



# CROMWELL AUSTRALIAN PROPERTY FUND

ARSN 153 092 516 | APIR Code CRM0020AU

## PRODUCT DISCLOSURE STATEMENT

DATED 29 SEPTEMBER 2017

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Issued by Cromwell Funds Management Limited  
ABN 63 114 782 777 | AFSL 333214

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**CROMWELL**  
FUNDS MANAGEMENT

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## Contact

For the answer to any questions you have regarding this Fund, please contact your financial adviser or Cromwell Funds Management Limited

 1300 268 078

 [invest@cromwell.com.au](mailto:invest@cromwell.com.au)

 [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf)



**CROMWELL**  
FUNDS MANAGEMENT

### IMPORTANT NOTICE AND DISCLAIMER

Cromwell Funds Management Limited ABN 63 114 782 777 ("CFM") holds Australian Financial Services License number 333214 and is the responsible entity of the Cromwell Australian Property Fund ARSN 153 092 516 ("the Fund") and is the issuer of this Product Disclosure Statement ("PDS") and the units offered in this PDS. This PDS is dated 29 September 2017.

CFM is a subsidiary of Cromwell Corporation Limited ("CCL"). Cromwell Property Group comprises Cromwell Corporation Limited and the Cromwell Diversified Property Trust ("DPT") (the responsible entity of which is Cromwell Property Securities Limited ("CPS")). Cromwell Property Group is an ASX-listed stapled security (ASX:CMW).

Neither CFM, its related entities, directors nor officers make any promise or representation, or give any guarantee as to the success of the Fund, the amount (if any) of distributions, the amount (if any) you will receive on withdrawal, the income or capital return or the taxation consequences of investing in the Fund.

This offer is only open to persons receiving this PDS as a hard copy or electronically within Australia.

The information contained in this PDS is general information only and does not take into account your individual objectives, financial situation or needs. Investors should read the PDS carefully and assess whether the information is appropriate for them in respect of their objectives, financial situation and needs before making any decision about whether to acquire units in the Fund. We encourage investors to consult a financial or other adviser before making an investment decision.

In this PDS, an administration service or an investor directed portfolio service such as a wrap account, master trust or nominee service, is referred to as an "IDPS". CFM consents to the use of this PDS by IDPS operators that include the Fund on their investment menu.

The information in this PDS is up to date at the time of preparation. However, some information can change from time to time. Information (including changes to information contained in this PDS) that is not materially adverse may be updated and made available at [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf), and a copy of any updated information will be provided by CFM free of charge upon request.

This PDS may be accessed at [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf). If an investor has received this PDS electronically, CFM will provide a copy free of charge upon request to Cromwell's Investor Services Team on 1300 268 078.

An investment in the Fund is subject to investment and other risks including those specific risks set out in Section 4.

The PDS contains forward looking statements relating to future matters which are subject to known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Fund to be materially different from those expressed or implied by such statements.

The Australian Securities & Investments Commission ("ASIC") takes no responsibility for the contents of this PDS.

CFM may change any of the terms and conditions of this PDS at any time, and, in the case of material changes, with 30 days' notice to investors.

Pictures of buildings shown in this PDS, including the front and back cover, may not be assets to which the Fund has exposure.



Paul Weightman,  
Chairman  
Cromwell Funds Management Limited

## Chairman's letter

Dear Investor,

The Cromwell Australian Property Fund offers access to all of Cromwell's property expertise with diversification, liquidity and exposure to both listed and unlisted property assets, all in one single fund.

The Fund holds units in the Cromwell Phoenix Property Securities Fund and the Cromwell Direct Property Fund, both of which are award winning funds in their respective property categories. The objective of the Fund is to provide investors with a monthly distribution yield and potential for capital growth through exposure to high quality property investments with strong cash flows, quality tenants and potential value upside.

The Cromwell Phoenix Property Securities Fund is a fund that invests in a range of listed property securities, which are predominantly Australian real estate investment trusts. It is managed by Phoenix Portfolios Pty Ltd ("Phoenix"), a specialist property securities manager partly owned by Cromwell.

Over time, the Fund may also invest in the Cromwell Phoenix Core Listed Property Fund, which is also managed by Phoenix, to gain further exposure to listed property securities.

The Cromwell Direct Property Fund invests in direct property and unlisted property trusts. It is managed by Cromwell Funds Management Limited ("CFM").

By focusing on diversification within the property asset class, the Fund's investment strategy allows access to some

of the best opportunities at any given time, regardless of whether they are in listed or unlisted property.

Over the medium to long term the Fund aims to deliver total returns above its Benchmark and pay monthly distributions in excess of what could be achieved by investing in the S&P/ASX 300 A-REIT Index over a 12 month period.

With a liquidity strategy that plans to keep at least half of its net assets as Readily Realisable Assets, such as cash and units in liquid funds, the Fund can offer daily withdrawals, under normal circumstances.

The Fund will not borrow directly, but it will have some indirect exposure to gearing through the investments that it makes. CFM seeks to limit the Look-Through Gearing of the Fund to no more than 45% and will take steps to reduce gearing if it exceeds this level.

In considering an investment in the Fund, please read this PDS carefully and consult your financial or other adviser to ensure it is appropriate for your objectives, financial situation and needs.

Yours faithfully

**Paul Weightman**  
Chairman  
Cromwell Funds Management Limited

# Key features

## Investment overview

## Section

<b>Investment objective</b>	The Fund aims to provide a monthly distribution yield in excess of that generated by the S&P/ASX 300 A-REIT Index over rolling 12 month periods and a total return after management fees in excess of the weighted average return of the following indices ("Benchmark") over rolling three year periods: <ul style="list-style-type: none"> <li>• S&amp;P/ASX 300 A-REIT Accumulation Index – 50% (listed property);</li> <li>• PCA/IPD Unlisted Retail Property Fund Core Index – 40% (unlisted property); and</li> <li>• UBS Australian Bank Bill Index – 10% (cash).</li> </ul> (each a "Benchmark Index")	<b>1.2</b>
<b>Responsible entity</b>	Cromwell Funds Management Limited ("CFM")	<b>2</b>
<b>Suggested timeframe</b>	5 to 7 years	<b>1</b>
<b>Asset allocation</b>	CFM will target an asset allocation for the Fund within the following ranges: <ul style="list-style-type: none"> <li>• Listed property securities – 40-70%</li> <li>• Unlisted property investments – 20-50%</li> <li>• Cash – 0-30%</li> </ul> The Fund will aim to hold a minimum of 50% and a maximum of 80% of net assets as Readily Realisable Assets at all times. If the percentage of Readily Realisable Assets falls to 40% or below, then the Fund will not acquire any additional unlisted property investments until the level of Readily Realisable Assets increases to above 40%. Readily Realisable Assets are assets which would, in CFM's reasonable opinion, be able to be sold within one month.	<b>1.3</b>
<b>Investment portfolio</b>	CFM has selected a portfolio for the Fund which is consistent with the Fund's investment philosophy. The investment portfolio is intended to be acquired as units are issued in the Fund and will include investments in: <ul style="list-style-type: none"> <li>• Cromwell Phoenix Property Securities Fund</li> <li>• Cromwell Direct Property Fund</li> <li>• Cromwell Phoenix Core Listed Property Fund</li> <li>• Cash</li> </ul>	<b>3</b>
<b>Borrowing policy</b>	The Fund will not borrow directly. The Fund will have some indirect exposure to borrowings through its investments. The Fund will limit Look-Through Gearing, which takes into account gearing of underlying investments, to no more than 45%.	<b>1.6</b>
<b>Distribution policy</b>	Distributions are generally paid ten days after the end of each month. The Fund aims to pay distributions in excess of what could be achieved by investing in the S&P/ASX 300 A-REIT Index over a 12 month period.	<b>1.5</b>
<b>Investment risks</b>	As with all investments, an investment in the Fund is subject to risks. CFM aims, where possible, to actively manage risks. However, some risks are outside the control of CFM. If these risks eventuate, they may result in reduced distributions and/or reduce the capital value of an investment in the Fund.	<b>4</b>
<b>Performance &amp; Reporting</b>	A report detailing the Fund's performance and strategy will be provided to all investors after the end of each quarter. These reports, along with updates and performance information, will be published on the Fund's web page <a href="http://www.cromwell.com.au/apf">www.cromwell.com.au/apf</a> .	<b>N/A</b>

## Investment details

## Section

<b>Minimum initial investment</b>	\$10,000 for direct investments. <sup>1</sup>	<b>7.1</b>
<b>Minimum additional investment</b>	\$1,000 for direct investments. <sup>1</sup>	<b>7.1</b>
<b>Reinvestment option</b>	Ability to reinvest distributions (wholly or partially). If no option is chosen on the application form or no bank account is specified, distributions will be automatically reinvested.	<b>1.5</b>
<b>Unit price</b>	Unit prices are usually calculated each Sydney business day.	<b>1.8</b>
<b>Fund withdrawals</b>	The Fund will offer daily withdrawals if Readily Realisable Assets are above 40% of net assets. However, daily withdrawals will be capped at the lesser of 5% of net assets and the amount by which Readily Realisable Assets exceed 40% of net assets. If Readily Realisable Assets fall to 40% or below, CFM will look to balance providing withdrawal opportunities with the need to ensure the Fund is not forced to sell assets at substantially below their intrinsic value solely to fund withdrawal requests. This is likely to result in less frequent withdrawal periods and more stringent withdrawal limits. In extreme cases, withdrawals may be suspended for an extended period.	<b>7.4</b>
<b>Minimum withdrawal</b>	\$10,000 for direct investments. <sup>1</sup>	<b>7.4</b>
<b>Minimum balance</b>	\$10,000 for direct investments. <sup>1</sup>	<b>7.4</b>

<sup>1</sup> CFM reserves the right to vary minimum amounts. Indirect investors should contact their IDPS operator for minimum transaction and balance requirements, reinvestment policies, fees and other cost information.

