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Perennial Private to Public Evergreen Fund (PPP+)

Information Memorandum

29 April 2024

Manager

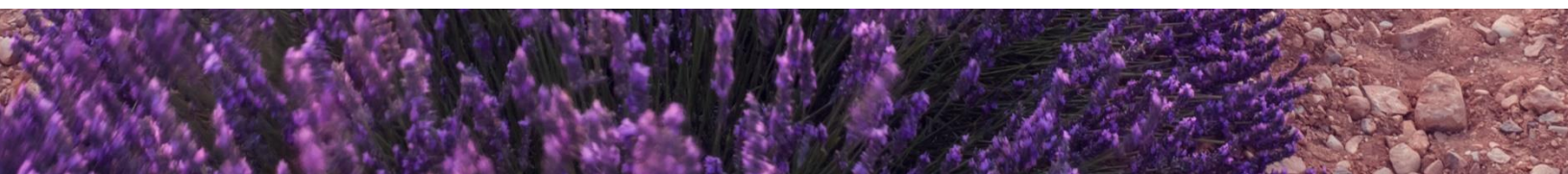
Perennial Private Investments
Pty Ltd

ABN 20 643 423 750
Corporate authorised
representative (001293139) of
Perennial Value Management Ltd
ABN 090 879 904; AFSL 247293

Trustee

Perennial Investment
Management Limited

ABN 13 108 747 637
AFSL 275101



Important notices

Issuer

This Information Memorandum dated 29 April 2024 (**Memorandum**) has been prepared and issued by Perennial Investment Management Limited ABN 13 108 747 637 AFSL 275101 (**Trustee** or **Perennial Investment Management**) to provide information for persons considering applying for units (**Units**) in the Perennial Private to Public Evergreen Fund (**Fund**). No persons other than the Trustee have caused or authorised the issue of this Memorandum nor do they take any responsibility for the preparation of the Memorandum.

The Fund

The Fund will be an Australian unregistered managed investment scheme structured as a wholesale evergreen unit trust. The information in this Memorandum is up to date as at 29 April 2024 (**Issue Date**) and subject to change without notice.

The Trustee has appointed Perennial Private Investments Pty Ltd ABN 20 643 423 750 (authorised representative of Perennial Value Management Limited ACN 090 879 904; AFSL 247293, AFSL Representative Number 001293139) (**Manager** or **Perennial Private**) to manage the Fund and, as investment manager. Perennial Private will source and present investment opportunities to the Fund. Investors who successfully subscribe to the Fund will be issued Units and will become unitholders in the Fund.

Any reference to "Perennial" in this Memorandum is a reference to Perennial Private and/or Perennial Investment Management, as the context requires.

Important information

The opportunity to acquire Units in the Fund will be by invitation only. The offer contained within this Memorandum is only available in Australia to Wholesale Clients and in New Zealand to New Zealand Eligible Investors. This Memorandum does not constitute an offer or invitation in any place or to any person in or outside of Australia and New Zealand where it would be unlawful to make such an offer or invitation. The offer is not available in the United States or to US Persons (as defined under US securities law) unless otherwise approved by the Trustee. No public offer of Units in the Fund will be made. This Memorandum is not a prospectus, product disclosure statement or any other disclosure document required under the Corporations Act. This Memorandum is not required to and may not contain the same level of detail which would be required in a product disclosure statement or a prospectus. The Fund is not registered as a managed investment scheme under the Corporations Act.

The Trustee is not obliged to accept applications and reserves absolute discretion in limiting or refusing any application.

This Memorandum contains a non-exhaustive summary of certain proposed features of the Fund. Fees and costs stated in this Memorandum are exclusive of any applicable GST (unless specified otherwise). All dollar amounts are in respect of Australian dollars (unless specified otherwise). Any information provided in this Memorandum and in any other document or communication is subject to the Governing Documents for the Fund. To the extent of any inconsistency between this Memorandum and the Governing Documents, the Governing Documents prevail.

No person guarantees the performance of, or rate of return from, the Fund nor the repayment of capital from the Fund. Investments in the Fund are not deposits with or liabilities of the Manager, the Trustee or any associated company and are subject to investment and other risks, including possible delays in repayment and loss of income or principal invested. Recipients of this Memorandum should ensure they are fully aware of all these risks before investing in the Fund. This Memorandum is not intended to be a recommendation by Perennial Private, Perennial Investment Management or any associate, employee, agent or officer of those entities or any other person, to invest in the Fund.

To the maximum extent permitted by law, neither the Trustee or the Manager nor any related party, officer, director, adviser or associate of the Trustee or Manager or their related parties provides any representations or warranties in relation to this Memorandum or the Fund and disclaim all responsibility in relation to the Memorandum and the Fund. Neither the Trustee nor the Manager make any representation or warranty as to the accuracy or truth of the contents of this Memorandum.

Information in this Memorandum is current as at the Issue Date but may change from time to time. Perennial will update Investors of any changes to the Information in this Memorandum where Perennial considers those changes to be materially adverse to Investors. Perennial is not otherwise obliged to notify Investors of changes to information in this Memorandum after the Issue Date. Any information or representations not contained in this Memorandum may not be relied upon as having been authorised by the Trustee and should be disregarded. This Memorandum supersedes all previous representations and communications (including investor presentations) in respect of the Fund. The Trustee may vary the offer set out in this Memorandum without notice at any time, including to close the offer at any time, accept late applications, or to increase or decrease the size or timing of the offer, without notice.

Any forward looking statements in this Memorandum (including statements of intention, projections and expectations of investment opportunities and rates of return) are made only as at the Issue Date based on current expectations and beliefs but involve risks, contingencies, uncertainties and other factors beyond the control of the Trustee or the Manager which may cause actual outcomes to be materially different. Assumptions underlying such statements involve judgements which may be difficult to accurately predict. Therefore, such forward looking statements included in this Memorandum may prove to be inaccurate and should not be relied upon as indicative of future matters. Past performance should not be viewed as an indication of future performance.

The information in this Memorandum is general information only and does not take into account your individual objectives, financial situation or needs. Before making an investment decision in relation to the Fund, you should consider whether investing in the Fund is suitable having regard to your personal objectives, financial situation or needs and seek professional advice from your accountant, investment adviser, lawyer or other professional adviser.

By accepting this Memorandum you are:

- ▶ representing that you are an Eligible Investor;
- ▶ agreeing to keep the Memorandum and its contents confidential and not to provide it to other persons, other than your advisers provided they also maintain such confidentiality; and
- ▶ representing that you will read the information noted in this Memorandum including this 'Important Information'.

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1. Executive Summary

A. Introduction

Dear Investor,

Perennial is bringing to market an exciting new opportunity to invest in an evergreen fund that will provide exposure to an actively managed portfolio of Private Growth, Pre-IPO, IPO and Listed Placement investment opportunities.

This fund is one of four of its type managed by Perennial and will be known as the Perennial Private to Public Evergreen Fund (**Fund, PPP+**). PPP+ will be managed by the Perennial Private team who also oversee all other dedicated private funds at Perennial.

The Fund will seek to fill what Perennial regards as a gap in the Australian capital market for the funding of emerging private companies that do not suit early-stage venture or private equity buy-out funds. In essence, these are fast-growing, founder-led, established private businesses who wish to 'stay private for longer'. Perennial's team members have deep experience and knowledge across key areas including portfolio management, financial and industry analysis, M&A and corporate actions, IPOs and equity capital markets, investment banking, capital structuring and corporate strategy.

Perennial has been deploying these skills over a number of years in managing the Perennial Private to Public Opportunities Fund (launched in August 2019) (**PPP1**), the Perennial Private to Public Opportunities Fund No. 2 (launched in October 2020) (**PPP2**) and the Perennial Private Opportunities Fund No. 3 (launched in September 2021) (**PPP3**) (together the **Perennial Private to Public Opportunities Funds or PPP Funds**).

There are a number of key benefits to investing in this Fund:

Private Markets Access - Invest in a unique, growing and uncorrelated equity asset class

High Growth Investments - Invest in Australian private companies early in their growth cycle

Multi Sector Exposure - Invest in a diverse range of private growth companies across multiple sectors

Avoid Early Stage Risk - Reduced exposure to the failure risk associated with Seed and Venture Capital investments

Primary Capital for Growth - Invest primary capital to help grow the private business unlike buy-out funds

Proprietary Deal Flow - Leverage Perennial's proprietary deal pipeline and strong industry networks

Capture Deal Upside - Ability to cornerstone and structure transactions to drive value upside

Closer to Liquidity Event - Invest in companies with a clear path to exit

Strong Track Record - Proven track record of performance from our private market funds

Highly Experienced Team - Invest alongside a team experienced in both private and public equity markets


Unlike other versions of the PPP Funds, the new Fund will adopt an open-ended evergreen investment structure with no predetermined end date, giving investors the opportunity to maximise returns over the long term. Distributions will be able to be reinvested, and the Fund will allow redemptions after an initial Minimum Holding Period detailed in sections 2 and 4 of this Memorandum.

Before investing in the Fund, it is important that you read this Memorandum in its entirety to ensure that the Fund is suitable for your requirements and seek your own financial, legal, taxation and other professional advice before making an investment decision.

Yours faithfully,



John Murray
Co-Founder and Director
Perennial Partners Ltd



Anthony Patterson
Co-Founder and Director
Perennial Partners Ltd

B. The Offer under this Memorandum

This Memorandum has been prepared by the Trustee for the offer of units in the Fund (**the Offer**).

Key Offer Dates ¹	
Opening Date	29 April 2024
Closing Date	28 June 2024

¹ The Trustee may change the offer dates without prior written notice, including closing the offer early or extending the offer period.

Applications

Applications to invest in the Fund are made by way of an application form provided by the Trustee (**Application Form**). To invest in the Fund, completed Application Forms and associated documents (such as proof of identity documents) must be received by the Trustee by no later than **12:00pm on the Closing Date**, or such later date as the Trustee may determine.

Applications may be refused in full or in part by the Trustee in its absolute discretion.

Copies of the Governing Documents may be made available during the offer period on a confidential basis by request to the Manager.

The Trustee may vary the Offer without notice at any time, including to close the Offer at any time before the Closing Date, accept late applications after the Closing Date, or increase or decrease the Target Fund Size.

C. The Investment

This Memorandum provides general information for investors interested in the opportunity to invest in the Fund.

The Fund has been established to focus on investments across the Private Growth, Pre-IPO, IPO and Listed Placement sections of the market as detailed in Section 4.

D. The Trustee

Perennial Investment Management Limited
ABN 13 108 747 637; AFSL 275101

E. The Manager

Perennial Private Investments Pty Ltd
(ACN 643 423 750; AFSL Representative Number 001293139)

F. Terms and Conditions

A high-level summary of the key terms for the Fund is set out in Section 2. In the event of any inconsistency between this Memorandum and the Governing Documents, the Governing Documents prevail.

G. Risks and Advice

Potential investors should be aware that the nature of an investment in the Fund is high risk and neither the Trustee nor the Manager gives any assurance that the Fund will achieve its return objectives. See Section 6 for more information on risks associated with an investment in the Fund.

Investors should seek their own financial, legal, taxation and other professional advice before deciding to invest in the Fund.

2. Summary of Key Terms

Set out below is a summary of the key terms of the Fund. Refer to the Governing Documents (including the Application Form) for the complete terms which will supersede and prevail to the extent of inconsistency with this Memorandum.

