its consent prior to the lodgement of this PDS with ASIC, its written consent to being named in this PDS, and any electronic version of this PDS, in the form and context in which it is named.
- (o) Perpetual Corporate Trust Limited has given and not withdrawn its consent prior to the lodgement of this PDS with ASIC, its written consent to being named as the Custodian in this PDS, and any electronic version of this PDS, in the form and context in which it is named.

- (p) KPMG has given and has not before the date of this PDS withdrawn, its consent to be named as the auditor to each Trust in this PDS and any electronic version of this PDS in the form and context in which it is named. KPMG was not involved in the preparation of this PDS, did not authorise or cause the issue of this PDS and takes no responsibility for any material in or omission from this PDS.

13.10 Legal proceedings

The Trust is not engaged in any litigation at the date of this PDS, and as far as the Responsible Entity is aware, no litigation involving each Trust is pending or threatened.

13.11 Anti-money laundering and counter terrorism financing

The Anti-Money Laundering Act and other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies which apply to the Responsible Entity (**AML Requirements**), regulate financial services and transactions in a way that is designed to detect and prevent money laundering and terrorism financing. The Anti-Money Laundering Act is enforced by the Australian Transaction Reports and Analysis Centre (**AUSTRAC**). In order to comply with the AML Requirements, the Responsible Entity is required to, amongst other things:

- ▶ verify an investor's identity and the source of their application monies before providing services to them, and to re-identify them if they consider it necessary to do so; and
- ▶ where an investor supplies documentation relating to the verification of their identity, keep a record of this documentation.

The Responsible Entity and Unit Registry as its agent (collectively, the **Entities**) reserve the right to request such information as is

necessary to verify the identity of an investor and the source of the payment. In the event of delay or failure by the investor to produce this information, the Entities may refuse to accept an application and the application monies relating to such application or may suspend the payment of withdrawal proceeds if necessary to comply with AML Requirements applicable to them. Neither the Entities nor their delegates shall be liable to the investor for any loss suffered by the investor as a result of the rejection or delay of any subscription or payment of withdrawal proceeds.

The Entities have implemented a number of measures and controls to ensure they comply with their obligations under the AML Requirements, including carefully identifying and monitoring investors. As a result of the implementation of these measures and controls:

- ▶ transactions may be delayed, blocked, frozen or refused where an Entity has reasonable grounds to believe that the transaction breaches the law or sanctions of Australia or any other country, including the AML Requirements;
- ▶ where transactions are delayed, blocked, frozen or refused, the Entities are not liable for any loss investors suffer (including consequential loss) caused by reason of any action taken or not taken by them as contemplated above, or as a result of their compliance with the AML Requirements as they apply to each Trust; and
- ▶ the Responsible Entity or Unit Registry may from time to time require additional information from investors to assist it in this process.

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

13.12 ASX Waivers and Confirmations

In order to conduct the Offer, the Responsible Entity has been granted on an in-principle basis waivers/confirmations from/of a number of Listing Rules. In-principle approval of the following waivers/confirmations have been granted:

13.12.1 Confirmations

- ▶ Confirmation that the structure and operation of the Fund is appropriate for a listed entity for the purposes of Listing Rule 1.1, Condition 1. The in-principle advice granted by the ASX to the Responsible Entity in relation to Listing Rule 1.1, Condition 1 applies only to 27 November 2024;
- ▶ Confirmation that disclosure by either the Active Trust or Passive Trust on behalf of the stapled group satisfies the obligations for each entity on a matter for the purposes of Listing Rule 3.1. The in-principle confirmation granted by the ASX to the Responsible Entity in relation to Listing Rule 3.1 applies only to 27 November 2024;
- ▶ Confirmation that the ASX will not exercise its power under Listing Rule 10.11.5 to prevent the Metrics Real Estate Income Fund (**MREIF**) from acquiring Unit Sets in the Fund or other funds managed by the Manager whose trustee or responsible entity is not a related party of the Responsible Entity. The in-principle confirmation granted by the ASX to the Responsible Entity in relation to Listing Rule 10.11 applies only to 27 November 2024.

13.12.2 Waivers

- ▶ A waiver of Listing Rule 15.16 to the extent necessary to permit Metrics (under the terms of the Investment Management Agreement(s)) to act as the manager of the portfolio for an initial period of up to 10 years from the issue of units pursuant to the Offer, such that the Responsible Entity may end the Investment Management Agreement on

Metrics Real Estate Multi-Strategy Fund

3 months' notice after Unitholders pass an ordinary resolution to end the Investment Management Agreement after the initial 10 year term. Each in-principle waiver granted by the ASX to the Responsible Entity in relation to Listing Rule 15.16(b) and Listing Rule 15.16(c) applies only to 27 November 2024.