## Fees & other costs<sup>2</sup>

## Section

<b>Management fees</b>	CFM will not charge an annual ongoing management fee for managing the Fund. However, CFM will earn ongoing management fees as responsible entity of funds in which the Fund invests directly and indirectly.	<b>5.1</b>
<b>Other costs</b>	Normal administrative and operating expenses (excluding management fees) are estimated to be up to 0.20% p.a. of net assets. The Fund may also incur abnormal costs from time to time.	<b>5.1</b>
<b>Performance fee</b>	CFM will charge a performance fee of 20% of any outperformance above the Benchmark, calculated and payable quarterly in arrears. The performance fee will only be charged for a period if any previous underperformance has been recovered.	<b>5.2</b>
<b>Buy/sell spread</b>	Buy spread 0.10% Sell spread 0.10% The buy and sell spreads represent CFM's estimate of the relevant transaction costs associated with applications and withdrawals. They may change from time to time.	<b>5.2</b>

<sup>2</sup> Summary of material fees only.



# 1. Fund overview

## 1.1 Investment strategy

The Cromwell Australian Property Fund has been constructed to provide investors with a monthly distribution plus potential for capital growth, by investing in a portfolio of listed and unlisted property investments.

The Fund holds units in the Cromwell Phoenix Property Securities Fund ("PSF") and the Cromwell Direct Property Fund ("DPF"). The Fund may also hold units in the Cromwell Phoenix Core Listed Property Fund ("PCF").

PSF and PCF will provide the Fund with exposure to listed property securities that are predominantly A-REITs and other property securities listed on the ASX, holding underlying investments spread across office, retail, industrial and other property sectors. Over time, the Fund may also invest in other property securities funds or hold listed property securities directly.

The Fund does not expect to own any properties directly. Exposure to direct property is achieved through its investment in DPF, which invests in unlisted property trusts and direct property. The unlisted property trusts in which DPF invests may be managed by Cromwell or by external managers. The underlying investments of these unlisted property trusts may include office, retail, industrial or other property assets.

The Fund may also hold up to 30% of its assets in cash when it is considered prudent by CFM, including to cover for Fund withdrawals, pending new investments or where it considers available investment opportunities are relatively unattractive in value terms.

## 1.2 Investment objective

The Fund aims to provide a minimum monthly distribution yield in excess of that generated by S&P/ ASX 300 A-REIT Index over rolling 12 month periods, as well as a total return (after management fees) in excess of the weighted average return of the following indices ("Benchmark") over rolling three year periods:

- S&P/ASX 300 A-REIT Accumulation Index – 50%;
- PCA/IPD Unlisted Retail Property Fund Core Index – 40%; and
- UBS Australian Bank Bill Index – 10%.

The Fund aims to deliver lower total risk (as measured by volatility of returns) over rolling three year periods by maintaining a diversified investment portfolio spread over both listed and unlisted property securities as well as exposure to direct property, and by not borrowing funds directly.

## 1.3 Asset allocation and investment limits

The Fund's target asset allocations as a percentage of the total assets are set out below.

Actual allocations will change from time to time within the asset allocation ranges depending on CFM's views of the relative value of listed and unlisted property investments.

Investment Class	Asset allocation range	Readily Realisable Asset <sup>1</sup>
Listed property securities <sup>2</sup>	40 – 70%	Yes
Unlisted property investments <sup>3</sup>	20 – 50%	No
Cash	0 – 30%	Yes

- 1 Readily Realisable Assets are those which would, in CFM's reasonable opinion, be able to be sold within one month. In some cases, certain listed property securities may not be considered Readily Realisable Assets.
- 2 Including a holding in PSF and PCF, which invest in listed property securities and listed property related securities.
- 3 Including a holding in DPF which invests in direct property and unlisted property trusts.

The Fund will target holding at least 50% of its net assets as Readily Realisable Assets such that the Fund should retain appropriate liquidity through the property cycle. If the percentage of Readily Realisable Assets falls to 40% or below, the Fund will not acquire any additional unlisted property investments until the level of Readily Realisable Assets increases above 40%.

On a look-through basis, at least 50% of the listed property securities by value must be listed on the ASX and classified as A-REITs. Also, if the Fund invests in listed property securities directly, no one security will account for more than 15% of the Fund's net assets.

The Fund will not invest directly in the ASX-listed Cromwell Property Group securities, although it may have exposure to the securities through other investments the Fund makes from time to time. CFM will seek to limit any such exposure to less than 1% of the Fund's net assets so as to manage a conflict of interest.

The relative weighting of each investment class the Fund holds can change significantly due to factors outside CFM's control such as market movements or changes in the price of an individual investment. Where such changes occur and the Fund moves outside its asset allocation ranges or an investment limit, CFM will seek to rebalance the portfolio as soon as practicable provided it is not, in CFM's opinion, detrimental to the Fund. Overall, CFM intends to maintain the

Fund's weighting of Readily Realisable Assets to at least 50%.

CFM may change asset allocation ranges and investment limits from time to time. If this occurs, CFM will notify investors of any such change and the reasons for it.

## 1.4 Investment philosophy

CFM believes that exposure to quality property investments should be an essential part of any well diversified portfolio. CFM has a strong value and contrarian focus. Over the medium to long term, CFM believes that superior performance can be achieved by investing in attractively priced listed and unlisted property securities at a discount to their intrinsic long-term value. Most often, such opportunities occur at a time when markets, assets or individual securities are 'out of favour', despite attractive fundamentals.

CFM will seek to enhance investment returns and reduce risk by:

- investing in property securities which CFM believes will provide better risk-adjusted returns over the medium to long term;
- understanding underlying property markets and macro-economic conditions, then investing and divesting at opportune times in each market;
- taking advantage of pricing anomalies between listed and unlisted markets from time to time, to achieve the best asset allocation in accordance with relative value at the time; and
- gaining exposure to direct property where possible.

Investment decisions do not take into account labour standards, environment, social or ethical considerations.

### LISTED PROPERTY SECURITIES

The Fund will gain exposure to listed property securities including through investments in PSF and PCF, both of which are managed by Phoenix.

PSF invests primarily in Australian property securities listed on the ASX which hold underlying investments including office, retail, industrial and hotel assets. PSF may also invest in property related securities such as infrastructure funds and property development companies. PCF also invests in large, well-established Australian property securities listed on the ASX, which hold underlying investments including office, retail, industrial and hotel assets.

PSF and PCF may also invest in a selected range of other assets, including listed property related securities such as infrastructure, property developers, property fund

managers, international listed property securities, cash and fixed interest.

PSF is expected to own a minimum of 20 securities at any given time. For risk control reasons, no more than 20% of PSF's assets will be invested in any one security. PSF's investments are not constrained by benchmark considerations and will be managed in a 'benchmark unaware' manner.

PCF is expected to own a minimum of 15 securities and can be expected to have exposures across most property sub sectors. For risk control, PCF will not invest more than 5% above or below the index into any individual stock (and for non-index stocks the maximum is 5% in a single security).

Phoenix believes that over the long term, superior investment performance can be achieved through investing in equity securities of well managed, shareholder focused companies that are trading at a discount to their underlying intrinsic value.

Phoenix will seek to achieve PSF and PCF's investment objective by choosing attractively priced securities determined by fundamental bottom-up analysis. It uses detailed yet standardised financial models allowing a large number of securities to be researched, compared on a relative value basis and updated to capture changes in individual securities and markets.

Fundamental analysis focuses on 'bottom-up' research to fully understand the key factors that have driven historic performance and to enable informed forecasts to be made of future earnings and cash generation. This analysis culminates in a valuation based on cash flows discounted back into today's dollars.

Phoenix has a conservative cap on its funds under management in order to facilitate a wider universe of investment opportunities including small cap stocks. Small cap stocks are typically under-researched and consequently more likely to be inefficiently priced. This expanded universe therefore often presents the best opportunities, and is likely to result in a skew towards small cap stocks over time.

Further details relating to PSF and PCF are included in Section 3.

### UNLISTED PROPERTY INVESTMENTS

The Fund will hold its unlisted property investments through the DPF, which in turn holds direct property via its wholly-owned sub-trusts as well as units in a number of Cromwell managed unlisted property trusts. Over time, the DPF may also acquire units in listed or unlisted property trusts that are not managed by Cromwell.

Underlying direct property investments held by the DPF will be researched and analysed by Cromwell's experienced transactions team. Each investment in a direct property or unlisted property trust will be assessed on a number of factors including portfolio quality, investment structure and the terms of any borrowings.