Investment Objective and Strategy	
Investment Objective	The investment objective of the Fund is to generate an absolute return after the Management Fee and Expense Recovery in excess of 6.5% p.a. This is a target only and there is no guarantee that the Fund will be successful in achieving its investment objective.
Investment Strategy	<p>The Fund will focus on investments in Private Growth, Pre-IPO, IPO and Listed Placement Investments and liquid investments.</p> <p>The Fund will predominantly invest in Australian businesses but may also invest in assets domiciled in other OECD member countries and developed markets. The Fund may utilise derivative instruments only to manage certain risks but will not use such instruments for the purposes of leveraging or investing.</p>
Investment Guidelines and Exposures	<p>The target portfolio construction for the Fund is approximately 15 to 25 private companies at any one time. The portfolio is subject to risks such as the ability to source suitable investments, the ability to exit investments, and the ability to raise capital for the Fund (see Section 6 for more information on risks associated with an investment in the Fund).</p> <p>The portfolio will aim to be invested in accordance with the Investment Guidelines set out in Section 5.</p> <p>The portfolio of the Fund may fall outside these ranges from time to time including but not limited to situations where the Fund is acquiring or realising positions in investee companies or other private investments.</p>
Ethical Considerations	The Manager does not take into account labour standards or environmental, social or ethical considerations in the selection, retention or realisation of investments.
Fund Structure	
Unit Trust	The Fund is an open-ended, unlisted and unregistered Australian domiciled managed investment scheme structured as a unit trust. Each unit that an Investor holds in the Fund gives the Investor a beneficial interest in the Fund as a whole, but not in any particular asset of the Fund.
Trustee	Perennial Investment Management Limited (ABN 13 108 747 637; AFSL 275101)
Manager	Perennial Private Investments Pty Ltd (ACN 643 423 750; AFSL Representative Number 001293139)
Administrator and Custodian	HSBC Bank Australia Limited (ABN 48 006 434 162)
Fund Details	
Target Fund Size	<p>The Manager is targeting a Fund size under the Offer of up to \$300 million, with a Minimum Holding Period of two years. It is expected that the Fund will raise additional capital from new and existing investors from time to time in the future.</p> <p>The Trustee may vary the Offer without notice at any time, including to close the Offer at any time before the Closing Date, accept late applications after the Closing Date, or increase or decrease the Target Fund Size.</p>

Opening Date & Closing Date	<p>Applications may be accepted by Perennial from the Opening Date up until the Closing Date or such other date determined by the Trustee.</p> <p>Application amounts must be received by the Trustee on or before the Closing Date. It is expected Units will be issued within 30 Business Days of the Closing Date.</p> <p>The Application Form will be made available upon request and is available online at www.perennial.net.au/our-trusts/private-to-public-evergreen-fund/</p> <p>Subsequent to the Closing Date and the conclusion of the Minimum Holding Period, the Fund will accept applications and withdrawals on a quarterly basis.</p>
Investment by Management Team	<p>Members of the Perennial investment and management teams intend to invest into the Fund.</p>
Investor Eligibility	<p>The Fund is open to Wholesale Clients in Australia and New Zealand Eligible Investors only.</p>
Minimum Investment and Minimum Holding Amount	<p>\$100,000. Perennial reserves the right to accept lower amounts from Investors and allow Investors to hold amounts less than the Minimum Holding Amount.</p>
Minimum Holding Period	<p>Investors may not make a Withdrawal Request during the initial period of two years from the Closing Date. That is, withdrawals are not permitted before 30 June 2026.</p>
Term	<p>The Fund is an open-ended fund and has no predetermined termination date. Investors should consider an investment in the Fund as a medium to long term investment. Perennial may in the future create additional classes of units in the Fund.</p>
Withdrawal Request	<p>The Fund should be treated as an illiquid investment and there is no guarantee that an Investor will be able to fully or partially liquidate their investment at any particular time. However, the Trustee will provide the opportunity for Investors to withdraw Units after the expiration of the Minimum Holding Period on a quarterly basis, on the last Business Day in March, June, September and December each year (or such other date as may be determined by the Trustee at its discretion) (Withdrawal Date).</p> <p>The Trustee intends to satisfy Withdrawal Requests of up to 20% per annum of the units on issue. There will be four Withdrawal Dates each year where up to 5% of the units on issue may be withdrawn. However, where Withdrawal Requests received for any single Withdrawal Date exceeds 5% of the Units calculated as at the relevant Withdrawal Date, the Trustee may in its discretion reduce each Withdrawal Request pro-rata, so that no more than 5% in total of the Units is withdrawn on the relevant Withdrawal Date.</p> <p>If a Withdrawal Request for Units by an Investor is not fully satisfied as a consequence of the process outlined above (Withdrawal Balance), a new Withdrawal Request will be deemed received from that Investor immediately after the relevant Withdrawal Date in respect of the Units referable to that Withdrawal Balance (without any further action required by the Investor). This process may operate more than once in respect of a Withdrawal Request. Where an investment is made via a platform, the above process is subject to the individual platform's ability to administer</p> <p>The Trustee cannot guarantee the acceptance or payment of withdrawals at any particular time. The Manager will aim to maintain limited liquidity for Investors after the respective Minimum Holding Periods by managing the portfolio as follows:</p> <ul style="list-style-type: none"> ▪ limiting net withdrawals on any particular Withdrawal Date to a maximum value of 5% of the units on issue as at the relevant Withdrawal Date (being each quarterly period ending on the last Business Day in March, June, September and December each year following the Minimum Holding Period (or such other date as may be determined by the Trustee)); ▪ targeting 20% of the NAV of the Fund to be held in cash and/or liquid investments;

	<ul style="list-style-type: none"> ▪ where appropriate, realising investments in the Fund; and ▪ once the Fund is fully invested, it may borrow up to 20% of the NAV for the purpose of satisfying Withdrawal Requests. <p>Whilst the Manager will manage liquidity on a best endeavours basis, there is no certainty that the Trustee will be successful in meeting any Withdrawal Requests. Perennial cannot guarantee an Investor will be able to withdraw all or any of their investment at any particular time.</p> <p>To make a request to withdraw some or all of their Units in the Fund, an Investor will need to complete and provide to the Trustee a Withdrawal Request at least 90 days prior to a Withdrawal Date in order for the request to be processed on that Withdrawal Date (Cut-off Time). A Withdrawal Request received by or on behalf of the Trustee after a Cut-off Time for a particular Withdrawal Date is deemed to have been lodged immediately after that Withdrawal Date and will be processed on the next Withdrawal Date.</p> <p>The Trustee may accept or reject a Withdrawal Request in its absolute discretion but must notify the Investor of any decision to reject the Withdrawal Request within 10 Business Days of making that decision. If the Trustee accepts a Withdrawal Request, the Trustee will pay the relevant withdrawal amount to the Investor within 30 days of the Withdrawal Date subject to the “Withdrawal Payments” section below.</p>
Minimum Withdrawal Requests	Following the Minimum Holding Period, the minimum Withdrawal Request will be \$10,000, and is subject to pro-rata reduction as described above.
Distributions	Any distributions will be declared annually, or more frequently at Perennial's discretion. Distributions will generally be paid within 90 calendar days after the distribution date. Investors can nominate their preferred distribution method in the Investment Details section of the Application Form. Where a preferred distribution method is not nominated, this will be taken to be a direction to reinvest distributions as additional units in the Fund.
Capital Call	100% upfront
Key Risks	An investment in the Fund involves a number of risks. Before investing in the Fund, you should carefully consider the risk factors associated with an investment in the Fund referred to in Section 6. These risk factors disclosed are not exhaustive.
Leverage	There is no leverage in the Fund to make investments. The Fund is permitted to borrow up to 20% of NAV of its assets for the purpose of satisfying Withdrawal Requests.
Cooling-off Rights	Investors do not have Cooling-off Rights in respect of Units in the Funds.
Fees and Expenses	
Management Fee	1.5% p.a. of the NAV of the Fund (plus GST). The Management Fee accrues monthly in the unit price and is paid to the Trustee in arrears out of the assets of the Fund on the last Business Day of each month.
Performance Fee	The Trustee is entitled to a Performance Fee equal to 20% of the Return of the Fund above the Hurdle (exclusive of GST). The Performance Fee will be calculated and accrued monthly and be paid quarterly at the end of each March, June, September and December. Refer to Section 7 for more details in relation to the calculation of the Performance Fee.
Hurdle	6.5% p.a. net after the Management Fee and Expense Recovery, with a high water mark.
Selling Fee	The Trustee may pay a one-off selling fee of 0.5% (plus GST) on application amounts (Selling Fee) to certain advisors where the Investor has submitted an Application Form through a licensed dealer. The Selling Fee will be paid by Perennial at no cost to Investors or to the Fund.

Reinvestment	All capital and income proceeds received by the Fund as a result of investment activities may be reinvested at the Manager's discretion.
Expense Recovery	The Trustee may recover from the assets of the Fund all costs, charges, expenses and outgoings reasonably and properly incurred by the Trustee in the proper performance of its duties, including establishment costs, professional fees and amounts payable to the Administrator. Expense Recoveries (excluding the cost of independent valuations) are capped at 0.30% p.a. of the NAV of the Fund (plus GST).
Governance and reporting	
Unit Pricing of the Fund	Monthly on the last Business Day or on such other days as determined by Perennial and in accordance with the Constitution.
Transfers	Units may not be transferred or otherwise assigned without the prior consent of Perennial.
Reporting	<p>The Trustee will prepare periodic accounts on the financial performance and the ongoing progress of the Fund and its underlying investments to Investors, including:</p> <ul style="list-style-type: none"> ▶ annual financial accounts for the Fund; and ▶ unaudited quarterly commentary about the general performance of the Fund, status of each investment and any acquisition or realisation of an investment during the previous quarter.

3. About the Manager

A. The Manager

The Perennial Group is a specialist, active investment management firm. Formed in 2000 and led by its founder John Murray, the Perennial Group's sole focus is to deliver excellence in funds management through staff equity ownership which ensures alignment of interests between key investment management staff and our clients.

As at 31 March 2024, the Perennial Group managed approximately \$7 billion on behalf of institutional and retail clients.

B. Perennial Private Investment Management Team

The Perennial Private Investment Management team manages all of Perennial's private to public funds.

The team is comprised of highly experienced and qualified persons.

The team is strongly-resourced and is currently made up of six full-time investment professionals with complementary experience and proven track records. The broader team also includes two individuals with shared responsibilities.

Members of the investment and management teams intend to invest into the Fund.

Details of the Perennial Private team are set out below:

Brendan Lyons

Head of Private Investments



B.Sc, MAppFin, GradDipAppFin

Years with Perennial: 4
Years in the industry: 30

Brendan commenced with Perennial in August 2020 as Head of Private Investments and Portfolio Manager. He has 30 years' global experience across equity markets, corporate transactions, financial & industry analysis, and investment management.

Brendan worked for Goldman Sachs / JBWere for 18 years, including ten years as an equity partner. He was Co-Head of Australian Equities, and also held other senior roles at GS/JBW in institutional equities and equities research in Sydney, Melbourne, London and New York. Early in his career, he was a top ranked equities analyst in a number of industrial sectors including media, conglomerates, chemicals, steel and contractors. After leaving GS, Brendan focused on pre-IPO advisory for private SME companies, which included his role as the founding partner of the corporate advisory and investment management businesses at Kelly+Partners.