- ▶ A waiver of Listing Rule 10.1 to enable each Trust to invest in the respect Sub-Trust without seeking Unitholder approval, subject to certain conditions (including, without limitation, that the waiver will expire after a period of three years from the date of admission). The in-principle waiver granted by the ASX to the Responsible Entity in relation to Listing Rule 10.1 applies only to 27 November 2024.

13.12.3 Stapling Waivers

- ▶ A waiver of Listing Rule 1.1, Condition 8 and Condition 9 and Listing Rule 2.1, Condition 2 to ensure that the Fund satisfies the stipulated value thresholds, even though the separate parcels of Units in each Trust may not individually meet the required value thresholds and that the assets test can be satisfied by the Fund rather than individually by the Passive Trust and Active Trust. Each in-principle waiver granted by the ASX to the Responsible Entity in relation to Listing Rule 1.1, Condition 8 and Condition 9 and Listing Rule 2.1, Condition 2 applies only to 27 November 2024;
- ▶ A waiver of Listing Rule 6.24, clause 1 of Appendix 6A to the extent necessary that the rate and amount of a distribution for the Fund need not be advised to the ASX when the distribution and record date is announced, provided that an estimated rate of distribution is advised to the ASX at that time and the actual rate is advised to the ASX as soon as it becomes known. The in-principle waiver granted by the ASX to the Responsible Entity in relation to Listing Rule 6.24, clause 1 of Appendix 6A applies only to 27 November 2024; and

- ▶ A waiver of Listing Rule 8.10 to the extent necessary to permit each Trust to refuse to register a transfer of an ordinary Unit in one Trust if it is not accompanied by a corresponding transfer of an ordinary Unit in the other Trust which comprises the Unit Set. The in-principle waiver granted by the ASX to the Responsible Entity in relation to Listing Rule 8.10 applies only to 27 November 2024.

13.13 ASIC Relief

In order to conduct the Offer, the Responsible Entity has been granted by ASIC relief from, and modifications to, certain provisions of the Corporations Act. These are:

- ▶ Declaration that sections 601FC, 601FD and 601FE of the Corporations Act are modified to enable the Responsible Entity to consider the interests of the Unitholders as a whole, rather than the interests of unitholders in a particular Trust;
- ▶ Declaration that section 601LC of the Corporations Act is modified to allow the Responsible Entity to provide financial benefits out of Fund property of either the Passive Trust or Active Trust to the Fund;
- ▶ Modification of section 1012D(3) of the Corporations Act to permit the offer of Unit Sets in the Fund under a future DRP without having to issue an additional product disclosure statement;
- ▶ Modification of section 1017E of the Corporations Act to allow application monies paid to acquire Unit Sets to be paid into a single bank account; and
- ▶ Modification of section 1017E of the Corporations Act to allow the Responsible Entity to hold application monies for Unit Sets for periods in excess of one month.

13.14 Compliance with Australian Foreign Investment Review Board laws

The acquisition of Units by an Applicant may require prior approval under the *Australian Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**) and penalties may apply for non-compliance.

In certain circumstances, the FATA may prohibit the acquisition by a 'foreign person' (as defined in the FATA) of Units unless notice of the proposed acquisition has been given to the Australian Treasurer and the Australian Treasurer (or delegate) has either:

- ▶ issued a no objection notification or an exemption certificate (without or with conditions) under the FATA covering the acquisition of the Units; or
- ▶ ceased to be empowered to make any order under Division 2, Part 3 of the FATA because the applicable time limit on making orders and decisions under the FATA has expired.

The Australian Treasurer also has the power to make an order prohibiting an acquisition that is governed by the FATA or to make a divestment order where such an acquisition has occurred.

You should seek your own legal advice about complying with the FATA.

13.15 Privacy

The Responsible Entity may collect personal information from you when you contact it and from any other relevant forms to be able to administer your investment and comply with any relevant laws, including the Privacy Act 1988 (Cth) and provide information to relevant government agencies in accordance with those laws. If you do not provide us with your relevant personal information, the Responsible Entity may not be able to properly administer your investment. In some circumstances the Responsible Entity may disclose your personal information to the Responsible Entity's related entities or service providers that

perform a range of services on the Responsible Entity's behalf and which may be located overseas.

Privacy laws apply to the handling of personal information and the Responsible Entity will collect, use and disclose your personal information in accordance with its privacy policy, which includes details about the following matters:

- ▶ the kinds of personal information the Responsible Entity collects and holds;
- ▶ how the Responsible Entity collects and holds personal information;
- ▶ the purposes for which the Responsible Entity collects, holds, uses and discloses personal information;
- ▶ how you may access personal information that the Responsible Entity holds about you and seek correction of such information (note that exceptions apply in some circumstances);
- ▶ how you may complain about a breach of the Australian Privacy Principles (**APP**), or a registered APP code (if any) that binds the Responsible Entity, and how the Responsible Entity will deal with such a complaint; and
- ▶ whether the Responsible Entity is likely to disclose personal information to overseas recipients and, if so, the countries in which such recipients are likely to be located if it is practicable for the Responsible Entity to specify those countries.