#### ***Property due diligence***

- Technical & legal due diligence
- Tenant quality and lease covenant
- Potential for asset enhancement
- Quality of cash flows
- Market analysis

#### ***Borrowings***

- Quality of financier
- Level of gearing
- Terms of debt facility in place and refinancing options
- Interest rate risk management

#### ***External manager***

- Corporate governance
- Capability and performance history
- Financial stability
- Ability to add value over the medium to long term

#### ***Portfolio construction***

- Predictable near-term cash flow
- Government and high quality tenants
- Maintain a five year minimum WALE
- Level of tax deferred income
- Australian capital cities and major regional centres

The Fund may also hold other property related investments over time where CFM believes that they are priced at a discount to their intrinsic long-term value and so should add to the performance of the Fund.

Further details relating to the DPF are included in Section 3.

### **BENCHMARK**

The indices which make up the Benchmark have been chosen due to their relevance to the Fund's investment portfolio and strategy. Each Benchmark Index is a widely used measure of performance for a specific asset class.

The S&P/ASX 300 A-REIT Index contains listed entities that are traded on, and classified as A-REITs by, the ASX. Entities must meet certain criteria, including owning property and deriving a certain percentage of income from

rental returns to be classified as A-REITs. A-REITs must also meet certain criteria including minimum trading levels and market capitalisation to be included in the index. The index is considered to be an appropriate benchmark for listed property securities because it replicates the weighted average performance of the A-REITs that are among the 300 largest and most liquid entities listed on the ASX.

PCA/IPD Unlisted Retail Property Fund Core Index measures total returns of a number of pooled property funds that hold Australian property investments. The index is considered to be an appropriate benchmark for unlisted property securities because it replicates the performance of a large and diverse portfolio of Australian direct property trust investments managed by a selection of many of the largest fund managers in Australia.

The UBS Australian Bank Bill Index is the sum of the market value of 13 bank bills of equal face value, each with a maturity seven days apart. The index has an average term to maturity of approximately 45 days. The index is considered to be an appropriate benchmark for cash because it replicates the performance of a selected portfolio of short-term high quality bills in Australia.

CFM may amend the weightings or constituents of the Benchmark, where it believes a different weighting or another index is a more appropriate measure of the Fund's performance. If this occurs, CFM will advise investors of this change and the reasons for it.

## **1.5 Distribution policy**

The Fund is expected to earn income such as distributions, dividends, interest, foreign income and other Australian income from its investments. The Fund may also make capital gains or losses from these investments.

The Fund aims to distribute an amount in excess of what could be achieved by investing in the S&P/ASX 300 A-REIT Index over a 12 month period. CFM will estimate the amount available for distribution on a regular basis and will pay distributions monthly taking into account that estimate. The Fund expects to distribute taxable income, including its net capital gains, each financial year.

Distributions are calculated in cents per unit and paid generally within ten days after each month end, based on the number of units held at the end of the relevant distribution period.

Distributions can either be paid directly to your nominated Australian bank account or reinvested in further units in the Fund by completing the relevant section on the application form. If no election is made, distributions will be reinvested. After you have invested, you can change your election by advising CFM in writing. The price of units issued on reinvestment of distributions is the issue



price at the end of the distribution period adjusted for any income distributed. CFM will not add a buy spread to the issue price used for direct reinvestment of distributions.

At any time, CFM may notify investors that subsequent distributions will be paid in cash and not reinvested.

CFM does not guarantee any particular level of distributions and there may be periods in which distributions will not be paid.

## 1.6 Borrowing policy

The Fund will not borrow directly. However, the Fund will have some indirect exposure to borrowings through its investments, which are likely to themselves be geared.

The Fund aims to maintain Look-Through Gearing, taking into account the Fund's share of assets and liabilities of its underlying investments (including looking through to gearing held by listed property securities), at less than 45%. If Look-Through Gearing increases above this level, the Fund will not acquire any new investments that would further increase the Look-Through Gearing percentage until it is reduced below 45%.

Look-Through Gearing will be calculated quarterly based on publicly available information. Since this calculation relies partly on information from third parties, it may not be current or may not reflect current market conditions.

## 1.7 Fund performance

Performance and other Fund information is available from:

- [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf)
- Cromwell's Investor Services Team on 1300 268 078
- Your IDPS operator or financial adviser

It should be noted that past performance is not a reliable indicator of future performance.

For investments through an IDPS, the net performance of an investment in the Fund may be different from the information published by CFM due to any fees charged by the IDPS operator.

## 1.8 Unit pricing

The value of your investment, which is represented by the value of your units in the Fund, will vary as the market value of the Fund's assets and liabilities rises and falls. The number of units issued to you when you apply for units in the Fund and the number of units redeemed when you withdraw money from the Fund (subject to the withdrawal policy outlined in Section 7.4) will depend on the unit price calculated for the relevant day.

Direct investors can obtain unit prices online at [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf), by contacting their financial adviser or calling Cromwell Investor Services on 1300 268 078.

Indirect investors can obtain unit prices from their IDPS operator.

### UNIT PRICING METHODOLOGY

The issue and withdrawal prices are usually calculated each Sydney business day in accordance with the Fund Constitution. Investors should be aware of the withdrawal policy outlined in Section 7.4.

To the extent that the Fund Constitution gives CFM discretions with regard to unit pricing, CFM has a Unit Pricing Discretions Policy. You can request, free of charge, a copy of that policy and the record of any discretions exercised outside of the policy by calling Cromwell Investor Services on 1300 268 078.

Unit prices are calculated by:

- Determining the net asset value of the Fund, which is calculated by deducting the value of the Fund's liabilities from the value of its assets. The value of the Fund's assets and liabilities are calculated in accordance with the Fund Constitution and Unit Pricing Discretion Policy.
- For the issue price, dividing the net asset value of the Fund by the number of units on issue and adjusting for the buy spread.
- For the withdrawal price, dividing the net asset value of the Fund by the number of units on issue and adjusting for the sell spread.

Except to the extent that they are already taken into account in the Fund's buy/sell spread or the unit price of the underlying fund, the following will be incorporated in the net asset value of the Fund when calculating unit prices:

- where the Fund acquires an asset for an amount greater than its proportionate share of the underlying net asset value, but records the value of the asset at its underlying net asset value rather than its acquisition cost, an amount equal to the difference. This amount will be gradually written off on a 'straight line' basis from the time the asset is first acquired until the sooner of five years or the next expected liquidity event for the asset. On the sale of all or part of the asset, any remaining amount will be reduced to zero;
- acquisition costs such as acquisition fees, due diligence costs and legal costs. These amounts will be gradually written off on a 'straight line' basis from the time the asset is first acquired until the sooner of five years or the next expected liquidity event for the asset. On the sale of all or part of the asset, any remaining amount will be reduced to zero;

- a provision against the value of an asset for the proportionate anticipated costs of selling the asset. This provision will be gradually recognised from the time the asset is first acquired until the sooner of the next expected liquidity event for the asset and five years. The provision for any particular asset will be amended to reflect the actual costs of selling the asset once known and reduced to zero once the asset is sold.

In doing this, CFM aims to spread the cost of buying and selling assets to investors in the Fund over time.

Generally, where the Fund holds units in an underlying fund, those units will be valued at the unit price most recently published by the fund manager. While the PSF, PCF and DPF will typically have daily unit pricing, many unlisted property funds are likely to price less frequently (for example, monthly or quarterly). Some may not publish unit prices (for example, once the fund is closed to new investment). If that is the case, the value of the Fund's investment in the underlying fund will be calculated by CFM based on the most recent publicly available information. The Fund's assets may also include, from time to time, accrued income from its investments in underlying funds.

The Fund's liabilities will include accruals for CFM's management fee and may, from time to time, include accruals for a performance fee. Performance fees are calculated quarterly in arrears and, if a performance fee is payable but not immediately paid, the fee will be accrued in the unit price at the time calculated.

#### BUY/SELL SPREADS

The issue price and withdrawal price for managed funds are often adjusted for a buy spread and a sell spread. The buy and sell spreads reflect the amount of transaction costs CFM estimates will be incurred in buying and selling the Fund's assets as a result of an application or withdrawal.

The purpose of the buy and sell spreads is to ensure that those investors transacting in the Fund's units, at a given time, proportionately bear the costs of buying and selling assets as a result of their transaction.

The buy and sell spreads are retained by the Fund to pay for transaction costs and are not paid to CFM. As the buy and sell spreads reflects CFM's estimate of the relevant transaction costs, they are subject to change. Refer to Section 5.3.2 for further information.

## 1.9 Indirect investors

Investors may invest in the Fund indirectly through an IDPS. Indirect investors may rely on and are authorised to use the information in this PDS to direct the operator of the IDPS to invest in the Fund on their behalf. Indirect investors do not become unitholders in the Fund and accordingly do not acquire the rights of direct investors which are acquired by the IDPS operator. The IDPS operator can exercise, or decline to exercise, the rights they hold in relation to the Fund on their clients' behalf according to the arrangements governing the IDPS. Investors who invest in the Fund through an IDPS should note that some information in this PDS may be relevant only for direct investors.

## 2. Investment managers

### 2.1 Cromwell Property Group

Cromwell Property Group (ASX:CMW) is a Global Real Estate Investment Manager with a track record of delivering superior long-term performance through a disciplined and diligent approach to managing property and our investors' funds.