Ryan Sohn

Portfolio Manager



B.Com (Fin & Acc)

Years with Perennial: 6
Years in the industry: 10

Ryan joined Perennial in August 2018 as a research analyst covering investments in the technology sector within the Smaller and Microcap Fund. Ryan was the co-founder of the first PPP fund and he is now a Portfolio Manager in the Perennial Private team.

Ryan's previous role was as an Investment Analyst at Monash Investors, an absolute return hedge fund. During this time Ryan focused on listed and unlisted technology companies as well as general industrial research. Prior to joining Monash Investors, Ryan spent two years in investment banking at HSBC focusing on structured banking.

Karen Chan

Portfolio Manager



B.Com, LLB (Hons), GAICD

Years with Perennial: 3
Years in the industry: 21

Karen joined Perennial in July 2021 and is a Portfolio Manager in the Perennial Private team. Karen has 21 years' global experience across investments, investment banking, consulting and law.

Karen joined Perennial from Investec where she was Head of Emerging Companies responsible for Investec Australia's venture capital and private growth investments. She managed both on-balance sheet investments as well as the Investec Emerging Companies Australia Fund No. 1. Prior to Investec, Karen has over a decade of experience in IPOs, M&A and corporate advisory in various senior roles at Morgan Stanley, JPMorgan and Gresham Partners where she was mainly focused on technology companies across Asia Pacific. Karen has also held the role of global legal counsel for Jurlique and has significant experience working with and consulting to private company founders.

James McQueen

Senior Investment & Legal Principal



LLB (Hons), B.Com, MBA
GradDipAppFin

Years with Perennial: 3
Years in the industry: 19

James commenced with Perennial Private in July 2021 as Senior Legal and Investment Principal. He has 19 years' experience in legal, finance and capital markets advisory across both private and public markets.

As a finance and corporate lawyer, James has worked for top tier law firms and banks as well as for private, public and institutional clients across capital raisings, M&A, debt and structured finance,

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leveraged finance, securitisation and debt capital markets transactions, both in Australia and in the UK. In the eight years prior to joining Perennial, James has worked primarily in the private company and venture space in Australia, both as an investor and advisor. He has consulted to private companies, family offices and VC funds on growth opportunities in technology, funds management, property and healthcare.

Andrew Smith

Head of Smaller Companies & Micro Caps



B.Com (Hons), GradDipAppFin

Years with Perennial: 16

Years in the industry: 22

Andrew commenced with Perennial in July 2008 as a senior analyst. In 2010, Andrew became a Portfolio Manager of the Perennial Value Smaller Companies Trust and shared this responsibility until November 2017 when he became Head of Small and Micro Companies.

Andrew has been lead manager on the Perennial Value Microcap Opportunities Trust since its inception in February 2017 and he is the co-founder of the first PPP fund.

Andrew's previous role was Head of Research at Linwar Securities, a boutique broker specialising in smaller company research. Andrew joined Linwar in 2003 and during this time he gained a deep understanding of stocks across the small cap spectrum. Prior to this, he worked at Tyndall in their graduate program, where he gained experience across a number of functions including accounting, product development and stock analysis.

Will O'Connell

Investment Analyst



B.Bus

Years with Perennial: started in Oct23

Years in the industry: 6

Will joined Perennial in October 2023 as an Investment Analyst in the Perennial Private team. Will's prior role was at Ord Minnett in their corporate finance team, advising emerging companies on corporate transactions including private capital raisings, IPOs, follow-on capital raisings and M&A. Before Ord Minnett, Will was at EY in their valuations team, working with a broad range of businesses from private SMEs to large ASX-listed companies.

David Muller

Portfolio Analyst



B.Com, B.Eng (Hons)

Years with Perennial: 3

Years in the industry: 3

David commenced with Perennial in September 2021 in the client services function before transitioning across to the Perennial Private team in May 2023 into the role of Portfolio Analyst. Prior to joining Perennial, David held multiple roles within the healthcare industry, with a particular focus on orthopaedic surgical planning and research.

Steven Yee

Equities Dealer



B.Com (Fin & Comp.Sc.)

Years with Perennial: 14

Years in the industry: 19

Steven joined Perennial in November 2009. He is responsible for equities trading across all of Perennial's small companies, microcap and private portfolios. Prior to joining Perennial, Steven was the dealer for the Australian equities and fixed interest teams at Perpetual Investments. Prior to that, Steven was a Logistics Analyst at Nestlé, Australia.

C. Private Investment Strategy

History & Track Record

Perennial has been investing in private companies since 2017 and currently manages over \$700m in private investments across six separate funds on behalf of wholesale and institutional clients, including one fund with an evergreen structure. Over this six year period, Perennial has invested in 96 private companies of which 38 have already reached an exit via IPO, trade sale or secondary sell-down.

Competitive Advantage

We consider the competitive advantage for the Perennial Private business can be described as follows:

Extensive Network - Perennial has an extensive network of founders, co-investors, professional & personal contacts, counterparties and other funds which provide a large proprietary private deal pipeline. We have 500-1000 private company meetings each year.

Lifecycle Funding - Perennial seeks to help companies transition from the private growth stage to a pre-IPO, and then to an IPO and beyond (or a direct exit). This flexible partnership model is highly attractive to private companies and their founders.

Portfolio Management - Perennial has deep experience in private company portfolio construction. Perennial seeks to maximise returns and aim to minimise risk using position sizing & layering. This provides smoother returns and faster distributions, with low correlation to listed equities.

Experienced Team - The Perennial Private team has extensive history of sourcing, structuring, funding and guiding private

companies. The team has over 100 years of combined investment experience, and a very strong reputation in private markets.

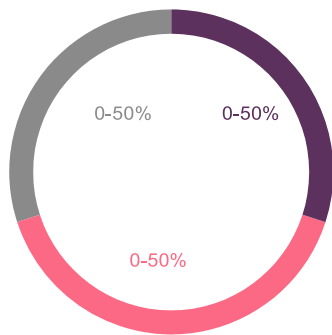
D. Investment Philosophy

The Fund will be fundamentally a bottom-up focused fund with actively managed investments in the Private Growth, Pre-IPO, IPO and Listed Placement segments of the market. Perennial's investment philosophy is focussed on supporting the right management team that can grow their private business into a large addressable market. Perennial attempts to reduce downside risk through its deal structuring, value discipline and actively seeking to ensure the Fund's private investments are IPO or trade sale ready.

4. Investment Process

A. Investment Objective

The investment objective of the Fund is to generate an absolute return in excess of 6.5% p.a. (net of the Management Fee and Expense Recovery). This is a target only and there is no guarantee that the Fund will be successful in achieving its investment objective.



▶ 0-50% Private Growth Companies

Typically ordinary and preferred equity as well as options
2-4 years target timeframe to liquidity

▶ 0-50% Pre-IPO Companies

Typically convertible notes
1-2 years target timeframe to liquidity

▶ 0-50% IPOs and Listed Placements

IPOs and discounted listed placements in ASX companies
Short timeframe to liquidity

B. Investment Strategy

The Fund has been established to focus on investments in the Private Growth, Pre-IPO, IPO and Listed Placements segments of the market.

The Fund will predominantly invest in Australia but may also invest in assets domiciled and likely to list in other OECD member countries and developed markets.

The investment management team will assess investment opportunities across these three segments as outlined below:

Strategic Sectors in which the Fund will invest are defined as follows:

- ▶ **Private Growth Companies** - Investments in private companies which need expansion capital to fully execute growth opportunities. The nature of these investments will generally be ordinary or preference equity with a large discount to listed comparisons. For these investments, value is likely to be maximised by the company staying private for another 2-4 years to grow the scale of the business. During this period, Perennial will often work with the company to enhance its strategy, management and board with the aim of increasing its attractiveness for a subsequent IPO or trade sale.
- ▶ **Pre-IPO Companies** - Investments in private companies which have plans to list on the ASX within 1-2 years from the time of investment. These companies typically require capital to invest in growth, restructure debt or provide bridge financing before raising further capital at the IPO. The nature of this investment is typically via a convertible note with a fixed expiration date, a coupon, a discount to the subsequent IPO / trade sale and a valuation cap.
- ▶ **IPOs and Listed Placements** - Shorter term investments into an initial public offering or listed company placement. The Fund's investment will be usually made via ordinary equity at an appropriate discount to comparable public businesses or the current share price. Perennial prefers to invest in companies requiring growth capital, however it will also consider companies utilising the capital for balance sheet repair if the discount to the market price is sufficiently attractive. These positions will typically become tradeable within a few weeks of investment and Perennial will then look to maximize the exit price by managing the sale of these positions on market.

The Fund plans to invest in companies through a variety of securities, including but not limited to equity, hybrid and debt securities (including convertible notes and SAFE notes). The Fund will be investing in unlisted and listed securities (via listed placement or IPO only) to implement the investment objective but may also hold cash. The Fund may also invest in special purpose vehicles such as limited partnerships, unit trusts and managed funds to implement the investment objective.

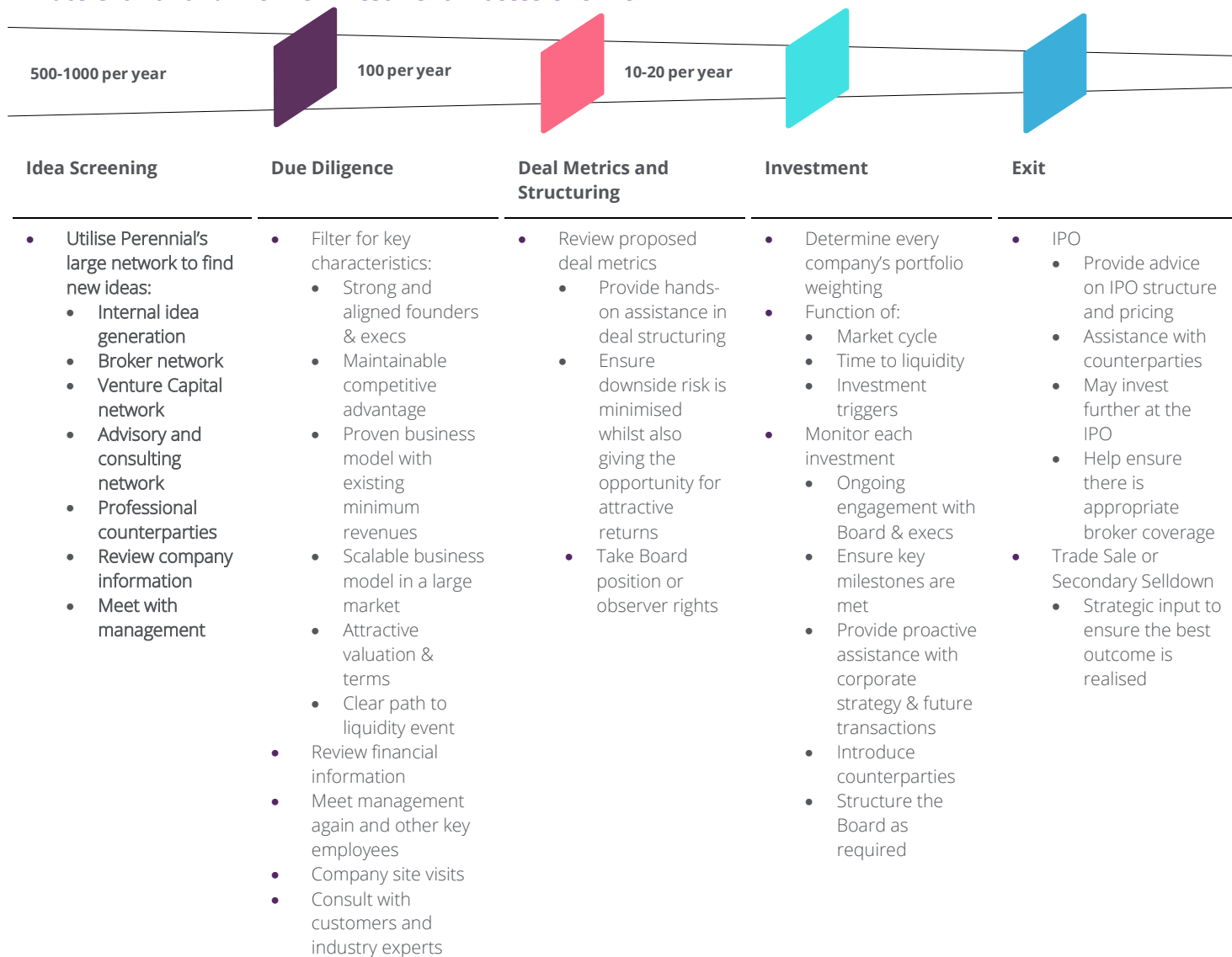
The Manager will also maintain a minimum of 20% of the NAV as cash and/or liquid investments within the Fund. This will occur at the commencement of the Fund and following any subsequent capital raise, as it will take time to deploy into the various investments outlined above. The Fund may also maintain a cash position to assist with any Withdrawal Requests following the Minimum Holding Period, following the exit of an existing position, and prior to any future distribution back to unitholders.