The privacy policy of the Responsible Entity is publicly available at its website at www.perpetual.com.au or you can obtain a copy free of charge by contacting the Responsible Entity's Privacy Officer by telephone on +61 2 9229 9000 or by email at privacy@perpetual.com.au.

Metrics may also collect, use and disclose your personal information, including personal information provided to Metrics by the Responsible Entity, for investor relations purposes in accordance with its privacy policy. A copy of Metrics' privacy policy will be publicly available at www.metrics.com.au/privacy/.

Metrics Real Estate Multi-Strategy Fund

If you are investing indirectly through a Platform, the Responsible Entity does not collect or hold your personal information in connection with your investment in the Fund. Please contact your Platform operator for more information about their privacy policy.

13.16 Investor considerations

Before deciding to participate in this Offer, you should consider whether the Unit Sets to be issued are a suitable investment for you. There are general risks associated with any investment in the financial markets. The value of securities listed on the ASX may rise or fall depending on a range of factors beyond the control of the Fund.

If you are in doubt as to the course you should follow, you should seek advice on the matters contained in this PDS from a stockbroker, solicitor, accountant or other professional adviser.

The potential tax effects relating to the Offer will vary between investors.

13.17 Governing law

This PDS and the contracts that arise from the acceptance of Applications under the Offer are governed by the laws applicable in New South Wales, Australia and each Applicant submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

13.18 Statement of Directors

The Directors of the Responsible Entity believe that, on completion of the Offer, the Fund will have sufficient working capital to carry out its objectives as stated in this PDS.

Appendix A – Glossary

| TERM | MEANING |
|----------------------------------|---|
| \$, AUD, A\$ | Australian dollars, and all amounts in this PDS are in Australian dollars unless otherwise stated. |
| AAS | Australian Accounting Standards. |
| AASB | Australian Accounting Standards Board. |
| ABN | Australian Business Number. |
| Active Trust | Metrics Real Estate Multi-Strategy Active Trust (ARSN 679 413 695) established by deed dated 25 July 2024. |
| ADI | Authorised deposit-taking Institution. |
| Administrator | MFAS. |
| AFCA | Australian Financial Complaints Authority. |
| AFSL | Australian Financial Services Licence. |
| Affiliates | In relation to a person, includes a person, Related Body Corporate or Associate of the person or any other person that directly or indirectly through one or more intermediaries, Controls, or is Controlled by, or is under common Control with such person. |
| Allocations | The allocation of Unit Sets to Applicants under the Offer. |
| Allotment Date | The date on which the Unit Sets are allocated under the Offer. |
| AMIT | Attribution Managed Investment Trust. |
| AML Requirements | The Anti-Money Laundering Act and other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies which apply to the Responsible Entity. |
| AMMA | AMIT Member Annual Statement. |
| Anti-Money Laundering Act | The <i>Anti-Money Laundering and Counter-Terrorism Financing Act 2006</i> (Cth). |
| APP | Australian Privacy Principles. |
| APRA | Australian Prudential Regulation Authority. |
| Applicant | A person who submits a valid Application Form and required application monies pursuant to this PDS. |

Metrics Real Estate Multi-Strategy Fund

| TERM | MEANING |
|--|--|
| Application | An application for Unit Sets under this PDS. |
| Application Amount | Money submitted by Applicants under the Offer. |
| Application Form | The application form accompanying or provided with this PDS for investors to apply for Unit Sets under the Offer. |
| ASIC | Australian Securities and Investments Commission. |
| Asset Transaction Fee | 0.50% (plus GST) of the total capital committed by the MREPIIM Wholesale Trustee in respect of an investment of MREPIIM, which is payable on the date of initial funding in respect of such investment, and is a cost of MREPIIM. |
| Associate | Has the meaning given to that term in the Corporations Act. |
| ASX | ASX Limited (ABN 98 008 624 691) or the market it operates (Australian Securities Exchange), as the context requires. |
| ASX Corporate Governance Principles | Corporate governance principles and recommendations issued by the ASX Corporate Governance Council dated February 2019. |
| ATO | Australian Taxation Office. |
| Auditor | KPMG Australia (ABN 51 194 660 183). |
| AUSTRAC | The Australian Transaction Reports and Analysis Centre. |
| Automic | Automic Pty Ltd (ACN 152 260 814) trading as 'Automic Group'. |
| BBSW | The average mid-rate for bills of exchange displayed on the first day of the relevant period on the Reuters screen BBSW page or published in the Australian Financial Review for a term closest to the relevant period or if not published, an equivalent rate chosen by the relevant Wholesale Trustee. The BBSW rate is indicative of the rate at which banks will lend to each other for periods of 6 months or less. |
| BBSY | The Bank Bill Swap Bid Rate – which consists of BBSW plus (minus) a bid (ask) spread of 0.05%. |
| BKBM | The New Zealand 90 day Bank Bill Rate. |
| Board | The board of Directors of the Responsible Entity. |
| Bond | A type of Debt product issued by borrowers such as governments and companies. Bonds can have different ranking in a borrower's capital structure (e.g. Senior or Subordinated). |
| BPAY | Payments system operated by BPAY Pty Ltd (ABN 69 079 137 518). |
| Broker | Any ASX participating organisation selected by the Joint Lead Managers in consultation with the Responsible Entity to participate in the Broker Firm Offer. |
| Broker Firm Offer | Has the meaning given to that term in Section 2.1. |