As at 30 June 2017, Cromwell had a direct property investment portfolio in Australia valued at \$2.4 billion, and total assets under management of \$10.1 billion across Australia, New Zealand and Europe.

#### 2.1.1 INTEGRATED PROPERTY MANAGEMENT

Cromwell's property focus enables it to provide its managed funds with a full suite of property related services including transaction sourcing, due diligence, property management, leasing, asset enhancement and realisation.

Many competitors outsource responsibility for the day-to-day management of their properties, whereas Cromwell actively manages all Australian property assets in-house, creating a link between investors, the assets and their tenants. This integrated property management model is one of Cromwell's key competitive advantages.

The asset management team oversees the strategy for each property, aiming to ensure that tenants are content, space is leased, buildings are operating efficiently and projects are delivered on time and on budget. By keeping these functions in-house, Cromwell ensures that assets are managed in accordance with the interests of investors and to the expectations of tenants.

As responsible entity of the Fund, CFM seeks to build on these disciplines in its management of the Fund in order to identify quality opportunities in both direct and unlisted property for the benefit of investors.

#### 2.1.2 PERFORMANCE

Cromwell's focus is on delivering superior long term property and investment performance.

Cromwell measures its effectiveness as a property manager by comparing total annual returns from all Cromwell managed properties (including assets in unlisted funds) against the IPD Australian All-Fund Universe (excluding Super & Major Regional Shopping Centres).

Information on the performance of Cromwell is detailed in the most recent annual report available from [www.cromwellpropertygroup.com](http://www.cromwellpropertygroup.com).

### 2.2 Cromwell Funds Management

CFM specialises in the creation, structuring, marketing and management of unlisted property related investment opportunities.

CFM is the responsible entity of the Fund.

In addition to CFM's funds management capabilities, it also utilises the in-depth property knowledge and experience of Cromwell to maximise the performance of its unlisted funds.

CFM has a strong customer service focus. Investors can speak to Cromwell staff directly about their investments and information on performance and activities is communicated quarterly.

#### CROMWELL INVESTOR SERVICES

For the answer to any questions you have regarding the Fund, please contact your financial adviser or Cromwell Funds Management on:

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 1300 268 078

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 [invest@cromwell.com.au](mailto:invest@cromwell.com.au)

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 [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf)

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### 2.3 Phoenix Portfolios Pty Ltd

Phoenix Portfolios Pty Ltd manages PSF and PCF, through which the Fund will gain its exposure to listed property investments.

Phoenix is an investment manager that specialises in listed property securities and is jointly owned by Phoenix staff and Cromwell.

The highly experienced team at Phoenix has a long and successful track record of managing portfolios of Australian listed property securities.

Phoenix undertakes proprietary research on individual securities in order to determine the most attractive investment opportunities for its clients. Portfolios are constructed to capture the insights derived from this stock specific research.

Phoenix believes that, over the long term, superior investment performance may be achieved by investing in attractively priced companies as determined by fundamental, bottom-up analysis. This analysis culminates in a forecast of future cash flows discounted back into today's dollars.



Phoenix Portfolios

## 3. Investment Portfolio

### 3.1 Overview

CFM has selected an investment portfolio consistent with the Fund's investment philosophy.

The Investment Portfolio combines an investment in the Cromwell Phoenix Property Securities Fund and the Cromwell Direct Property Fund. Over time the Fund may also invest in the Cromwell Phoenix Core Listed Property Fund to gain further exposure to listed property securities, which is also managed by Phoenix.

Further information about the Fund's portfolio can be found online at [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf).

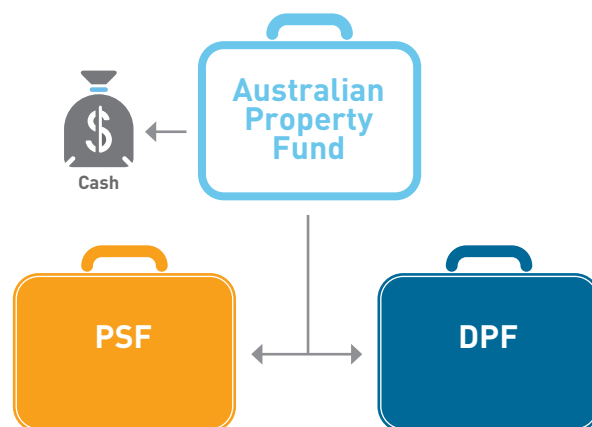
The Fund's investments will change from time to time. Up to date information on the Fund's investment portfolio is available from:

- [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf);
- Cromwell's Investor Services Team on 1300 268 078; or
- Your financial adviser or (for indirect investors) your IDPS operator.

### 3.2 Fund structure

The adjacent diagram illustrates how the Fund is structured to provide investors with the optimum exposure to both listed property securities and unlisted property investments.

Currently, the Fund has exposures to PSF and DPF. The DPF in turn owns three direct property investments and investments in three Cromwell managed property trusts.



**Investment Class** Listed Property

**1 Year Return** (0.5%) pa

**3 Year Return** 14.3% pa

**5 Year Return** 17.5% pa

**7 Year Return** 18.4% pa

**Fund Inception** April 2008

**Investment Class** Unlisted Property

**1 Year Return** 12.2% pa

**2 Year Return** 11.3% pa

**3 Year Return** 10.6% pa

**Occupancy** 99.4%

**WALE** 9.6 yrs

**Fund Inception** August 2013

Information as at 30 June 2017. Returns are after fees and costs. Past performance is not a reliable indicator of future performance and is subject to risks and assumptions set out in the relevant Funds PDS. Subject to change. For up to date information see [www.cromwell.com.au](http://www.cromwell.com.au).

### 3.3 Listed property securities

#### Cromwell Phoenix Property Securities Fund ("PSF")

This award winning fund is one of the top performing property securities funds in Australia, with underlying investments chosen by Phoenix using a 'best ideas' approach.

#### INVESTMENT OBJECTIVE

PSF aims to deliver a total return (after fees) in excess of the S&P/ASX 300 A-REIT Accumulation Index over rolling three year periods, while delivering lower total risk (as measured by the volatility of returns) over this period.

#### EXTENSIVE RESEARCH

Phoenix thoroughly analyses and researches securities from a wide universe of opportunities. The investment team considers the characteristics of each investment opportunity and the related corporate governance issues which can have a material impact on the security's long term valuation.

Fundamental analysis focuses on "bottom-up" research to fully understand the key factors that have driven historic performance and to enable informed forecasts to be made of its future earnings and cash generation.

#### BENCHMARK UNAWARE

PSF is actively managed and not constrained by the benchmark's weightings (that is, PSF is 'benchmark unaware'). This means that the securities held and the size of each holding are based on what Phoenix considers will best achieve PSF's objectives, without regard to what securities are in the benchmark and their weighting in the benchmark.

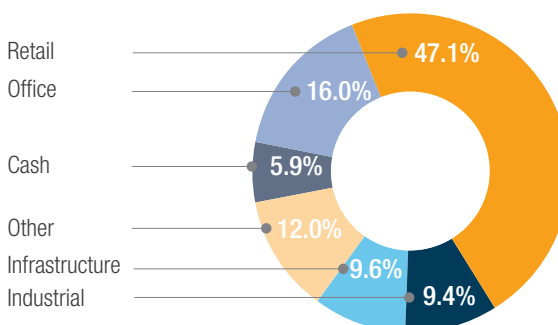
This provides greater opportunity for diversification and value enhancement opportunities.

#### Top 10 stock holdings<sup>1</sup>

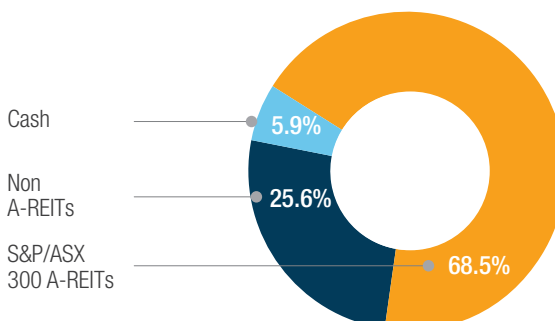
CHARTER HALL GROUP LIMITED
DEXUS
GENERAL PROPERTY TRUST
MACQUARIE ATLAS ROADS GROUP
MIRVAC GROUP
SCENTRE GROUP
STOCKLAND LTD
SYDNEY AIRPORT
VICINITY CENTRES
WESTFIELD CORPORATION

Alphabetical order

#### Property Diversification<sup>1</sup>



#### Asset Allocation<sup>1</sup>



<sup>1</sup> Figures as at 30 June 2017. Positions held by PSF are subject to change.



### **Cromwell Phoenix Core Listed Property Fund (“PCF”)**

This fund is a highly performing property securities fund in Australia, with underlying investments chosen by Phoenix following extensive research.

#### **INVESTMENT OBJECTIVE**

PCF aims to provide investors with a total return (after fees) in excess of and with a lower volatility than the S&P/ASX200 A-REIT Accumulation Index over rolling three year periods, in addition to growing distributions and the opportunity for capital growth over time.

#### **EXTENSIVE RESEARCH**

Phoenix thoroughly analyses and researches securities from a wide universe of opportunities. The investment team considers the characteristics of each investment opportunity and the related corporate governance issues which can have a material impact on the security's long term valuation.