C. Investment Process

The investment process involves members of the team assessing potential investments, highlighting investments that justify further due diligence and rejecting investments that are either too early, cyclical, low growth or too risky. Once an investment is deemed suitable by the investment team, they will seek to reduce risk, match liquidity and appropriately weight the investment in the context of the broader portfolio construction to balance these considerations.

The process is described in the following diagram:

Private Growth and Pre-IPO Investment Process Overview



The Fund will predominantly invest in Australia but may also invest in assets in other OECD member countries and developed markets.

D. Key Service Providers to the Fund

Role	Provider	Key functions
Manager	Perennial Private Investments Pty Ltd	Managing the Fund's investments
Administrator and Custodian	HSBC Bank Australia Limited	Holds custody of the Fund's assets Investment accounting, fund accounting and NAV calculations
Unit Register	OneVue Fund Services Pty Limited	Registry Services
Auditor	KPMG	Auditing annual financial accounts

E. Liquidity

The Fund invests in illiquid securities that cannot be readily traded and should therefore be viewed by Investors as an illiquid investment. Investors will have the right to make a Withdrawal Request after the expiration of the Minimum Holding Period. The withdrawal process is described in section 2 of this Memorandum and the Trustee may accept or reject a Withdrawal Request in its absolute discretion. Any decision to accept a Withdrawal Request will only be made where the Trustee is satisfied the Fund will have sufficient liquidity to satisfy that withdrawal and there is no guarantee that an Investor will be able to fully liquidate their investment in the Fund.

The Trustee may be unsuccessful in maintaining sufficient liquidity to satisfy a Withdrawal Request. The Trustee cannot guarantee the acceptance or payment of withdrawals at any particular time. The Manager will aim to maintain limited liquidity for Investors after the Minimum Holding Period by managing the portfolio as follows:

- ▶ limiting net withdrawals on any particular Withdrawal Date to a maximum value of 5% of the NAV Units on issue at any particular Withdrawal Date (being period ending on the last Business Day in March, June, September and December each year) following the Minimum Holding Period (or such other date as may be determined by the Trustee);
- ▶ targeting 20% of NAV of the Fund to be held in cash and/or liquid investments; and
- ▶ where appropriate, realising investments in the Fund;

Whilst the Manager will manage liquidity on a best endeavours basis, there is no certainty that the Manager will be successful in meeting any Withdrawal Requests. The Manager cannot guarantee an Investor will be able to withdraw any or all of their investment at any particular time.

5. Investment Structure

The Fund is an open-ended, unlisted and unregistered Australian domiciled managed investment scheme structured as a unit trust. Each unit within a class is of equal value and identical rights are attached to all units within that class.

Investors may subscribe by executing an Application Form and providing their application amounts to the Trustee (or as it directs) on or before the Closing Date. The governing rules of the Fund are detailed in the Constitution. An electronic copy of the Constitution is available from Perennial on request. Refer to Perennial's contact details in Section 12 of this Memorandum.

The Manager will focus on investing the Fund in Private Growth, Pre-IPO, and IPO and Listed Placement investments and liquid investments.

Investors may receive distributions of the taxable income of the Fund, at Perennial's discretion.

Neither the Trustee nor the Manager gives any assurance as to the tax treatment of the Fund to individual Investors. See Section 8 of this Memorandum for further information.

The Trustee may, in the future, determine to create and issue one or more different classes of units to the Units offered under this Memorandum. Each separate class of units may have different interests and rights attached to those units. Each unit of a particular class will be of equal value and have identical rights to all other units in the same class.

Minimum Holding Period

The Minimum Holding Period is two years from the Closing Date. No withdrawals are permitted during the Minimum Holding Period.

Investment Term

There is no fixed term for the Fund. On realisation of investments, the Manager will either recycle realised capital into new investments, pay distributions to Investors or utilise realised capital to meet liquidity requirements of the Fund.

Investment Guidelines (Risk Limits)

Single Position Limit

Perennial will aim to limit the Fund's exposure to any one investment to 10% of the NAV of the Fund at the time of making the investment.

Apart from this restriction, there is no requirement for the Fund to reduce its exposure to a specific investment after investing if its value subsequently increases to become greater than 10% of the NAV of the Fund.

Restrictions across asset class limits

The target portfolio construction for the Fund is approximately 15 to 25 private companies at any one time in the medium term. The portfolio is subject to risks such as ability to source suitable investments, ability to exit those investments, and market fluctuations (see Section 6 for more information on risks associated with an investment in the Fund).

- ▶ Private Growth companies (expected 2-4 year timeframe to target liquidity event): indicative range of total allocation to this asset class is 0-50% of the NAV of the Fund.
- ▶ Pre-IPO companies (expected 1-2 year timeframe to target liquidity event): indicative range of total allocation to this asset class is 0-50% of the NAV of the Fund.
- ▶ IPOs and Listed Placements: indicative range of total allocation to this asset class is 0-50% of the NAV of the Fund.

Perennial aims to maintain 20% of the NAV of the Fund in cash and/or liquid investments. Liquid investments may include listed securities or investments in associated Perennial entities or other investment funds managed by Perennial.

NOTE: The portfolio of the Fund may fall outside these allocation ranges from time to time including but not limited to situations where the Fund is acquiring or realising positions in investee companies or other private investments. Individual investments can move from the Private Growth classification to Pre-IPO and then IPO as they progress through their company life cycle. The weighting towards a particular asset class is determined at the time of new investment.

Currency

Where the Manager causes the Fund to invest in assets denominated in a foreign currency the Manager may or may not cause the Fund to hedge the foreign currency risk. In doing so the Fund may be exposed to foreign exchange exposure or to derivatives such as FX forwards and options.

6. Risk Factors

Investors should be aware that investment in the Fund involves a high degree of risk.

The return of capital and the performance of the Fund are not guaranteed by any person or organisation, including Perennial. Investments with the highest expected long-term returns may also carry the highest level of short-term risk. The value of Units may decline significantly if the Fund's business, financial condition or operations were to be negatively impacted. In these circumstances, you could lose all or part of the value of your investment in the Fund.

Prospective investors should consider the following factors and their own circumstances including their investment history and personal appetite to risk before making a decision to invest in the Fund.

These risk factors do not purport to be a complete explanation of the risks involved in investing in the Fund. Prospective investors must read the entire Memorandum including all attachments and must consult their own professional advisors, before deciding to invest in the Fund.

The most common risks associated with investing in the Fund are described below, however there may be other risks that affect the performance of the Fund. The discussion of risks below is general in nature and should not be relied upon as personal financial product advice. Perennial does not provide assurances or guarantees on future profitability, returns, distributions or return of capital. You can lose all or some of your investment in the Fund.

You should seek your own professional advice on the appropriateness of this investment to your circumstances. You should also consider how an investment in the Fund fits into your overall investment portfolio.

Risks of investing in the Fund

The significant risks, in no particular order, that may affect the value of your investment and the distributions paid by the Fund include:

- ▶ **Liquidity** – An investment in the Fund will be illiquid. There is no ability for Investors to make a Withdrawal Request until after the Minimum Holding Period. There can be no assurance that the Manager will be able to realise investments in a timely manner nor at a suitable price to meet Withdrawal Requests on any particular Withdrawal Date. This means that there is a risk that Investors will not be able to exit the Fund at the time of their choosing. Investing in the Fund requires a long-term commitment from Investors, with no certainty of return. Some of the Fund's investments, primarily unlisted investments, will be highly illiquid as there may be no secondary market for these securities or investments. As a result, realisation of those investments may require a lengthy time period. There is a risk that market conditions might change before realisation of those investments can take place.

- ▶ **General Investment Risk** – The investment returns of an investment in the Fund will be subject to economic variables (including interest rates, unemployment, inflation and economic growth), market conditions, factors impacting particular investee companies and government policy. Some investee companies will have certain levels of debt to carry out and expand their operations. The level of interest rates payable on that debt, and the availability of debt financing (including to refinance existing borrowings) can have a significant effect on the returns of those entities.
- ▶ **Other business interests** – the Trustee and Manager and their employees may be members of other advisory boards, investment committees or funds, and are, or in the future may be, officers or directors of, or otherwise affiliated with, investors of one or more of other investment funds. This may present conflicts of interest where such professionals may be pursuing the interest of more than one such party simultaneously.
- ▶ **Deal allocation** – Perennial acts in various capacities for clients including investment mandates and funds and as a result there is no assurance that all transactions that the Manager is involved in will be referred to the Fund.
- ▶ **Distributions** – Distributions will vary from time to time depending on whether exits from investments can be achieved. If exits are unsuccessful no distributions may be made and capital may be lost.
- ▶ **Manager Risk** – A key element driving the ultimate performance of the Fund is the ability of Perennial to identify investment opportunities that will generate a return commensurate with the underlying risk.

Unfavourable circumstances may affect the Manager's ability to make investments at acceptable prices. The Manager may not be successful in implementing its investment strategy and may not be able to effect improvements to investee company performance.

Investors will have no opportunity to control the day-to-day operations, including investment and disposal decisions, of the Fund. They must rely on the ability of the Manager in identifying, structuring, developing and realising potential investments consistent with the Fund's investment objectives and policies.

Further, there is a risk that key personnel may depart (see 'Key Personnel Risk' below) or the Manager may be removed as manager of the Fund for a number of reasons. In the case a suitable successor manager is not appointed, the Fund could ultimately be wound up.

- ▶ **Key Personnel Risk** – There is a risk of departure of key staff or consultants with particular expertise in the sector, whether they are the staff or directors of the Manager, Trustee or independent advisors or consultants. These departures may have an adverse impact on the performance and value of the Fund.

Whilst it is the intention for the Manager to create and maintain a stable investment team, certain members could leave, pass away or become incapacitated.