| TERM | MEANING |
|---|---|
| Broker Firm Offer Application Form | The Application Form to be completed by Applicants for the Broker Firm Offer. |
| Broker Firm Closing Date | 5:00pm (Sydney time) on Wednesday, 25 September 2024. |
| Business Day | A day, other than a Saturday, Sunday or public holiday on which Australian banks are open for business in Sydney, Australia. |
| Calculation Period | The period in which the Unit Set Return is calculated. |
| Canaccord | Canaccord Genuity (Australia) Limited (ACN 075 071 466; AFSL 234 666). |
| CBD | Central business district. |
| CGT | Capital Gains Tax. |
| CHESS | The Clearing House Electronic Subregister System. |
| Closing Date | 5:00pm (Sydney time) on Wednesday, 25 September 2024. |
| Constitution | In respect of a Trust, the constitution of that Trust, as the context requires. |
| Control, Controlled and under common Control | The possession, direct or indirect, of the power to direct or cause the direction of the management, policies or activities of a person, whether through the ownership of security or other interests, by contract or agency or otherwise. |
| Corporations Act | The <i>Corporations Act 2001</i> (Cth). |
| Covenant | An undertaking by a borrower to do or refrain from doing certain activities a breach of which may trigger a default by that borrower. |
| Covenant Loan-to-Value | A Loan-to-Value ratio based on the facility limit of all Debt which ranks ahead of the MREPIIM investment in the capital structure (i.e. drawn Debt plus undrawn available Debt) divided by the most recent valuation of the underlying property. |
| CRE | Commercial Real Estate. |
| CRE Co-Investment Assets | A range of Ordinary Equity, Preferred Equity, or Equity-Like instruments used to partner with CRE companies to fund CRE development projects and investments. Please refer to Section 3.4.3 for more information. |
| CRE Debt Investments | Loans or private Debt instruments provided to CRE asset owners or developers. Please refer to Section 3.4.2 for more information. |
| CRE Investments | CRE Debt Investments or CRE Co-Investment Assets. |
| CRS | Common Reporting Standard. |
| Commsec | Commonwealth Securities Limited (ABN 60 067 254 399; AFSL 238 814). |

Metrics Real Estate Multi-Strategy Fund

| TERM | MEANING |
|--|---|
| Custodian | Perpetual Corporate Trust Limited (ACN 000 341 533; AFSL 392 673). |
| Custodian Agreement | The agreement between the Responsible Entity and the Custodian, a summary of which is included in Section 12.5. |
| Debt | An instrument involving an advance of a fixed amount of money in exchange for a return profile involving fees, interest and return of the advanced amount over a specified timeframe, such as a Loan, Bond or Note. |
| Debt Sub-Trust | The trust known as the Metrics CRE Multi-Strategy (Debt) Trust. |
| Debt Sub-Trustee | Perpetual Trust Services Limited (ACN 000 142 049). |
| Developed Asia | Japan, Singapore, Hong Kong and the Republic of Korea. |
| Directors | The directors (including any alternate directors) of the Responsible Entity as at the date of this PDS. |
| Distribution Mandate | The mandate letter between Pinnacle and Metrics in respect of the Offer. |
| Distribution Partner | Pinnacle Investment Management Limited (ACN 109 659 109). |
| Distribution Reinvestment Plan | A plan that will provide Unitholders with the option to re-invest the Fund's distributions. |
| E&P | E&P Capital Pty Limited (ACN 137 980 520; AFSL 338 885). |
| EFT | Electronic funds transfer. |
| Eligible Priority Offer Applicant | Has the meaning given to that term in Section 2.1. |
| Entities | The Responsible Entity and Unit Registry as its agent. |
| Equity | An interest in the ownership of an entity or a development project. |
| Equity-Like | An instrument with a higher risk/return profile but no initial ownership interest, such as convertible or hybrid Debt, shareholder Loan, warrants or profit share. |
| Equity Sub-Trust | The trust known as the Metrics CRE Multi-Strategy (Equity) Trust. |
| Equity Sub-Trustee | The Trust Company (Australia) Limited (ACN 000 000 993). |
| ESG | Environmental, social and governance. |
| Exposure Period | The seven-day period after the date of lodgement of the PDS with ASIC (as extended by ASIC (if applicable)). |
| FATCA | U.S. income tax laws commonly referred to as the Foreign Account Tax Compliance Act. |