Fundamental analysis focuses on “bottom-up” research to fully understand the key factors that have driven historic performance and to enable informed forecasts to be made of its future earnings and cash generation.

#### **BENCHMARK**

PCF aims to provide a net return in excess of the S&P/ASX 200 A-REIT Accumulation Index, which has been chosen as its benchmark. It also aims to provide lower volatility of total returns than its benchmark, and both quarterly distributions and the opportunity for capital growth over time.

### **3.4 Unlisted direct property**

#### **Cromwell Direct Property Fund (“DPF”)**

The Cromwell Direct Property Fund is an unlisted, diversified property fund with exposure to a number of quality properties throughout Australia.

#### **CURRENT ASSETS**

As at 30 June 2017, DPF's assets were as follows:

##### **1. Direct Property – 51%, comprising:**

- (a) 64 Allara Street, Canberra, ACT – 12%
- (b) Masters Parafield, Adelaide, South Australia – 19%
- (c) Bunnings Munno Para West, South Australia – 20%

##### **2. Property Trusts – 36%, comprising:**

- (a) Cromwell Riverpark Trust – 23%
- (b) Cromwell Ipswich City Heart Trust – 4%
- (c) Cromwell Property Trust 12 – 9%

##### **3. Cash – 13%**

Further information about the DPF's portfolio can be found in 'ASIC Benchmarks and Disclosure Principles: Cromwell Direct Property Fund' online at [www.cromwell.com.au/dpf](http://www.cromwell.com.au/dpf).

DPF's investments will change from time to time. Up to date information on DPF's investment portfolio is available from:

- [www.cromwell.com.au/dpf](http://www.cromwell.com.au/dpf);
- Cromwell's Investor Services Team on 1300 268 078; or
- Your financial adviser or (for indirect investors) your IDPS operator.

#### **INVESTMENT CRITERIA**

Future investments to be held by DPF will undergo Cromwell's due diligence assessment with particular emphasis placed on:

##### ***Property Due Diligence***

- Technical & legal due diligence
- Tenant quality and lease covenant
- Potential for asset enhancement
- Quality of cash flows
- Market analysis

### Borrowings


- Quality of financier
- Level of gearing
- Terms of debt facility in place and refinancing options
- Interest rate risk management

### External Manager

- Corporate governance
- Capability and performance history
- Financial stability
- Ability to add value over the medium to long term

### Portfolio Construction

- Predictable near-term cash flow
- Government and high quality tenants
- Maintain a five year minimum WALE
- Level of tax deferred income
- Australian capital cities and major regional centres


	<b>CROMWELL RIVERPARK TRUST ASSET<sup>1</sup></b>	
	<b>ENERGEX HOUSE</b> 33 Breakfast Creek Road, Newstead QLD	
	<b>MAJOR TENANT</b>	Energex Limited
	<b>ASSET VALUE</b>	\$264 million

	<b>CROMWELL PROPERTY TRUST 12 ASSET<sup>1</sup></b>	
	<b>RAND DISTRIBUTION CENTRE</b> 902 Caribou Drive, Direk SA	
	<b>MAJOR TENANT</b>	Rand Transport
	<b>ASSET VALUE</b>	\$46 million

	<b>CROMWELL PROPERTY TRUST 12 ASSET<sup>1</sup></b>	
	<b>19 GEORGE STREET</b> 19 George Street, Dandenong VIC	
	<b>MAJOR TENANT</b>	Australian Tax Office
	<b>ASSET VALUE</b>	\$93 million

	<b>CROMWELL IPSWICH CITY HEART TRUST ASSET<sup>1</sup></b>	
	<b>ICON IPSWICH</b> 117 Brisbane Street, Ipswich QLD	
	<b>MAJOR TENANT</b>	QLD State Government
	<b>ASSET VALUE</b>	\$114.0 million

	<b>DIRECT ASSET</b>	
	<b>PARAFIELD RETAIL COMPLEX</b> Main North Road, Parafield SA	
	<b>MAJOR TENANTS</b>	Masters Officeworks
	<b>ASSET VALUE</b>	\$26.3 million

	<b>DIRECT ASSET</b>	
	<b>64 ALLARA STREET</b> 64 Allara Street, Canberra ACT	
	<b>MAJOR TENANTS</b>	Jacobs Australia, CIC Australia
	<b>ASSET VALUE</b>	\$16.9 million

	<b>DIRECT ASSET</b>	
	<b>BUNNINGS MUNNO PARA</b> Cnr Curtis Road & Frisby Road, Angle Vale, Munno Para SA	
	<b>MAJOR TENANT</b>	Bunnings
	<b>ASSET VALUE</b>	\$29.0 million

<sup>1</sup> CFM is the responsible entity of each of the underlying property trusts. Each property trust is closed to investment.

## 4. Investment risks

An investment in the Fund is subject to various risks. The risks outlined in this section are not exhaustive, but CFM considers them to be the key risks of investing in the Fund. If these risks eventuate, they may result in reduced distributions and/or a loss of some or all of the capital value of an investment in the Fund.

Where applicable, information is included on how CFM aims to manage these risks. However, risks cannot be avoided altogether and some risks are completely outside the control of CFM.

A potential investor should read and consider the entire PDS, the risks and their attitude towards risk in general, when considering an investment in the Fund.

### 4.1 Diversification risk

Except for prudentially regulated investments and Australian government bonds (which tend to offer very low yields relative to other investment options), having all, or a substantial portion of your investment capital in one investment can be a very risky strategy. This is because all investments are at risk of falling in value or underperforming at various stages in the investment cycle, even when the market or economy as a whole is doing well. If you only make one investment, and that investment falls in value, then you have no returns from other investments to potentially offset your loss.

Although all investments involve some risk, that risk may be managed by:

- Investing smaller amounts regularly to reduce the risk of investing everything just before a market drops;
- spreading investments across different kinds of investment choices (such as shares, property, bonds and cash) to help reduce the risk of being in the wrong market at the wrong time;
- spreading money among shares in different companies, different properties and different industries to reduce the risk of losing heavily on a single investment; and
- dividing money between a number of investment managers to reduce the risk that the one investment manager you pick performs poorly.

Spreading your investments in this way is known as 'diversification' and is a very common way to manage investment risk.

The Fund is expected to have indirect exposure to a number of investments and will, therefore, provide some diversification. However, the Fund provides exposure to a single asset class (property) and, initially, two managers (CFM and Phoenix).

Generally, the more diversified a fund, the lower the impact that an adverse event affecting one investment will have on the overall performance of that fund.

In the future, there may be a reduction in the number of listed or unlisted property security investment opportunities due to consolidation, de-listing, market forces or other factors. This could lead to a reduction in available investments and a decrease in diversification of the Fund.

CFM encourages investors to reduce investment risk through diversification and to invest an appropriate portion of their available investment capital into the Fund.

### 4.2 Property risks

These risks relate to investing in property whether directly or indirectly. The Fund will indirectly invest in properties through its investment in DPF and the underlying investments in PSF and PCF.

#### 4.2.1 PROPERTY RISK

Many factors can affect the property market generally as well as individual properties to which the Fund has exposure. These factors will impact both the valuations of property investments from time to time, as well as their performance over time. They include the quality of properties, geographic location of properties, changes to current and expected future income, development, unforeseen capital expenditure, tenant quality and financial standing, inadequate insurance or the occurrence of uninsurable events, environmental and contamination risks and supply and demand in property markets. If the value or income of properties to which the Fund has exposure fluctuate over time, this movement may materially impact net assets and/or profits available for distribution of the Fund.

#### 4.2.2 SETTLEMENT RISK

Over time the Fund's underlying investments such as DPF may purchase additional properties, and as such contracts will be entered into by CFM or a related entity for their acquisition. There is a risk that the acquisition of properties may not settle when expected. This may impact the Fund's performance.

#### 4.2.3 TENANCY RISK

The Fund's income is dependent upon tenants in the properties in which the Fund indirectly invests paying rent in accordance with their lease terms, ultimately translating into distributions the Fund will receive from DPF, PSF and PCF. There is a risk that tenants may default on the terms of their lease, which could result

in a reduction in income and/or additional expenses associated with re-leasing the tenancy. If that is the case, the net assets and/or profits available for distribution of the Fund may be materially reduced.

CFM aims to manage these risks to the extent possible through active property management, including regular contact with tenants, strong arrears management procedures and utilising professional leasing agents to actively manage any vacancies.

#### 4.2.4 DISASTER AND INSURANCE RISK

Disasters such as natural phenomena, acts of god and terrorist attacks may damage or destroy properties. It is not possible to insure the properties against some of these events. The performance of the Fund may be adversely affected where losses are incurred either directly or in underlying property trusts due to uninsurable risks, uninsured risks or under-insured risks. Further, any failure by an insurer or re-insurer may adversely affect the ability to make claims under an insurance policy. This could materially impact the net assets and/or profit available for distribution of the Fund.

Further, unforeseen factors may result in the insurance cover being inadequate or the cost of the insurance premiums being in excess of that forecast. This could also materially impact the profit available for distribution of the Fund.

CFM aims to manage these risks to the extent possible by requesting evidence from the manager(s) of the Fund's investments that appropriate insurance is in place, and reviewing that cover not less than annually.