- ▶ **Deal Flow** – Sourcing of deals is a difficult and lengthy process. The Fund may not be able to fully invest its capital at acceptable prices. The Manager may face unfavourable or a low volume of deal flow which may affect its ability to implement the Fund's investment strategy.
- ▶ **Leverage** – The Fund's portfolio may include companies which may have debt in their capital structures. Investee companies with a leveraged capital structure have increased exposure to rising interest rates, refinance risk, economic downturns and deteriorations in the financial performance of the entity or its business. The manager will not use these funds to purchase investments or lever the investments of the Fund.
- ▶ **Lack of Diversification and Concentration Risk** – The Manager proposes to diversify the Fund's investments as it deems appropriate and consistent with the Fund's investment objective. However, if the Fund's investment portfolio is concentrated in a small number of investments, the portfolio will be subject to a greater level of volatility.

The use of a single investment manager applying generally similar trading methodologies could mean lack of diversification and, consequentially, higher risk.

Also, funds that invest in a relatively small number of securities are more susceptible to risks associated with any one company, or any single economic, political, or regulatory occurrence than more diversified funds might be.

- ▶ **Nature of Investment Risk** – Some investments made by the Fund may be regarded as speculative in nature and involve increased levels of investment risk. An inherent part of a strategy may be to identify companies and securities which are undervalued by the marketplace.

The companies that the Fund invests in may be at varying stages of development, including higher risk stages.

The success of such a strategy depends upon the market eventually recognising such value in the price of the security or company, which may not necessarily occur. Unlisted positions, as well as IPOs, may involve highly speculative securities.

- ▶ **Investee Companies Failure** – One or more investee companies acquired by the Fund could suffer financial difficulties and/or fail leading to financial difficulties for the Fund and/or a loss of capital to Investors. Follow on funding

may be required that may dilute the Fund's interest in an investment.

- ▶ **Performance Fees** – The Manager's entitlement to a performance fee may create an incentive for the Manager to make riskier or more speculative investments than would be the case absent such a performance fee.
- ▶ **Market Risk** – The value of the Fund can be impacted by fluctuations or changes in the market prices of the listed securities held by the Fund and the financial markets as a whole. Unexpected conditions (e.g. economic, technological, pandemic or political) can have a negative impact on the returns of all investments within a particular market.

There can be no guarantee that losses equivalent to or greater than the overall market will not be incurred as a result of investing in such listed securities.

- ▶ **Cyber risk** - There is a risk of fraud, data loss, business disruption or damage to the information of the Trust or to investors' personal information as a result of a threat or failure to protect this information or data.
- ▶ **Counterparty Risk** – Counterparty risk is the risk of loss caused by another party defaulting on its financial obligations either because it becomes insolvent or cannot otherwise meet its obligations to the Fund. For example, a company in which the Fund holds a convertible note could default on its obligation to repay the face value of the note plus interest. A party defaulting on its obligations could subject the Fund to substantial losses.

- ▶ **Economy and Market** – Realisation of investments and returns will be subject to economic conditions in the general economy and particular markets (especially those that the Fund will invest in), and this may affect both the value of investments and the future performance of the Fund.

- ▶ **Changes in Laws** – There is a possibility that adverse consequences may arise from amendments to statutes and regulations affecting the operations of the business in which the Fund invests. This may have a materially adverse effect on the value of those business and in turn the value of the investments of the Fund.

Changes in government and monetary policy, taxation and other laws may also all have an impact on investee companies or on the ultimate return achieved by Investors.

- ▶ **Litigation** – A company in which the Fund invests may be subject to litigation or legal proceedings which may have an adverse effect on the value of the investment and its operations.
- ▶ **Due Diligence** – There is a risk that the legal, financial and tax due diligence conducted on investments may not identify all issues associated with the investment that may cause a loss to the Fund.

- ▶ **Valuation Risk** – The investments of the Fund may be difficult to value and may not have readily ascertainable values. The payment of fees to Perennial may occur on the basis of these valuations which may in turn be based on estimates and information from third parties which have not been verified by Perennial.
- ▶ **Minority Investments** - as the Fund intends to make minority investments (rather than controlling interests), there is a risk that shareholders and management of investee companies may make decisions that the Manager does not agree with and/or do not serve the Fund's interests or the value of those business and in turn the value of the investments of the Fund.
- ▶ **Taxation Risk** – Taxation law is complex and subject to changes by the Australian Government, possibly with retrospective effect. As the circumstances of each investor are different, the Trustee strongly recommends that Investors obtain professional independent tax advice relating to the tax implications of investing in the Fund. A general summary of the tax treatment of holding Units and investing in the Fund is set out in Section 8 of this Memorandum.
- ▶ **Competition** – Competing businesses, including those with superior products or technologies may adversely affect an investee company which may have a material adverse effect on returns to Investors. The introduction of new competitors or a more aggressive competitive response from existing participants may affect the operating performance of an investee company. There is no assurance that an investee company will be able to compete successfully in its marketplace and any increase in competition could adversely affect the earnings of an investee company.
- ▶ **Past Performance** – The performance of prior funds and other investments in which Perennial, the Manager and/or the investment team have been involved cannot be relied upon to indicate future performance or in assessing the merits of the Fund. Prospective investors should read this Memorandum and Governing Documents in full and obtain independent advice prior to making an investment in the Fund.

The above risks are not exhaustive of all risks of investing in the Fund. Investors should rely on their own enquiries and assessments in relation to the Fund.

Changes to tax laws, interpretation or practice could adversely affect the tax treatments of an investment in the Fund (including the tax treatment of the Fund's investments).

- ▶ **Trustee Risk** – The Trustee may be removed as the trustee of the Fund which may have a detrimental financial impact on the Fund.
- ▶ **Currency Risk** – The Fund assets will be predominantly denominated in Australian dollars. However, the Fund's portfolio may hold investments priced in foreign currencies. These investments will be exposed to foreign exchange risk which may or may not be hedged and therefore can either positively or negatively impact the investment returns of the Fund.
- ▶ **Foreign Investment Risk** – The Fund may be subject to risks of making investments outside of Australia such as:
 - ▶ difficulties repatriating capital and income;
 - ▶ investor protection laws which provide less protection than under Australian laws;
 - ▶ potentially volatile economies, equity and credit markets; and
 - ▶ political instability.
- ▶ **Target Returns** – The Manager does not guarantee that the level of returns targeted will be achieved from an investment in the Fund.
- ▶ **Compulsory withdrawal** - Investors may have their Units compulsorily withdrawn from the Fund in accordance with the Constitution.

7. Fees

This section provides summary information about the main fees and costs that you may be charged in relation to an investment in the Fund. The fees and costs charged by the Fund may be deducted from the returns on your investment or from the Fund assets as a whole.

You should read all of the information in this Memorandum about fees and costs because it is important to understand their impact on your investment. You can also use this information to compare the fees and costs with those of other managed investment funds. Perennial reserves the right to negotiate differential fee arrangements with Institutional Investors.

Management Fee

The Trustee will receive a Management Fee of 1.5% p.a. of the NAV of the Fund (plus GST).

The Management Fee is calculated and accrues monthly, reflected in the unit price and is paid to the Trustee in arrears out of the assets of the Fund on the last Business Day of each month.

Performance Fee

The Trustee is entitled to receive a performance fee from the Fund. A Performance Fee of 20% of the Fund's Return in excess of the Hurdle (exclusive of GST) will be calculated and accrued monthly as follows:

Performance Fee: $(\text{Fund's Return} - \text{Hurdle}) \times \text{Net Asset Value for the previous month} \times 20\%$. The monthly Performance Fee is the amount that the Fund has outperformed (or underperformed) the Hurdle multiplied by the Net Asset Value for the previous month, with this amount then multiplied by 20%. This monthly Performance Fee amount is added to or subtracted from (if the Fund has underperformed) the aggregate Performance Fee amount accrued up until the previous month. If the aggregate Performance Fee amount up to the end of that month is positive, both positive and negative Performance Fee amounts will be reflected in the unit price. If the aggregate Performance Fee up to the end of that month is negative, no Performance Fee amount will be reflected in the unit price. Any negative Performance Fee amount will be brought forward to be offset against any positive Performance Fee in the future. The Performance Fee at the end of each March, June, September and December quarter is the sum of the monthly Performance Fees accrued during the quarter plus any amounts carried over from previous quarters if the Performance Fee was not paid at the end of the previous quarter month. Once the Performance Fee is paid to the Trustee, the aggregate Performance Fee is set to zero.

While the Performance Fee is calculated and accrued on a monthly basis, the Trustee will only be paid the Performance Fee at the end of each quarter if there is a positive aggregate Performance Fee balance, and the following conditions are satisfied:

- The Fund's return for that quarter is positive.
- The Trust has outperformed the Hurdle over that quarter.
- Any previous underperformance versus the Hurdle is first recovered.

If Perennial Private ceases to be the Manager of the Fund, it will be entitled to any Performance Fees accrued and calculated as at that date, as if that date was the last day of a quarter.

Hurdle - The Hurdle is a return of 6.5% per annum net of the Management Fee and Expense Recovery on the NAV of the Fund (exclusive of GST).

Performance Fee example

If the Fund achieves a positive 10% Return over a quarter, then the Performance Fee will be calculated as follows:

The Performance Fee for the quarter equals 10% Return less 6.5% (Hurdle) multiplied by 20% which equals 0.7% multiplied by the NAV of the Fund at the end of the quarter.

Expense Recovery

Expense Recovery represents the costs, charges, expenses and outgoings reasonably and properly incurred by the Trustee in the operation and establishment of the Fund. This may include establishment costs, professional fees and amounts payable to the Administrator. The Fund's Constitution allows all expenses properly incurred by the Trustee to be recovered from the Fund. Expense Recoveries (excluding the cost of independent valuations) are capped at 0.30% p.a. of the NAV of the Fund (plus GST). That is, the cost of the independent valuations of private investments held will not form part of the cap for expense recoveries. These costs will be in addition.

8. Unit Pricing, Distributions & Taxation

Unit Pricing / Valuation Process

Investors are issued Units in the Fund. Each of these Units represents an equal undivided interest in the assets, subject to the liabilities of the Fund. As a result, each Unit has a dollar value or unit price. The unit price (or net unit value) is calculated by dividing the NAV of the Fund (or NAV properly attributable to the relevant class of Units) by the total number of Units in the Fund (or Units in the relevant class, if applicable) held by Investors on that calculation day. All unit prices are calculated to four decimal places.

Units are priced on the last Business Day of each month, and/or such other time or times as Perennial may determine.

The listed assets of the Fund will be valued by the Administrator with reference to the last traded share price for the day and, in the case of unlisted investments, by Perennial in accordance with its Valuation Policy.

The NAV of the Fund (or NAV of a class of Units) includes the value of any income accumulated and not distributed.

Perennial intends on permitting Investors to make Withdrawal Requests after the Minimum Holding Period as described in Sections 2 and 4(e) of this Memorandum. Perennial may deduct an amount from withdrawal amounts which represents Perennial's estimate of the costs the Fund would incur to sell any of the Fund's investments to facilitate that withdrawal such as brokerage, professional fees, government duties and taxes. This is retained in the Fund so that continuing Investors do not bear these costs of persons exiting the Fund and is not a fee paid to Perennial. Perennial may, in connection with any particular withdrawal, deem this amount to be a lesser amount than estimated, including zero.

Subsequent to the Closing Date, the Trustee may, in its discretion, permit investments into the Fund each quarter, subject to the Minimum Holding Period. Applications for investments must be received by the Trustee before the last Business Day in March, June, September and December each year (or such other date as may be determined by the Trustee in its discretion).