| TERM | MEANING |
|--|--|
| Fee Letter | Has the meaning given in Section 1.1 of this PDS. |
| FIF | Foreign Investment Fund. |
| Financial Services Guide or FSG | A guide in accordance with Part 7.7 of the Corporations Act. |
| Firm Allocation | The number of Unit Sets allocated to a Joint Lead Manager under the Broker Firm Offer. |
| Fixed Interest Rate | An interest rate that does not move up and down with a market benchmark or index. |
| Firm Wholesale Allocation | The number of Unit Sets allocation to a Joint Lead Manager, its appointed Brokers and their respective Affiliates under the Broker Firm Offer in respect of Wholesale Clients only, multiplied by the Subscription Price. |
| Floating Interest Rate | An interest rate that moves up and down with a market benchmark or index, in this case BBSY or BKBM. |
| FITO | Foreign Income Tax Offset. |
| Fund | The fund comprising of Unit Sets in the Metrics Real Estate Multi-Strategy Passive Trust ARSN 679 413 293 and the Metrics Real Estate Multi-Strategy Active Trust ARSN 679 413 695. |
| Fund Administration Agreement | The agreement between the Responsible Entity and the Administrator, a summary of which is included in Section 12.5. |
| Fund Hurdle | 10% per annum (net of fees). |
| GAV | Gross asset value. |
| General Offer | Has the meaning given to that term in Section 2.1. |
| General Offer Application Form | The Application Form to be completed by Applicants for the General Offer. |
| GFC | The Global Financial Crisis that took place during 2007 to 2008. |
| GST | Goods and Services Tax. |
| Initial Term | The initial term of the Fund, being the period commencing on the date the Fund is listed on the ASX and ending on the tenth anniversary of that date. |
| Institutional Investor | An investor who is: <ul style="list-style-type: none"> ▶ a Wholesale Client; and ▶ an institutional investor in certain other jurisdictions, as agreed between the Responsible Entity and the Joint Lead Managers, to whom offers of Unit Sets may lawfully be made without the need for a lodged or registered prospectus or other form of disclosure document or filing, registration or qualification with, or approval by, any governmental agency (except one with which the Responsible Entity is willing, in its absolute discretion, to comply). |

Metrics Real Estate Multi-Strategy Fund

| TERM | MEANING |
|--|--|
| Investigating Accountant | Pitcher Partners Sydney Corporate Finance Pty Ltd (ACN 122 561 184). |
| Investigating Accountant's Report | The report by the Investigating Accountant in Section 11, also referred to as the Independent Limited Assurance Report or the Report. |
| Investment Grade | A term used to describe a borrower of Debt instrument that has a relatively low risk of default and is typically representative of a borrower that has high to medium credit quality which has a rating equivalent to BBB- by Standard & Poor's or Baa3 by Moody's, or above. |
| Investment Management Agreement | The agreements between the Responsible Entity (as the responsible entity of the Passive Trust) and Metrics; and the Responsible Entity (as the responsible entity of the Active Trust) and Metrics; collectively or individually as the context requires a summary of which is included in Section 12.1. |
| Investment Objective | The objectives that the Fund seeks to achieve through its investments. |
| Investment Strategy | The investment strategy of the Fund, as set out in Section 4.5. |
| Investment Team | The team that comprises the Metrics Investment Committee and is responsible for all investment decisions of the Fund, the Trusts, the Sub-Trusts and Wholesale Funds and consists of Justin Hynes, Andrew Lockhart, Graham McNamara and Andrew Tremain. |
| IRR | At any date, the discount rate (accruing daily and compounding annually), expressed as an annual percentage, which when applied to cash flows and distributions in specie (including tax benefits) results in a net present value of zero as at the date of calculation. |
| ITC | Input Tax Credit. |
| JV | Joint Venture. |
| Joint Lead Managers | Taylor Collison, Canaccord, Commsec, E&P, Morgans, Ord Minnett and NAB. |
| KKR | Kohlberg Kravis Roberts & Co. L.P. |
| Lead Arranger | Taylor Collison. |
| Listing Rules | The official Listing Rules of the ASX as amended or waived from time to time. |
| Loan | An advance of a principal capital amount to a borrower in exchange for future repayment of the principal value in addition to periodic fees and interest payments. |
| Loan-to-Value | A ratio considered by lenders, which is generally calculated as the Loan amount (drawn plus undrawn limit), divided by an agreed valuation of the property (e.g. on completion gross realisation value). The Loan amount may include or exclude junior Debt which ranks behind Senior Debt depending on the Debt which is being considered for the specific loan-to-value calculation. |
| Loan-to-Cost | A ratio considered by lenders, which is generally calculated as the Loan amount (drawn plus undrawn limit) divided by total project costs contained in an agreed project budget (often confirmed by a report from a Quantity Surveyor). |