#### 4.2.5 CAPITAL EXPENDITURE RISK

Capital expenditure for properties could exceed expectations. This could result in increased funding costs and could materially impact the net assets and/or profit available for distribution of the Fund.

For property trusts managed by CFM, CFM works closely with tenants and consultants in an effort to ensure ongoing capital expenditure estimates are accurate.

#### 4.2.6 DEVELOPMENT AND CONSTRUCTION RISK

Over time, assets to which the DPF has exposure may be under construction. As with all construction, there may be cost overruns on one or all of these buildings and the cost to complete the construction may be more than forecast and additional capital or finance may need to be sourced.

Further, completion of one or more of the buildings could be delayed due to the fault of the particular developer or other unforeseen events. If that occurs, then tenants may

not begin paying rent when expected and this may impact distributions paid to DPF and therefore, by the Fund.

The Fund may also be exposed indirectly to development and construction risks as a result of future refurbishment or further development of properties. Development and construction can be subject to external influences over which CFM has little or no control.

#### 4.2.7 VALUATION RISK

Where a building is under construction, the property will be valued on an 'as if complete' basis. An 'as if complete' valuation assumes that the relevant building is complete, has been built in accordance with the agreed specifications and that the leases commence as expected and on the agreed terms. The 'as if complete' valuations also assume that property market conditions remain constant.

As a result, with 'as if complete' valuations there is a risk that, on practical completion of any relevant building, the valuation will not be the same. To the extent the valuation is not the same, this will have an impact on the Fund's unit price.

### 4.3 Fund risks

These risks relate to either an investment in the Fund or factors which affect all investments generally.

#### 4.3.1 RETURN RISK

Success of the DPF is dependent on CFM identifying suitable property investments for the DPF. There is a risk that Fund returns may be lower than expected if sufficient property assets cannot be identified and the DPF is forced to hold cash for an extended period of time.

#### 4.3.2 BORROWING RISK

The Fund does not expect to borrow directly. However, the underlying investments of the Fund have direct or indirect exposure to borrowings.

Borrowing enhances the potential for increases in distributions and capital gains for investors if the underlying property increases in value or the Fund income increases. However, it also enhances the potential for reductions in distributions or capital losses in the event that property values fall or property income reduces.

There is no guarantee that CFM or any other manager of an underlying investment will be able to refinance loan facilities on maturity. If there are not sufficient funds to meet the interest payments, if property values fall materially, or if a loan facility is in breach of one of its financial covenants, the loan facilities may be in default

and the financier may want to enforce its security over underlying property. These events could require payment of a loan facility, possibly prior to its expected expiry. This could result in an early sale of assets, additional equity being required, or distributions being reduced to repay those borrowings.

If the borrowings are refinanced, the interest rate margin payable may be higher than that applying to the then current borrowings.

Any increases in variable market interest rates (after the period of fixed interest rate hedging expires) will increase interest costs which may result in a reduction in distributions to the Fund.

CFM has procedures to ensure regular monitoring of the Fund's exposure to borrowings and seeks to limit the overall level of exposure to indirect borrowings.

#### **4.3.3 SECURITY SPECIFIC RISK**

Individual securities the Fund invests in can and do rise and fall in value for many reasons including changes in the market for, or valuations of, the properties in which they invest and the ability to maintain full occupancy of their properties.

Securities are subject to market forces that have the risk of permanent loss of capital as a result of adverse market developments.

#### **4.3.4 DERIVATIVE RISK**

A derivative is a financial instrument that derives its value from the price of a physical security or other financial asset. Losses may occur when there is an adverse movement in the price or value of the asset underlying the derivative. The Fund, or its underlying investments, may use derivatives such as exchange traded funds to gain exposure to other types of investments if appropriate. Risks associated with using these tools might include the value of the derivative failing to move in line with the value of the underlying asset, potential illiquidity in the derivative, the Fund, or its underlying investments, not being able to meet payment obligations when they arise, and counterparty risk (where the counterparty to the derivative contract cannot meet its obligations under the contract).

#### **4.3.5 CURRENCY AND INTEREST RATE RISK**

The Fund will invest in securities that have borrowed to acquire property. The value of properties or borrowings may be impacted by interest rate and/or currency fluctuations. Currency and interest rate hedging strategies are likely to be used by CFM and the fund managers of underlying investments to reduce these risks, but the impact of currency and interest rate fluctuations is unlikely to be completely eliminated.

#### **4.3.6 LIQUIDITY RISK**

If a security is not actively traded it may not be able to be bought or sold without some adverse impact on the price paid or obtained. Unlisted property by its nature is illiquid in the short term.

The extent to which the Fund has Readily Realisable Assets will impact the ability of the Fund to provide withdrawals.

There is a risk that the Fund (and the funds into which it invests) might become illiquid or that withdrawals might be suspended in certain circumstances.

Further, notwithstanding the above, if the Fund ceases to be "liquid" for the purposes of the Corporations Act, CFM would only be able to provide withdrawal opportunities in accordance with the Corporations Act.

#### **4.3.7 LITIGATION RISK**

The Fund may be involved in disputes and possible litigation. It is possible that a material dispute could adversely affect the value of the assets or the income of the Fund.

#### **4.3.8 MANAGER RISK**

Investing in the Fund means that an investor is delegating their control over some investment decisions to CFM and Phoenix and indirectly to any other managers of underlying investments. How the Fund performs depends partly on the performance of each manager and may also be impacted by the performance of external service providers.

Cromwell and Phoenix have considerable experience as fund managers and aim to use this experience to maximise returns for investors.

#### **4.3.9 LEGAL AND REGULATORY RISK**

Changes in any law (including income tax laws), regulation or government policy could have an impact on the Fund's performance.

The Fund may require Foreign Investment Review Board ("FIRB") approval in relation to some of its investments. Although CFM does not expect this to be an issue, FIRB may not approve a particular investment and that might impact the Fund's performance.

#### **4.3.10 ECONOMIC AND MARKET RISK**

The overall investment performance of the Fund may be impacted by changing economic or property market conditions. These may include movements in interest rates, exchange rates, securities markets, inflation, consumer spending, employment and the performance of individual local, state, national and international economies.



#### 4.3.11 FUND RISK

Fund specific risks include that the Fund could terminate, the fees and expenses could change, CFM or the manager of an underlying investment could be replaced or fund management personnel could change. Investing in the Fund could give different results than investing in the same investments individually because of income or capital gains accrued in the Fund and the consequences of investment and withdrawal by other investors.

#### 4.3.12 TAX RISK

In the unlikely event that the Fund ceases to qualify as a Managed Investment Trust ("MIT"), or an Attribution Managed Investment Trust ("AMIT"), the Constitution

provides that the pre-AMIT provisions apply to allocate tax to investors. In these circumstances, investors will be presently entitled to the distributable income and will be allocated a share of the taxable income based on their entitlements to the distributable income. This may result in a different allocation of tax to investors or the Fund than outlined in this PDS.

The tax information provided in this PDS reflects the Australian income tax legislation in force and the interpretation of the Australian Taxation Office and the courts as at the date of issue of this PDS. Tax laws are subject to continual change and this may impact the taxation of trusts and investors.

Ipswich City Heart Trust



## 5. Fees & other costs

### DID YOU KNOW?

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

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

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the Fund or your financial advisor.

### TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website ([www.moneysmart.gov.au](http://www.moneysmart.gov.au)) has a managed funds calculator to help you compare the costs of fees between different funds.

### 5.1 Fees & other Costs

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

Taxation information is set out in Section 6.

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

Type of fee or cost	Amount	How & when paid
<b>Fees when your money moves in or out of the Fund</b>		
<b>Establishment fee:</b> The fee to open your investment	Nil	Not applicable
<b>Contribution fee:</b> The fee on each amount contributed to your investment	Nil	Not applicable
<b>Withdrawal fee:</b> The fee on each amount you take out of your investment	Nil	Not applicable
<b>Exit fee:</b> The fee to close your investment	Nil	Not applicable

Type of fee or cost	Amount	How & when paid
<b>Management costs<sup>1</sup></b>		
The fees and costs for managing your investment	i. Ongoing Fund management fee - Nil	CFM will not charge an annual ongoing management fee for managing the Fund. However, CFM will earn ongoing management fees as responsible entity of funds in which the Fund invests directly and indirectly. See 'indirect costs' below.
	ii. Ongoing Fund administration costs are estimated to be up to 0.20% p.a. of the Fund's net asset value (i.e. \$20 p.a. out of every \$10,000 of net assets).	Payable when incurred. If expenses are initially paid by CFM, CFM is entitled to be reimbursed upon presentation of relevant invoices. Payable from Fund assets.
	iii. Performance fee of 20% of the outperformance above the Benchmark for each quarter. Any previous underperformance must be recovered before the fee is payable.	Payable to CFM quarterly in arrears. Payable from Fund assets.
	iv. Indirect costs estimated to average between 1.05%-1.33% p.a. of the Fund's Net Asset Value (i.e., between \$105 and \$133 out of every \$10,000 of net asset value).	Payable when incurred. Payable from Fund assets or interposed vehicles' assets and reflected in the unit price

## Service fees<sup>2</sup>

<b>Switching fee:</b>	Nil	Not applicable
The fee for changing investment options		

- Fees and costs set out in this Section may be negotiated or waived by CFM. See Section 5.3.4 'Differential Fees' and Section 5.4 'Waiver or Deferral of Fees' for more detail.
- Advice fees agreed between you and your financial adviser, and other service fees, may apply to your investment in the Fund through this PDS. See Section 5.6 for further details about the advice fees that may be payable.