In calculating the NAV of the Fund (or a class of Units), the Administrator or their affiliates may rely upon, and will not be responsible for the accuracy of, financial data furnished to it by third parties including automatic processing services, brokers, market makers or intermediaries, Perennial or any administrator or valuations agent of other collective investments into which the Fund invests. If and to the extent that Perennial is responsible for, or otherwise involved in the pricing of any of the Fund's assets (for example in the case of unlisted or suspended stocks), the Administrator may accept, use and rely on such prices, without verification, in determining the NAV of the Fund and shall not be liable to the Fund, any Investor or any other person in doing so.

Fair value is the amount for which an asset could be exchanged in an orderly transaction between knowledgeable, willing parties in an arms' length transaction at similar institutional transaction size at the measurement date.

Valuation Policy for Unlisted Investments

Unlisted securities will be initially valued at the lower of cost or net realisable value. The valuations of unlisted investments will then be reviewed at regular periodic intervals and no less than quarterly.

Perennial intends to apply its Valuation Policy and the international private equity and venture capital valuation guidelines and the Australian equivalent of the international financial reporting standards in determining the fair value of unlisted investments. Reasonable assumptions and estimates will be applied. The fair value methodology applied may include reference to earnings multiples, net assets, discounted cash flows and industry valuation benchmarks.

Perennial may appoint independent valuers to review the valuations of the portfolio on a quarterly basis to coincide with the potential redemption terms of the Fund.

Distributions

Perennial may elect that an amount (capital or income) be distributed from the Fund to Investors. Distributions will usually be determined annually or more frequently at Perennial's discretion. Distributions will generally be paid within 90 calendar days after the distribution date.

Reinvestment of distributions may be available at the sole discretion of Perennial. Investors will be given the opportunity to participate in the reinvestment of distributions (if any) by writing. If Perennial elects to reinvest distributions, it will issue Units to Investors of the same class of Units to which the distribution relates in the Fund. The Trustee may distribute specified assets to an Investor rather than pay cash in satisfaction of a distribution.

Distribution statements are provided to all Investors annually if a distributions have been paid in that financial year.

Taxation

Disclaimer

There are tax implications when investing, redeeming/withdrawing and receiving distributions from the Fund. The following summary is general in nature and does not constitute tax advice, and is based on the relevant Australian tax laws (as interpreted by the courts and published practice of the Australian Taxation Office) as at the Issue Date. You should seek independent professional advice on the tax consequences of an investment in the Fund, based on your circumstances, before making a decision to invest.

Tax Position of the Fund

It is intended that the Fund will qualify as a MIT for Australian income tax purposes, but this cannot be guaranteed. Where the Fund qualifies, the Trustee also currently intends to make an irrevocable election for the Fund to be an AMIT. Any valid election to be an AMIT will apply for all income years from the income year in respect of which the election is made while the Fund continues to meet certain criteria.

Generally, it is intended that the Trustee will not be subject to Australian income tax in respect of the taxable income derived by the Fund in each income year. Instead, it is intended that the Investors in the Fund will be subject to tax based on their share of the taxable income of the Fund. This will be the case provided that Investors are made 'presently entitled' to all of the income of the Fund for an income year prior to the end of that income year or, where the Fund is an AMIT for an income year, the Trustee attributes all of the taxable income of the Fund for that income year to Investors in accordance with the AMIT rules and the Constitution.

Where the Fund is an AMIT for an income year, the AMIT rules will apply.

Taxable Income of the Fund

The Fund will calculate its taxable income for Australian income tax purposes for each income year.

Where the Fund qualifies as a MIT, the trustee intends to elect for deemed CGT treatment to apply to the Fund, which would mean that any taxable gains or losses on the disposal of certain investments of the Fund, including shares, would be solely determined under the CGT regime. The Fund's ability to make this election is subject to it satisfying certain criteria, which the Fund cannot guarantee.

The Fund may also invest in convertible notes and other hybrid financial instruments. For the purposes of calculating the Fund's taxable income, the character, timing and treatment of income, expenses, gains or losses under these types of financial instruments will depend upon the terms and conditions under which these financial instruments were issued and may be different to the Australian income tax treatment of an investment in shares.

The character of the taxable income derived by the Fund in relation to these types of financial instruments could include interest income, dividends (franked or unfranked), other Australian sourced assessable income, foreign sourced assessable income or capital gains. It is also possible that any losses incurred on some investments may be treated as capital losses, which can only be offset against capital gains.

The recognition of that taxable income may also be impacted by the TOFA rules (if they apply to the Fund), the qualifying securities rules or the traditional security rules.

Australian Investors - Taxation of Distributions from the Fund

The summary in this and the following sub-sections each labelled with "Australian Investors" is relevant only for Australian tax resident Investors who are individuals, complying superannuation entities or companies in each case that hold their Units so they are assessable on gains or losses solely under the Australian CGT regime (**Australian Investors**).

Investors should include in calculating their Australian taxable income for each income year their share of the taxable income of the Fund (including any capital gains of the Fund) for that income year, which share will be proportionate to their share of the income of the Fund to which they are presently entitled (plus any dividends or capital gains to which an Investor is made specifically entitled),

or where the Fund is an AMIT for that income year, the share attributed to them by the Trustee. This share will be advised to Investors via the annual distribution statement or AMMA statement.

Where the Fund is an AMIT for an income year:

- ▶ the taxable income of the Fund attributed to Investors will represent a "fair and reasonable" allocation determined by the Trustee in accordance with the Constitution;
- ▶ each component of the taxable income and tax offsets of the Fund (i.e. dividends, interest, franking credits, capital gains, tax offsets) will be allocated to Investors, and retain their character; and
- ▶ under- and over-statements of taxable income in a prior income year may be attributed to Investors in the income year in which they are discovered.

An Australian Investor's share of the taxable income of the Fund may not coincide with the actual cash distribution received (if any) during the same period from the Fund, and will be required to be included in their taxable income even if the distributions are reinvested. The Fund cannot guarantee that annual cash distributions from the Fund will be sufficient to fund an Australian Investor's tax liability for that year. Further, Investors will be required to include in calculating their Australian tax position their share of any franking credits (if any) received from the Fund's investments in Australian companies. Each Investor's share of any franking credits will be shown in the relevant Investor's annual tax or AMMA statement.

Whether Investors are required to include the amount of such franking credits in their taxable income, and utilise such franking credits to offset any tax payable on that taxable income, for that income year will be subject to the Investor satisfying certain conditions (such as the holding period rule) and their individual circumstances. To the extent franking credits able to be utilised as a tax offset exceed tax payable by an Investor for an income year, any excess may be refundable to individuals and complying superannuation funds.

Australian Investors - Disposal or Withdrawal of Units

Australian Investors will make a capital gain where the capital proceeds from the disposal or withdrawal of their Units exceeds the cost base of the relevant Units. Conversely, a capital loss will arise if the capital proceeds are less than the reduced cost base of the relevant Units.

Where the Australian Investor is an individual, an entity acting in the capacity of trustee or is a complying superannuation fund and the Units disposed of have been held for more than 12 months, any capital gain arising from disposal or redemption of the units may be reduced by the relevant CGT discount (if applicable).

Where there is a withdrawal of a Unit, the Trustee may determine that part of the withdrawal proceeds are a distribution of income from the Fund (and/or that the Australian Investor is specifically entitled to any capital gains or dividends of the Fund), or where the Fund is an AMIT for the income year in which the withdrawal occurs, that part of the taxable income of the Fund should be attributed to an Australian Investor as a result of their withdrawal. In each case,

that may include any capital gains or other taxable income realised by the Fund as a result of the withdrawal, and the Australian Investor will be required to include their share of the taxable income of the Fund in calculating their own taxable income (as set out under "Australian Investors - Taxation of Distributions from the Fund" above). Any capital gain arising on the withdrawal to the Australian Investor should be reduced by the amount of any taxable income of the Fund otherwise included in the Australian Investor's taxable income.

Australian Investors - Cost Base Adjustments

The cost base of the Investor's units in the Fund will generally be the amount the Investor has paid for the units (including incidental costs of acquisitions and disposals).

Where the Fund does not qualify or elect to be an AMIT, an Investor's cost base should be reduced where an Investor's cash distribution entitlement exceeds their share of taxable income of the Fund.

Where the Fund qualifies as an AMIT for an income year, broadly, the cost base of an Investor's units will increase where the Fund attributes an amount of assessable income (including grossed up capital gains) or non-assessable non-exempt income to them in excess of the cash distribution. The cost base may decrease where amounts so attributed (plus any tax offsets) are less than the cash distribution paid to the Investor. A reasonable estimate of the AMIT cost base net amount will be provided to members as part of the AMMA statement.

Where an Investor's cost base is reduced to nil, further amounts that reduce the cost base will be taken to be a capital gain for Investors.

Goods and Services Tax (GST)

The acquisition, disposal, redemption or transfer of Units in the Fund and receipt of distributions will not be subject to GST. However, GST is payable by the Fund on Perennial's fees and certain reimbursements of expenses.

Non-resident Taxation

For Investors who are non-resident of Australia for Australian tax purposes, Australian tax will be deducted from distributions of in respect of the Investor's share of certain Australian sourced taxable income and capital gains of the Fund (including potentially on withdrawal from the Fund). The amounts will be deducted at the rates of tax applicable to non-resident Investors and will depend on the type of income and country of tax residence of the non-resident Investor. Where the Fund does not qualify as a MIT for an income year, the Trustee may also be assessable on behalf of the non-resident Investor on the non-resident Investor's share of the taxable income of the Fund (less any amounts subject to Australian withholding tax, which tax payable by the Trustee will be deducted from distributions from the Fund or otherwise required to be paid by the non-resident Investor).

Where a non-resident Investor disposes of or withdraws Units in the Fund, any Australian capital gain or loss should be disregarded

for Australian CGT purposes unless the relevant Units in the Fund are 'taxable Australian property'. This will be apply where the non-resident Investors hold a 10% or greater interest in a Fund and more than 50% of the market value of a Fund's assets are attributable to Australian real property.

Non-resident Investors may also be subject to tax in the country they reside in but may be entitled to a credit for some of all of the tax paid or deducted in Australia.

Non-residents seeking to invest in the Fund should obtain professional tax advice on their specific circumstances.

Tax File Number (TFN) and Australian Business Number (ABN) (Australian Investors only)

Perennial is authorised to request and collect your Australian TFN by the *Taxation Administration Act 1953* (Cth) for the purpose of complying with and reporting information pursuant to Australian taxation laws. It is not compulsory for Investors to provide their TFN (or where eligible, their ABN), and it is not an offence if they decline to provide a TFN or ABN. However, unless a valid exemption is claimed, not providing a TFN (or where eligible, an ABN) will result in the Fund being required to withhold Australian tax at the top marginal rate (currently 45% for the 2023/24 financial year, including the Medicare levy of 2%) with respect to amounts paid to the Investor (which may be creditable in the Investor's tax return). The TFN, ABN or an appropriate exemption can be provided on the Application Form when making an initial investment.

There is no requirement for non-resident Investors to provide a TFN or ABN.

Foreign Account Tax Compliance Act (FATCA)

There are certain consequences that may occur if you apply to invest and you are, or become, a US entity, a US citizen, reside in the US or have some connection with the US. These consequences may potentially be adverse to you. If this applies to you, We encourage you to seek professional taxation advice. The Perennial Trusts are required to comply with certain requirements under the FATCA and PIML requests that you provide certain information (in the Application Form) about yourself in order for PIML to comply with its FATCA obligations.