| TERM | MEANING |
|-------------------------------------|---|
| Manager or Metrics | Metrics Credit Partners Pty Ltd (ACN 150 646 996; AFSL 416 146). |
| Material Agreements | The agreements set out in Section 12. |
| MCH | Metrics Credit Holdings Pty Ltd (ACN 150 647 091). |
| Metrics | MCH and each of the following of its wholly-owned its subsidiaries: <ul style="list-style-type: none"> ▶ Metrics Credit Partners Pty Ltd (ACN 150 646 996; AFSL 416 146); and ▶ Metrics Real Estate Partners Pty Ltd ABN 69 649 136 970, and only the relevant entity is applicable in the context where the term 'Metrics' is used in the PDS. |
| Metrics Board | The board of directors of Metrics. |
| Metrics Investment Committee | Committee responsible for all investment decisions concerning assets of funds managed by Metrics. |
| Mezzanine Debt | Any Debt or hybrid instrument that is Subordinated to Senior Debt and is Senior only to Preferred Shares and/or Equity. |
| MFAS | MCH Fund Administration Services Pty Ltd (ACN 636 286 970). |
| Minimum Subscription | The minimum amount being sought by the Fund under the Offer being A\$100 million to be subscribed by Wholesale Clients (equal to 100 million Stapled Units or 50 million Unit Sets). |
| MinterEllison | MinterEllison (ABN 91 556 716 819). |
| MIT | Managed Investment Trust. |
| Morgans | Morgans Financial Limited (ABN 49 010 669 726; AFSL 235 410). |
| MOT | Metrics Income Opportunities Trust (ARSN 631 320 628). |
| MREP | Metrics Real Estate Partners Pty Ltd (ABN 69 649 136 970). |
| MREPIIM | Metrics Real Estate Equity Opportunities Fund. |
| MREPIIM Wholesale Trustee | The trustee of MREPIIM, being The Trust Company Limited (ACN 004 027 749; AFSL 235 148). |
| MXT | Metrics Master Income Trust (ARSN 620 465 090). |
| NAB | National Australia Bank Limited (ABN 12 004 044 937; AFSL 230 686). |
| Net Asset Value or NAV | The net asset value for the Fund, a Trust, Sub-Trust or Wholesale Fund calculated in accordance with Section 4.9, as the context requires. |
| Net Tangible Asset Backing | The value of the Fund's total assets reduced by the Fund's intangible assets and the Fund's total liabilities, which includes declared but unpaid distributions and unpaid management fees earned, as calculated in accordance with the Listing Rules. |

Metrics Real Estate Multi-Strategy Fund

| TERM | MEANING |
|-----------------------------------|--|
| New Zealand Unitholder | New Zealand tax resident Unitholders. |
| Notes | A Debt security that confers upon its holder the rights to receive payments of interest and a principal (face) value from the issuer in a specified timeframe. |
| NZ OCR | The New Zealand Official Cash Rate determined by the Reserve Bank of New Zealand. |
| Offer | The offer of Unit Sets under this PDS. |
| Offer Management Agreement | The offer management agreement between the Responsible Entity, Metrics and the Joint Lead Managers in respect of the Offer, a summary of which is included in Section 12.3. |
| Offer Period | The period during which investors may subscribe for Unit Sets under the Offer. |
| Opening Date | 9:00am (Sydney time) on 10 September 2024. |
| Option | A financial contract between an option issuer and an option holder that provides the option holder the right, but not the obligation, to buy or sell an underlying asset at an agreed-upon price during the life of the contract. |
| Ordinary Equity | Equity in a company or trust that confers upon its holder a right to vote at the company's or trust's meetings and receive part of the company's or trust's profits. Also referred to as Ordinary Shares or Common Equity . |
| Ord Minnett | Ord Minnett Limited (ABN 86 002 733 048; AFSL 237 121). |
| Passive Trust | Metrics Real Estate Multi-Strategy Passive Trust (ARSN 679 413 293) established by deed dated 25 July 2024. |
| PDS | This product disclosure statement in respect of the Offer. |
| Performance Fee | A fee payable to Metrics equal to 15% per annum (inclusive of GST and net of RITCs) of the Unit Set Return that exceeds the Fund Hurdle, calculated and accrued monthly and payable in arrears as at: <ul style="list-style-type: none"> ▶ the end of the last Business Day of the financial year; ▶ when a Unit Set is redeemed; and ▶ the date of termination of Metrics. |
| Perpetual | Perpetual Limited (ABN 86 000 431 827, ASX:PPT). |
| Perpetual Group | Perpetual and its subsidiaries. |
| Pinnacle | Pinnacle Investment Management Limited (ABN 66 109 659 109). |
| Pitcher Partners | Pitcher Partners Sydney Corporate Finance Pty Ltd (ACN 122 561 184). |
| Portfolio Construction | The allocation of assets by the Sub-Trusts to achieve the Investment Objective. |
| Preferred Equity | Equity with differing characteristics to Ordinary Equity such as a fixed dividend priority or priority in return of capital, typically with no voting rights. |