## 5.2 Example of annual fees and costs

The table below gives an example of how the fees and costs for this product can affect your investment over a one year period. You should use this table to compare this product with other managed investment products.

<b>Example – Cromwell Australian Property Fund<sup>3</sup>:</b>		
<b>Balance of \$50,000 with a contribution of \$5,000 during the year<sup>4</sup></b>		
<b>Contribution Fee</b>	0%	For every additional \$5,000 you put in, you will be charged \$0.
<b>PLUS Management Costs</b>	1.53% per annum <sup>5</sup>	And, for every \$50,000 you have in the Fund you will be charged \$765 each year.
<b>EQUALS Cost of Fund</b>		If you had an investment of \$50,000 at the beginning of the year and you put an additional \$5,000 in during that year then for that year, you would be charged fees of: \$765 – \$841.50
<b>What it costs you will depend on the fees you negotiate with your financial adviser.</b>		

- This example does not include any additional fees that your financial adviser or IDPS operator may charge you.
- The minimum initial investment amount for the Fund is \$10,000. The minimum additional investment amount is \$1,000.
- This is the Fund's indirect cost ratio ("ICR") and represents the ratio of the management costs of the Fund to the total average net assets of the Fund. The ICR includes management costs incurred in the underlying investments. The ICR will change over time as the management costs of the Fund and the underlying investments into which it invests change.

BREAKDOWN OF MANAGEMENT COSTS	AMOUNT
Management fee	0.00%
Annual administration cost	0.20% <sup>1</sup>
Performance fees	0.00% <sup>2</sup>
Indirect costs	1.33% <sup>3</sup>
<b>Total management costs</b>	<b>1.53%</b>

1. Annual administration costs of 0.20% of the Fund's net asset value for the 12 months to 30 June 2017.
2. Of the Fund's net asset value. This amount will depend on the Fund's performance.
3. Indirect costs of investing in DPF and PSF, represented as a percentage of the Fund's net asset value. This amount will depend on the Fund's portfolio composition.

## 5.3 Additional explanation of fees & costs

### 5.3.1 ONGOING MANAGEMENT FEES AND COSTS

These fees and costs are paid by the Fund and therefore indirectly by you in proportion to your investment in the Fund.

#### *Fund management fees*

CFM does not charge a base management fee for managing and overseeing the Fund's operations. However, CFM receives ongoing management fees in relation to the Fund's investments in DPF, PSF and PCF,

and the Cromwell managed funds into which these funds invest. These underlying management fees are indirect costs and are included in the Fund's management costs disclosed in this PDS (see 'Indirect Costs' below).

#### *Ongoing fund administration costs*

The Fund will normally incur ongoing costs such as audit fees, custody fees, compliance committee costs, accounting/tax/legal advice, bank charges, marketing costs, printing and stationery costs, postage and registry fees. CFM estimates these to average 0.2% p.a. of the Fund's net asset value (i.e., \$20 out of every \$10,000 of the Fund's net asset value) and has agreed to bear any normal ongoing costs above this level. If we remove the cap on normal administration expenses in the future, we will give you 30 days' written notice.

#### *Performance fees*

A performance fee of 20% of the outperformance above the Benchmark is calculated and paid quarterly in arrears. Over or under performance is calculated in respect of each quarter by calculating the performance of the Fund and the performance of the Benchmark and comparing the two.

The performance of the Fund is calculated by taking the net asset value per unit on the last Sydney business day of the quarter (the 'closing net asset value per unit'),

### Performance Fee Example

This example is provided for information purposes only, to illustrate the calculation of the performance fee. Actual results are likely to vary significantly from those set out in this example.

#### THE EXAMPLE CALCULATION INCLUDES THE FOLLOWING ASSUMPTIONS FOR A HYPOTHETICAL QUARTERLY PERFORMANCE FEE CALCULATION:

The performance of the Benchmark for the quarter (Benchmark Performance)	3.0%
The closing net asset value per unit (Closing NAV)	\$1.0200
The opening net asset value per unit (Opening NAV)	\$1.0000
Distributions per unit declared during the quarter (Distributions)	\$0.015
The average daily value of the net assets of the Fund during the quarter (average daily NAV)	\$30m
Carried forward underperformance from previous periods (previous underperformance)	\$50,000

#### THE PERFORMANCE OF THE FUND FOR THE QUARTER IS 3.5%, CALCULATED AS:

$$\text{Formula: } \frac{(\text{Closing NAV} - \text{Opening NAV} + \text{Distributions})}{\text{Opening NAV}} \quad \text{Example: } \frac{(\$1.0200 - \$1.0000 + \$0.0150)}{\$1.0000} = \mathbf{3.5\%}$$

#### THE PERFORMANCE FEE IS \$20,000, CALCULATED AS:

$$\begin{array}{l} \text{Formula: } ((\text{Fund performance} - \text{Benchmark performance}) \\ \quad \times \text{average daily NAV}) \\ \quad - \text{previous underperformance} \end{array} \quad \begin{array}{l} \times \text{Performance} \\ \quad \text{Fee multiple} \end{array} \quad \text{Example: } ((3.5\% - 3.0\%) \\ \times \$30,000,000) \times 20\% = \mathbf{\$20,000} \\ - \$50,000$$



subtracting the value on the last Sydney business day of the preceding quarter (the 'opening net asset value per unit') and adding the amount of distributions paid per unit during the period. The result is then divided by the opening net asset value per unit to determine the performance in percentage terms (positive or negative).

The performance of the Benchmark is calculated by taking the closing value of each Benchmark Index on the last Sydney business day of the quarter (or as close as reasonably practicable), and subtracting the value on the last Sydney business day of the preceding quarter and multiplying the result by the weighting attached to that Benchmark Index. The sum of the results of this calculation for each (expressed as a percentage) is the performance of the Benchmark.

The Performance Fee is calculated by subtracting the performance of the Benchmark from the performance of the Fund and multiplying the result by the average daily value of the net assets of the Fund during the period. If the result is a negative amount, it is added to any negative amounts carried forward from previous periods and represents the carried forward underperformance. In this case, no Performance Fee is payable in respect of that period. If the result is a positive amount, any carried forward under performance from previous periods is subtracted. If this results in a negative amount, then that represents the carried forward under performance. In this case, no Performance Fee is payable in respect of that period. If the result is a positive amount, that amount is multiplied by 20% and represents the Performance Fee payable in respect of that period.

The Fund may also invest in underlying property funds which charge a performance based fee. These performance based fees may be incurred irrespective of the Fund's overall performance and will accrue in the Fund's unit price.

#### ***Indirect costs***

Indirect costs are essentially any amounts that reduce (or may reasonably be expected to reduce) the Fund's returns that are paid from the Fund's assets or the assets of interposed vehicles. Generally, an interposed vehicle is a body, trust or partnership in which the Fund's assets are invested. DPF, PSF and PCF, and the managed funds into which these funds invest are interposed vehicles. Therefore, the fees and costs associated with the Fund's investments in these underlying funds, such as underlying management fees, performance fees, acquisition fees and expense recoveries, are included in the management costs disclosed in this PDS. The indirect costs incurred by the Fund will depend on the Fund's portfolio composition and are generally calculated based on the amounts paid in the previous financial year. Actual indirect costs for a financial year may therefore differ from the amount

disclosed in this PDS. Indirect costs are paid from the Fund's assets (or from the assets of the underlying funds) when the cost is incurred and are reflected in the relevant unit price. Indirect costs are not directly payable by you.

#### ***Abnormal expenses***

CFM is entitled to be reimbursed from the Fund for abnormal expenses, such as the cost of investor meetings, legal costs of any proceedings involving the Fund and terminating the Fund. Whilst it is not possible to estimate such expenses with certainty, CFM anticipates that the events that give rise to such expenses will rarely occur.

#### ***Removal fee***

On removal as responsible entity of the Fund, CFM will require payment of any fees it has previously deferred and an amount equivalent to the Performance Fee that would have been payable if all of the Fund's assets were sold on the date that CFM ceases to be responsible entity.

#### ***Reimbursement of costs***

CFM is entitled, under the Fund Constitution, to be reimbursed for all expenses and liabilities (which include the ongoing administration costs and abnormal expenses referred to above) which it may incur in the proper performance of its duties under the Fund Constitution. These expenses include (but are not limited to):

- costs, charges and expenses of the preparation, due diligence, registration, promotion and distribution of any disclosure document in respect of the Fund;
- costs, charges and expenses incurred in connection with the acquisition or proposed acquisition of any assets of the Fund (including stamp duty payable in accordance with the law);
- costs, charges and expenses of maintaining and improving any assets of the Fund;
- fees and expenses of the auditors;
- costs, charges and expenses incurred in connection with the borrowing of monies on behalf of the Fund or in connection with the Fund assets;
- fees and expenses of any approved valuer or other expert employed by the Fund;
- costs of convening and holding any meeting of investors;
- expenses incurred in connection with the keeping and maintaining of accounting and financial records and registers including the register of investors;
- costs, charges, and expenses and disbursements paid or payable to a custodian;



- the fees and expenses of the compliance committee of the Fund;
- fees incurred in arranging finance or refinancing debt;
- fees and expenses in connection with any audit of the compliance plan; and
- any underwriting fees in respect of the issue of any units or other costs incurred in connection with the issue of units under any offer.