Common Reporting Standard (CRS)

CRS is the single global standard for the collection, reporting and exchange of financial account information on foreign tax residents. Under it, banks and other financial institutions will collect and report to the Australian Taxation Office (ATO) financial account information on non-residents. The ATO will exchange this information with the participating foreign tax authorities of those non-residents. In parallel, the ATO will receive financial account information on Australian residents from other countries' tax authorities. This will help ensure that Australian residents with financial accounts in other countries are complying with Australian tax law and act as a deterrent to tax evasion.

9. Additional Information

A. Privacy

This Memorandum and the Application Form require you to provide personal information, as defined in the *Privacy Act 1998* (Cth) (**Privacy Act**). The Trustee, the Manager and each service provider to the Trustee, the Manager and the Fund may collect, hold and use your personal information in order to assess your application, service your needs as a client or Investor, provide facilities and services to you, and for other purposes permitted under the Privacy Act.

Tax and company laws also require some of the information to be collected in connection with your application. If you do not provide the information requested, your application may not be able to be processed efficiently, or at all. We may obtain information about you or any beneficial owners from third parties if it is necessary for us to comply with relevant laws.

To provide you services related to the Fund, your personal information may also be disclosed to affiliates of Perennial and to its agents and service providers on the basis that they deal with such information in accordance with Perennial's privacy policy which is available at <https://perennial.net.au/privacy-policy/>. Perennial does not currently transfer your personal information overseas. If your personal information is transferred overseas in the future, you will be notified through an amendment to the privacy policy.

Perennial may need to disclose information about you to government entities and regulators as required by law. These government entities and regulators may be located overseas.

Your information may also be used to inform you about investment opportunities or other matters that Perennial thinks may be of interest to you. You may opt-out of receiving such communications during the application process, or contact Perennial if you do not want your personal information to be used for this purpose. Perennial's privacy policy contains information about how you can access or seek correction of your personal information or lodge a complaint about a breach by Perennial of the Australian privacy principles and how such a complaint will be handled.

Under the Privacy Act, you may request a copy of your personal information held by or on behalf of the Fund by contacting Perennial.

B. Anti-Money Laundering

The Trustee is required to comply with the *Anti-Money Laundering and Counter Terrorism Financing Act 2006* (Cth) (**AML/CTF Law**) and various sanctions laws. The Trustee may require you to provide personal information and documentation in relation to your identity when you purchase Units in the Fund. The Trustee may need to obtain additional information and documentation from you when undertaking transactions in relation to your investment. The Trustee may need to identify and verify the identity of:

- ▶ Investor(s) listed in the Application Form prior to being issued Units in the Fund. The Trustee will not issue Units in the Fund until all relevant information has been received and your identity has been satisfactorily verified;

- ▶ your estate – if you die while you are the owner of Units in the Fund, the Trustee may need to identify your legal personal representative prior to redeeming Units in the Fund or transferring ownership; and
- ▶ anyone acting on your behalf, including your power of attorney.

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

Perennial is also required, in certain circumstances, to verify the source of an applicant's source of funds. The requirements mentioned above may result in Perennial seeking more information from you. By applying to invest in the Fund, you acknowledge that Perennial may be required to delay or refuse any request or transaction, including by suspending the issue or redemption of Units in the Fund or payment of proceeds, if it is concerned that the request or transaction may breach any obligation of, or cause Perennial to commit or participate in an offence under, any AML/CTF Law or where you have not provided Perennial with sufficient information in response to its requests. Perennial will incur no liability to you if it does so.

By completing the application process, you agree:

- ▶ you are not applying for Units in the Fund under an assumed name;
- ▶ the money that you invest has not been derived from or is related to any criminal or illegal activities;
- ▶ the proceeds you may receive from the Fund will not be used in relation to any criminal, illegal or terrorism financing activities;
- ▶ you will not initiate, engage in, or effect a transaction that may be in breach of AML/CTF Law, anti-bribery and anti-corruption laws or global sanctions; and
- ▶ we may disclose information gathered to regulatory or law enforcement entities where legally obliged to do so.

C. Conflict of Interest and Related Party Transactions

Subject to the Corporations Act and the Governing Documents, each of the Trustee, the Manager and their employees, officers, advisers and associates may from time to time:

- ▶ act in various capacities (such as adviser, manager and responsible entity/trustee to another fund vehicle) in relation to, or be otherwise involved in (such as by way of investment), other business activities that may be aligned or in competition with the interests of Investors in the Fund;
- ▶ deal with each other in relation to the Fund in which case the dealing will generally be on arm's length terms or approved by the Trustee;
- ▶ invest in and deal in any capacity, with the same investments as that of the Fund, on similar or different terms;

- ▶ establish investment vehicles that may co-invest in the investments of the Fund; and/or
- ▶ recommend that investments be purchased or sold, on behalf of the Fund, 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.

Perennial may have interests conflicting with the Fund that arise in the ordinary course of its business in the structure and operation of the Fund's investments.

Perennial may act as the investment manager, trustee, responsible entity, for a number of clients and has fiduciary obligations and duties in relation to each of those clients that are similar to its obligations and duties in relation to the Investors in the Fund.

Perennial may receive compensation in managing other client portfolios that may be more than its compensation for managing the Fund, thus providing an incentive to focus its efforts on such other client accounts. Such other clients may have investment objectives or may implement investment strategies similar to those of the Fund.

Perennial may also give advice or take action with respect to the other clients that differs from the advice given with respect to the Fund.

Perennial or its affiliates may establish a subsequent fund with the same or similar investment mandate. The Trustee currently operates the Perennial Private to Public Opportunity Funds.

To the extent that a particular investment is suitable for both the Fund and the other clients, these other clients may compete with the Fund with respect to those investments. Where this occurs, Perennial will seek to ensure that such investments will be allocated between the Fund and the other clients pro rata based on assets under management or in some other manner that is fair and equitable taking into account the surrounding circumstances, including the risk profile of the client accounts.

In respect of listed investments simultaneous identical portfolio transactions for the Fund and the other clients may tend to decrease the prices received by the Fund, respectively, for its portfolio sales.

In addition, purchase and sale transactions (including swaps) may be effected between the Fund and other clients for cash consideration at the current market price of the particular securities. Perennial has an interest in a high value being attributed to assets in the Fund to increase the amount of Management Fees and Performance Fees able to be charged.

Perennial has established internal policies and procedures to identify and appropriately manage any conflicts of interest arising in relation to the Fund.

Where Perennial considers that a particular conflict of interest is likely to have a materially adverse effect on Investors in the Fund it will seek to implement adequate arrangements to mitigate and prevent (where practicable) adverse effects on Investors in the Fund. In certain cases, Perennial may disclose the conflict of

interest to Investors (and other persons if relevant) to proceed in the context of that conflict of interest.

Perennial may from time to time (i) sell, transfer or otherwise dispose of, assets of the Fund to another fund or investment vehicle managed by Perennial or its affiliates or (ii) acquire assets from, or Units, in another fund managed by Perennial or its affiliates (**Perennial Fund Sale**). Where such Perennial Fund Sale occurs, Perennial will determine the value of the transaction using a method determined by an independent valuer, in accordance with the accounting standards and its Valuation Policy and on an arm's length basis.

Cornerstone Investor Fee

The Manager may pay a one-off cornerstone investor fee to certain cornerstone, strategic investors or their advisors. The amount of such fees will vary as agreed with the relevant cornerstone or strategic investors. For the avoidance of doubt, such cornerstone investor fees will be paid by Perennial and will not be payable out of the assets of the Fund.

D. Documentation

The Fund will be governed by the Governing Documents. Each Investor will agree to be bound by the Governing Documents by executing an Application Form.

Constitution

The Constitution is the primary document that governs the way the Fund operates and sets out the rights, liabilities and responsibilities of both the Trustee and Investors. The main operative provisions outlined in the Constitution include Unit pricing, withdrawals and applications, the issue and transfer of Units, Investors' meetings, valuation of assets and the Trustee's powers, fee entitlement and right to be indemnified from the Fund's assets.

The following are some key terms of the Fund's Constitution not explained elsewhere in this Memorandum.

Compulsory Withdrawal

The Trustee may at any time in its discretion withdraw some or all of the Investor's Units (whether or not the Trust is liquid and regardless of whether the Minimum Holding Period for Units has passed) if:

- ▶ the Investor does not hold, or ceases to hold, the applicable Minimum Holding;
- ▶ holding the Units contravenes the Law;
- ▶ the Investor is not or has ceased to be an Eligible Investor;
- ▶ the Investor does not provide information as and when requested by the Trustee;
- ▶ the Trustee considers in its absolute discretion that the nature of the Investor may prejudice the Trust or the way in which the Trust is administered or taxed;
- ▶ any payment or reimbursement required to be made by the Investor is not made as and when required;
- ▶ such a withdrawal is in connection with any obligation, contractual or otherwise, the Trustee has with any Government Agency or regulatory authority;

- ▶ the Trustee considers that such compulsory withdrawal is in the best interests of the Investors as a whole or it is in the best interest of the Investors in a class of Units as a whole (as applicable);
- ▶ the Trust has terminated;
- ▶ in respect of a class of Units, following the final distribution of the net proceeds from realisation of all of the assets attributable to that class of Units and payment of all liabilities in respect of that class of Units; or
- ▶ as otherwise provided under the Constitution.

Trustee's Indemnity and Liability

The Trustee is indemnified under the Constitution for all taxes, costs and losses whether actual, contingent, prospective or otherwise incurred by it in the proper performance of its duties. The Trustee's liability to Investors is limited to the Trustee's ability to be indemnified from the Fund.

Amending the Constitution

The Trustee may amend the Constitution:

- ▶ with the special approval of the members (at least 75% of the votes cast) by Investors (or Investors in a class of Units) entitled to vote, provided that the Trustee must also agree and approve any change that will or may adversely affect the Trustee;
- ▶ if it reasonably considers the amendments are not materially adverse to Investors or will not adversely affect Investors' interests;
- ▶ if it has given investors 28 days' notice of the proposed amendments and less than 25% of Investors request a meeting be called to consider those changes;
- ▶ to comply with regulatory requirements for the Fund to obtain registration as a registered managed investment scheme; or
- ▶ to the extent necessary to comply with statutory or regulatory requirements.

Replacement of Trustee

The Trustee can retire as trustee of the Fund at any time by giving 90 days' notice to Investors. It must also retire as trustee when required to do so by Law.

10. Further information on investing in the Fund

Who can invest?

Perennial will only issue Units in the Fund to Eligible Investors.

Please contact us if you are unsure as to whether you are eligible to invest in the Fund.

Applications

Minimum Initial Investment

The minimum investment is \$100,000, subject to Perennial's discretion to accept a lower amount. Perennial may in its discretion raise or lower the minimum investment amount provided that the status of the investor as an Eligible Investor is not prejudiced. Certification of investor status will be required as a prerequisite for investing in the Fund.

The Trustee may vary the Offer without notice at any time, including to close the Offer at any time before the Closing Date, accept late applications after the Closing Date, or increase or decrease the Target Fund Size.

Application Acceptances

In respect of each initial investment, an investor must qualify as a Wholesale Client, and in the case of offers in New Zealand, as a New Zealand Eligible Investor.

Applications are accepted at the absolute discretion of Perennial.