| TERM | MEANING |
|--|---|
| PRI | UN-supported Principles for Responsible Investment, has the meaning given to that term in Section 4.12. |
| Priority Offer | Has the meaning given to that term in Section 2.1. |
| Private Credit | Refers to Debt and Equity-Like capital provided in private transactions, as distinct from the acquisition of publicly traded Debt such as Bonds. |
| Pro Forma Financial Information | The unaudited Pro Forma Financial Information as set out in Section 9. |
| Quantity Surveyors | A third party expert quantity surveyor on Metrics' panel, appointed by Metrics to verify project costs and timeline against recently completed projects. |
| RBA Cash Rate | The interest rate which banks pay to borrow funds from other banks in the money market on an overnight basis as published by the Reserve Bank of Australia. |
| Record Date | 7:00pm Sydney time on 29 August 2024. |
| REDF | The MCP Real Estate Debt Fund. |
| REDF Hurdle | 90 Day BBSW (Bloomberg BBSW3M) plus 5.00% pa (net of fees) in respect of REDF units. |
| REDF Performance Fee | Refers to the performance fee payable to the manager of REDF as set out in the investment management agreement of REDF. |
| REDF Wholesale Trustee | The trustee of REDF, being Perpetual Trust Services Limited (ABN 48 000 142 049; AFSL 236 648). |
| Registry Agreement | The agreement relating to the registry services of each Trust between the Responsible Entity and the Unit Registry. |
| Related Body Corporate | Has the same meaning as in Section 9 of the Corporations Act. |
| Responsible Entity | The Trust Company (RE Services) Limited (ACN 003 278 831; AFSL 235 150). |
| Responsible Entity Constitution | The constitution of the Responsible Entity. |
| Retail Client | An Applicant who is not an Institutional Investor. |
| RITC | Reduced Input Tax Credit. |
| Scheme of Arrangement | Has the meaning given to that term in Section 4.2. |
| Security or Secured | Refers to the ability of a lender to gain access to a borrower's assets in the event that the borrower defaults on its obligations to repay its Debt. Please refer to Section 3.4.2 for more information. |

Metrics Real Estate Multi-Strategy Fund

| TERM | MEANING |
|------------------------------|--|
| Senior | In relation to Debt, is a right to payments of interest and principal ranking ahead of other borrower obligations. Please refer to Section 3.4.2 for more information. Seniority has a corresponding meaning. |
| Settlement Date | The expected settlement date for the Offer, being Friday, 4 October 2024. |
| Stapled Unit | Units in the Passive Trust and Active Trust proposed to be jointly quoted on the ASX. |
| Sub-Investment Grade | A term used to describe a borrower of Debt instrument that has a relatively higher risk of default and is typically representative of a borrower that has medium to low credit quality which has a rating equivalent to below BBB- by Standard & Poor's or Baa3 by Moody's. |
| Subordinated | In relation to Debt, is a right to payment of interest and principal ranking behind other borrower obligations. Please refer to Section 3.4.2 for more information. |
| Subscription Price | The amount payable by Applicants to the Fund for the issue of Unit Sets under the Offer being A\$2.00 per Unit Set. |
| Sub-Trust | The Debt Sub-Trust and/or the Equity Sub-Trust, as the context requires. |
| Sub-Trustee | The Debt Sub-Trustee and/or the Equity Sub-Trustee, as the context requires. |
| Sub-Trust IMA | Has the meaning given to that term in Section 4.10. |
| Sub-Trust Manager | Metrics Credit Partners Pty Ltd (ACN 150 646 996; AFSL 416 146). |
| Sustainability Rating | Refers to Metrics' assessment of an entity's (typically, but not exclusively, a borrower's) capacity to anticipate and adapt to a variety of plausible long-term disruptions. These disruptions are not limited to ESG scenarios, but could also include technological, political, or other events. |
| Target Subscription | The amount being sought by the Fund under the Offer, being A\$300 million (equal to 300 million Stapled Units or 150 million Unit Sets). |
| Target Total Return | A return across the Fund of 10.00 – 12.00% per annum net of management fees and upfront and ongoing expenses of the Fund through the economic cycle, and includes movements in NAV, cash returns paid to investors via distribution and dividend payments, franking credits and any additional returns. This is a target only and may not be achieved. |
| Taylor Collison | Taylor Collison Limited (ABN 53 008 172 450; AFSL 247 083). |
| Tenor | Contracted Loan term for repayment. |
| TFN | Tax File Number. |
| TOFA | Taxation of Financial Arrangements. |
| Trust | The Active Trust and/or the Passive Trust as the context requires. |
| Unit | An ordinary unit in a Trust. |
| Unitholder | A registered holder of a Unit Set. |

| TERM | MEANING |
|---------------------------------------|--|
| Unit Registry | Automic Pty Ltd ACN 152 260 814 trading as Automic Group. |
| Unit Set | A set of Stapled Units being one Unit in the Passive Trust and one Unit in the Active Trust. |
| Unit Set Return | The change in Net Asset Value as at the beginning of each Calculation Period, taking into account all liabilities for accrued fees and taxes (except for the Performance Fee) plus any distributions or gross dividends paid or distribution and dividend liabilities raised to Unitholders since the last Calculation Period. |
| U.S. | United States of America. |
| USD or US\$ | United States dollars. |
| Warrant | A financial contract directly issued by a company giving the warrant holder the right, but not the obligation, to buy the company's shares at an agreed-upon price during the life of the contract. |
| Wholesale Broker Firm Proceeds | The amount equal to the number of Unit Sets received under the Broker Firm Offer from Wholesale Clients, multiplied by the Subscription Price. |
| Wholesale Client | Has the meaning given in sections 761G and 761GA of the Corporations Act. |
| Wholesale Fund Manager | Metrics. |
| Wholesale Funds | Unlisted and unregistered investment funds to which a Trust can be exposed via a Sub-Trust, including REDF, MREPIIM and other funds managed by Metrics that are available only to wholesale investors and open for investment, which align with the Investment Objective and Investment Strategy of the relevant Trust. |
| Wholesale Trustee | Refers to the each of the REDF Wholesale Trustee and the MREPIIM Wholesale Trustee. |

Appendix B – Corporate Directory

Responsible Entity

The Trust Company (RE Services) Limited

Level 18, Angel Place 123 Pitt Street
Sydney NSW 2000
02 9229 9000

Manager

Metrics Credit Partners Pty Ltd

2 Ridge Street
North Sydney NSW 2060

Solicitors To The Offer

MinterEllison

Level 40, Governor Macquarie Tower
1 Farrer Place
Sydney NSW 2000

Distribution Partner

Pinnacle Investment Management Limited

Level 25, 264 George Street
Sydney NSW 2000

Lead Arranger and Joint Lead Manager

Taylor Collison Limited

Level 16, 211 Victoria Square
Adelaide SA 5000

Joint Lead Managers

Canaccord Genuity (Australia) Limited

Level 42, 101 Collins Street
Melbourne VIC 3000

Commonwealth Securities Limited

11 Harbour Street
Sydney NSW 2000

E&P Capital Pty Limited

Level 9, 171 Collins Street
Melbourne, VIC, 3000

Morgans Financial Limited

Level 29, 123 Eagle Street
Brisbane QLD 4000

National Australia Bank Limited

Level 6, 2 Carrington Street
Sydney NSW 2000

Ord Minnett Limited

Level 18, Grosvenor Place
255 George Street
Sydney NSW 2000

Sub-Trustees

Perpetual Trust Services Limited

Level 18, Angel Place
123 Pitt Street
Sydney NSW 2000

The Trust Company (Australia) Limited

Level 18, Angel Place
123 Pitt Street
Sydney NSW 2000

Custodian

Perpetual Corporate Trust Limited

Level 18, Angel Place
123 Pitt Street
Sydney NSW 2000

Unit Registry

Automic Pty Ltd

Level 5, 126 Phillip Street
Sydney NSW 2000

Administrator

MCH Fund Administration Services Pty Ltd

2 Ridge Street
North Sydney NSW 2060

Investigating Accountant

Pitcher Partners Sydney Corporate Finance Pty Ltd

Level 16, Tower 2, Darling Park
201 Sussex Street
Sydney NSW 2000



2 Ridge Street, North Sydney NSW 2060
GPO Box 3491, Sydney NSW 2001

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