Perennial may 'scale back' applications for Units in the Fund should the Fund be over-subscribed. This means that if the Fund is over-subscribed Perennial may determine in its sole discretion, that an applicant will receive fewer Units than applied for. It is the responsibility of each applicant to contact Perennial to ascertain the status of their application and an applicant cannot assume their application has been successful until they receive confirmation from Perennial.

Rejected, invalid, incomplete or scaled back applications will be returned to applicants as soon as possible. Interest is not payable on rejected, invalid, incomplete or scaled back application monies. Application monies will be held in an -interest bearing account until invested by the Fund. Any interest earned on application monies will accrue for the benefit of the Fund.

Applications should be made online at perennial.unitregistry.com.au/portal/online-app/per or can be made by completing an Application Form and forwarding it to the Administrator.

You can return your forms by email or by post to:

Perennial Trusts Registry Services

GPO Box 804

Melbourne VIC 3001

perennial.transactions@unitregistry.com.au

Cleared funds must be electronically transferred into the Fund's Application Account (see below for bank account details) no later than 12pm on the Closing Date.

The bank account details are as follows:

Electronic Funds Transfer or Direct Deposit Bank	HSBC Bank Australia Limited
Reference	'Investor surname/company or trust'
Account Name	Perennial Investment Management Limited – PPP Application Account
BSB	342 011
Account number	691649-004

Application monies paid in advance of the Closing Date will be held in an application account that will earn interest for the benefit of the Fund.

Early submission of applications is recommended to ensure the deadlines are met, as applications received after these cut off times may not be accepted.

It is the responsibility of the Investor to seek the confirmation of receipt from Administrator.

Suspensions

Perennial may in certain circumstances under the Constitution suspend the acceptance of applications, Withdrawal Requests and the payment of withdrawal amounts, including (but not limited to) where:

- ▶ any relevant securities market is closed for trading or trading on any such market is restricted in any way; or
- ▶ The Trustee otherwise believes it is in the best interests of Investors.

A Withdrawal Request lodged during the period of suspension is deemed to have been received immediately after the end of the period of suspension. Following any period of suspension, the period allowed for payment of the withdrawal amount may be extended by the number of days during which the suspension applied.

Investor Communication

As an Investor in the Fund, you will receive (but not limited to) the following reports:

Quarterly Reports

The Manager will after each quarter end provide Investors with a report detailing recent activity, investment performance and other commentary in respect of the Fund.

Tax, Distribution and Annual Statements

Unaudited taxation and distribution statements will be sent to all Investors at least annually for the year ending 30 June. In addition, an annual statement which contains the transaction history of an Investor for the year will be available upon request.

Financial Statements

Financial Statements of the Fund will be issued and sent to all Investors annually for the year ending 30 June. They will be prepared in accordance with accounting standards applicable to general financial statements in Australia.

The financial statements are also available to an Investor on request.

Investors can access the latest available information on the Fund at: www.perennial.net.au/our-trusts/private-to-public-evergreen-fund/ or by contacting the Client Services Team on 1300 730 032 or at perennial@unitregistry.com.

Indirect investors

Investors and prospective investors may access the Fund indirectly. This IM has been authorised for use by operators through an Investor Directed Portfolio Service (IDPS) or master trust. Such indirect investors do not acquire the rights of a unitholder of the Fund. Rather, it is the operator or custodian of the IDPS or master trust that acquires those rights. Therefore, indirect investors do not receive income distributions or reports directly from PIML, do not have the right to attend meetings of unitholders and do not have cooling off rights. Indirect investors should not complete the Application Form. The rights of indirect investors are set out in the disclosure document for the IDPS or master trust. If you are investing through an IDPS or a master trust, enquiries should be made directly to the IDPS operator or the trustee of the master trust.

11. Glossary

Terms not defined in this Memorandum have the same meaning given to them in the Constitution unless the context requires otherwise.

Administrator or Custodian	HSBC Bank Australia Limited.
AMMA	means Attribution MIT Member Annual.
AMIT (or Attribution Managed Investment Trust)	has the meaning given in section 276-10 of the <i>Income Tax Assessment Act 1997</i> (Cth).
ATO	means the Australian Taxation Office.
Business Day	means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, New South Wales.
CGT	means capital gains tax.
Closing Date	means the closing date for the Offer under this Memorandum set out on page 6 unless otherwise extended by the Trustee.
Constitution	means the trust deed establishing and governing the Fund (as amended from time to time).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended from time to time.
CRS	has the meaning given in Section 8.
Cut-off Time	has the meaning given in Section 2.
Eligible Investor	means an Investor that satisfies the definition of Wholesale Client (for Australian investors) or a New Zealand Eligible Investor (for New Zealand investors).
Expense Recovery	means the expense recovery payable to the Trustee as described in Section 7.
FATCA	has the meaning given in Section 8.
Fund	means the Perennial Private to Public Evergreen Fund (shorthand PPP+).
Gross Asset Value	means the total value of the assets of the Fund as determined by the Trustee in accordance with the Constitution disregarding liabilities of the Fund.
Governing Documents	mean the documents establishing and governing the Fund and include the Constitution, Investment Management Agreement and the Application Form.
Government Agency	means any government or governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or other entity whether foreign, federal, state, territorial or local, including any self-regulatory organisation established under statute or any stock exchange.
GST	means the Goods and Services Tax.
Hurdle	has the meaning provided in Section 7.
Institutional Investor	means a party who subscribes to invest an amount of at least \$10 million into the Fund.
Investment Management Agreement or IMA	means the investment management agreement between the Trustee and the Manager in relation to the management of the Fund (as amended from time to time).

Investor	means a party who is issued Units in the Fund.
IPOs and Listed Placements	has the meaning provided in Part B of Section 4.
Issue Date	has the meaning given on page 2.
Law	<p>means any laws and includes:</p> <ul style="list-style-type: none"> a) principles of law or equity established by decisions of courts (including the common law, the principles of equity and the law of restitution); b) legislation including statutes, regulations or by-laws of the Commonwealth of Australia, or any State or Territory of the Commonwealth of Australia or a Government Agency, including the Corporations Act (where applicable); c) court orders, judgements, rulings or advice; and d) decrees, requirements, approvals (including conditions) and instruments of the Commonwealth of Australia or any State or Territory of the Commonwealth of Australia or a Government Agency that have the force of law.
Management Fee	means the management fees payable to the Trustee as set out in Section 7.
Manager or Perennial Private	means Perennial Private Investments Pty Ltd (ACN 643 423 750; AFSL Representative Number 001293139).
Memorandum	means this Information Memorandum.
Minimum Holding Amount	has the meaning given in Section 2.
Minimum Holding Period	has the meaning given in Section 2.
MIT (or Managed Investment Trust)	has the meaning given in section 275-10 of the <i>Income Tax Assessment Act 1997</i> (Cth).
Net Asset Value or NAV	<p>means:</p> <ul style="list-style-type: none"> a) in respect of the Fund, the value of all assets less liabilities of the Fund; and b) in respect of a class of Units in the Fund, the value of all assets attributable to the class of Units less all liabilities attributable to the class of Units, <p>in each case calculated in accordance with the Constitution.</p>
New Zealand Eligible Investor	<p>means:</p> <ul style="list-style-type: none"> a) an entity whose principal business consists of investing in financial products, acting as an underwriter, providing a financial adviser service or a broking service in relation to financial products, or trading in financial products on behalf of other persons, or any other person that is an 'investment business' for the purposes of clause 37 of schedule 1 of the <i>Financial Markets Conduct Act 2013</i> ('FMCA') b) a person that owns, or at any time during the 2-year period before the application is accepted has owned, a portfolio of 'specified financial products' (as defined in clause 38 of schedule 1 of the FMCA) of a value of at least NZ\$1 million, or a person that otherwise meets the investment activity criteria specified in clause 38 of schedule 1 of the FMCA; c) a person whose net assets exceeded NZ\$5 million as at the last day of each of the 2 most recently completed financial years before the application is accepted, or whose total consolidated turnover exceeded NZ\$5 million in each of those 2 financial years, or any other person that is 'large' for the purposes of clause 39 of schedule 1 of the FMCA; d) a person who is a 'government agency' for the purposes of clause 40 of schedule 1 of the FMCA;

	<p>e) a person who pays a minimum application price of at least NZ\$750,000 for units in the Fund on acceptance of the application in accordance with clause 3(3)(b)(i) of schedule 1 of the FMCA; or</p> <p>f) a person whose application price for units under the application, together with the application price previously paid by the person for units in the Fund, add up to at least NZ\$750,000 in accordance with clause 3(3)(b)(ii) of the FMCA.</p>
Offer	has the meaning provided in section 1.
OECD	means Organisation for Economic Co-operation and Development.
Perennial	means the Trustee or the Manager, as the context requires.
Performance Fee	has the meaning provided in Section 7.
Pre-IPO	has the meaning provided in Part B of Section 4.
Private Growth	has the meaning provided in Part B of Section 4.
Return	means in the case of the first month, the positive difference between the issue price of the Unit and the Net Asset Value per Unit (before Performance Fees but after Management Fees and Expense Recovery) as at the end of the month; and in all other cases, the increase in the Net Asset Value per Unit (before Performance Fees but after Management Fees and Expense Recovery) since the previous month; plus any distributions paid or payable to an Investor per Unit since the last month (or in the case of the first month, since the issue of the Unit).
Application Form	means the Application Form pursuant to which investors subscribe for Units.
Special Resolution	<p>means a resolution passed:</p> <p>a) at a meeting of Investors on a show of hands, by 75% or more of the Investors (or a class of Investors if applicable) present in person or by proxy and entitled to vote on the resolution; or</p> <p>b) at a meeting of Investors on a poll, by Investors who together hold 75% or more of the number of Units held by Investors (or a class of Investors if applicable) present in person or by proxy and entitled to vote on the resolution; or</p> <p>c) in writing by Investors holding 75% or more of the Units in issue (or of Units in issue in the relevant class) in accordance with the Constitution.</p>
Target Fund Size	has the meaning given in Schedule 2.
TOFA	means Taxation of Financial Arrangements.
Trustee	means Perennial Investment Management Limited ABN 13 108 747 637, AFSL 275101
Unit	means a unit in the Fund.
Wholesale Client	has the meaning as defined in section 761G of the <i>Corporations Act</i> .
Withdrawal Date	has the meaning given in Section 2.
Withdrawal Request	means a request by, or on behalf of, an Investor to withdraw wholly or partly from the Fund, in a form determined by the Trustee from time to time (which may include by electronic means).

12. Corporate Directory

Manager

Perennial Private Investments Pty Ltd
ACN 643 423 750; AFSL Representative Number 001293139
Level 27, 88 Phillip Street
Sydney NSW 2000

Phone: +612 8274 2777

www.perennial.net.au

Trustee

Perennial Investment Management Limited
ABN 13 108 747 637; AFSL 275101
Level 27, 88 Phillip Street
Sydney NSW 2000

Phone: 1300 730 032 (Australia)

Investment Enquiries

Perennial Trusts Registry Services
GPO Box 804
Melbourne VIC 3001

Email: perennial.transactions@unitregistry.com.au

Phone: 1300 730 032 (Australia)

Phone: +61 2 8823 2534 (International)

Custodian & Administrator

HSBC Bank Australia Limited ABN 48 006 434 162
Level 36, Tower 1, International Towers Sydney
100 Barangaroo Avenue,
Sydney NSW 2000, Australia

Auditor

KPMG
Tower 2 Collins Square
727 Collins Street
Melbourne VIC 3008