### 5.3.2 TRANSACTIONAL AND OPERATIONAL COSTS

Transactional and operational costs are costs incurred by the Fund for dealing with the Fund's assets. These costs include brokerage, stamp duty and clearing costs, and include the transactional and operational costs of interposed vehicles. Brokerage costs including market impact of transactions required to be made to implement cash flows into and out of the Fund, are generally covered by the buy/sell spread.

The Fund's total transactional and operational costs were 0.51% of the net assets of the Fund (e.g., \$255 for every \$50,000 of net assets). If the buy/sell spread applied is not sufficient to cover the Fund's total transactional and operational costs, the balance of the costs will be paid out of the Fund's assets. If the buy/sell spread applied exceeds the Fund's transactional and operational costs, the balance of the buy/sell spread will be retained by the Fund. The transactional and operational costs not covered by the buy/sell are 0.49% of the net asset value of the Fund (e.g., \$245 for every \$50,000 of net assets). Transactional and operational costs are disclosed based on amounts paid in the previous financial year and in any year will differ depending on the investment activity of the Fund.

#### *Buy/sell spread*

The buy/sell spread is the difference between the issue price and the withdrawal price of units. At the date of this PDS, the issue price will include a buy spread (adjustment) of +0.1% and the withdrawal price a sell spread of -0.1% respectively around the unit price.

The buy and sell spreads reflect CFM's estimate of the transaction costs expected to be incurred by the Fund in buying and selling assets of the Fund as a result of investments and withdrawals by investors. This may include buy and sell spreads incurred as a result of making an investment in another fund such as the PSF which calculates a unit price. The buy/sell spread is subject to change.

The buy and sell spreads are retained in the Fund and not paid to CFM. The purpose of the buy/sell spread is to ensure that those investors transacting in the Fund's

units at a given time bear a proportionate amount of the Fund's additional costs of buying and selling assets as a result of their transaction. The buy/sell spread would be an additional cost to you and would generally be incurred whenever you invest in, or withdraw from, the Fund. For example, if you invested \$50,000 in the Fund the cost of your buy spread would be \$50, and if you withdrew \$50,000 from the Fund the cost of your sell spread would be \$50.

### 5.3.3 FEES TO RELATED PARTIES

All related party transactions are conducted on arm's length terms and in accordance with Cromwell's related party transactions policy. Refer to Section 9.7 for further information.

#### *Accounting services fee*

A related party of CFM, Cromwell Operations Pty Ltd ("Cromwell Operations") will keep and maintain the Fund's financial and accounting records and provide registry and related services to the Fund and will charge the Fund services fees on a cost recovery basis for the provision of those services. Cromwell Operations provides similar services to the Cromwell managed funds into which the Fund invests.

#### *Trust management fees*

As the responsible entity of DPF, PSF and PCF, CFM will earn ongoing management fees from those funds and the Cromwell managed funds into which they invest. CFM may also be entitled to other fees from these funds, including acquisition fees and performance fees. For further information see [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf).

#### *Other Services*

CFM or a related party may provide other services, such as property management, custody, accounting, registry and unit pricing services, to the Fund or the Fund's investors in the future. Should that occur, CFM or a related party will charge fees for those services at commercial market rates.

### 5.3.4 DIFFERENTIAL FEES

CFM may negotiate reduced management fees on an individual basis as permitted by the Corporations Act and ASIC relief. By way of example, CFM may negotiate reduced fees with wholesale investors and professional investors as defined in the Corporations Act including IDPS investors.

### 5.3.5 CHANGES TO FEES AND EXPENSES

CFM may change the fees and expense recoveries referred to in this PDS. CFM will provide at least 30 days' notice to investors of any proposed increase in fees or expense recoveries or the introduction of new fees.

## 5.4 Waiver or deferral of fees

CFM may, at its discretion:

- partially or fully waive any fees to which it is entitled; and
- defer payment of fees to which it would otherwise be entitled and may claim these in the event it is removed as responsible entity of the Fund.

As at the date of this PDS, CFM has waived its entitlement to ongoing management fees; however, CFM receives ongoing management fees in relation to the Fund's investments in DPF, PSF and PCF and the Cromwell managed funds into which these funds invest.

The maximum fees chargeable by CFM as set out in the Constitution are the same as those outlined in this section with the exception of the following:

- CFM is entitled to charge an ongoing management fee of 1% p.a. of net assets (excluding any adjustments provided for in the Constitution), excluding Goods and Services Tax ("GST"). Under the Constitution, CFM is also entitled to recover an additional amount from the Fund on account of any GST liability it has in relation to the above fees.

## 5.5 Goods & Services Tax (GST)

All the fees in Section 5 are inclusive of the net effect of GST (i.e. includes GST net of input tax credits and any available reduced input tax credits). The Fund may not be entitled to claim a reduced input tax credit in all instances.

Under the Constitution, Cromwell is also entitled to recover an additional amount from the Fund on account of any GST liability it has in relation to the above fees.

## 5.6 Payments to your financial adviser

### 5.5.1 ADVICE FEES

You may agree with your financial adviser that an initial advice fee will be paid for ongoing financial planning services your financial adviser provides for you in relation to your investment. This advice fee is additional to the fees shown in Section 5.1, and is paid to the Australian financial services licensee responsible for your financial adviser (or your financial adviser directly if they are the licensee). It is not paid to CFM.

You and your financial adviser determine the amount of any advice fee. Where it has been agreed, you authorise us to deduct the fee agreed between you and your adviser (up to 3.3% inclusive of GST) from each investment amount and forward it to the relevant Australian financial services licensee before issuing units in the Fund. The relevant information must be noted on your application form when you make your initial investment.

### 5.5.2 OTHER PAYMENTS AND BENEFITS

Your financial adviser may receive payments and/or other benefits from the dealer group or organisation under which they operate. These payments and benefits are not paid by the Fund.



## 6. Taxation information

The taxation information in this PDS is of a general nature only and does not take into account the financial objectives, situation or needs of any particular investor and is based on current taxation legislation as at the date of issue of this PDS.

This information is for resident investors who hold their units as long term investments on capital account. We have also provided general observations in relation to the tax implications for non-resident investors who hold their units as long term investments on capital account.

Please note that there are Australian legal requirements that must be satisfied before non-residents can invest in this product.

The following comments should not be regarded as tax advice. Tax law may change over time and tax treatment may vary according to individual circumstances and investors are advised to seek their own tax advice in respect of their investment in the Fund. Tax liabilities are the responsibility of each individual investor and CFM is not responsible for taxation or penalties incurred by investors.

### 6.1 Australian resident investors

The Fund is an Australian resident trust for tax purposes. CFM intends to limit the Fund's investment activities to ensure that the Fund is treated as a 'flow through' entity for the purposes of Australian tax.

At the date of this PDS, the Fund qualifies as a Managed Investment Trust ("MIT") and satisfies the requirements to make a choice to be an Attribution Managed Investment Trust ("AMIT") for taxation purposes. The Fund has made a choice to be an AMIT for taxation purposes. The AMIT regime provides greater certainty on the application of the tax provisions for both the investors and the Fund.

#### 6.1.1 AMIT REGIME

Under the AMIT regime, the Fund is a flow through entity and investors will be attributed the taxable income of the Fund regardless of whether the Fund makes a distribution of income or capital.

The Fund will attribute taxable income and tax offsets to investors on a fair and reasonable basis. The attribution will be based on the investors' rights to the income and capital in the Fund as provided for in the Fund's Constitution.

Investors will be attributed tax components that may include interest, dividends, foreign income, franking credits, capital gains and income from property. CFM will provide investors with an AMIT member annual statement

outlining the tax components. The components of interest, dividends, foreign income, franking credits, capital gains and income from property retain their character in the investor's hands.

#### *Attribution of income*

Investors will include the tax components attributed to them in their assessable income. The tax implications for investors will depend upon the tax character of the tax components attributed to them.

#### *Dividends*

A tax component attributed to an investor may include an entitlement to imputation credits on dividends. Imputation credits are not cash receipts though they will need to be included in investors' assessable income. Certain investors may offset their tax liability or be entitled to receive the imputation credit as a refund if they exceed their total tax liability. The entitlement to franking credits is subject to the holding period rules.

#### *Foreign income*

A tax component attributed to an investor may include income received by the Fund from sources outside Australia which may be subject to taxation in the country of source. Australian resident investors may be entitled to claim an offset against their Australian tax liability in respect of the attributed amount of such foreign tax paid.

#### *Capital gains of the Fund*

The Fund has made an election to treat investments on capital account for taxation purposes. Consequently, gains or losses on the disposal of investments will be taxable as a capital gain or loss.

Broadly, where the Fund disposes of an investment it has held for more than 12 months it may be eligible for discount Capital Gains Tax ("CGT") concessions. The taxable capital gain will be attributable to investors. Where an investor is an eligible investor, such as an individual, trustee or complying superannuation fund, the investor may be entitled to the discount CGT concessions.

The capital gain will be identified in the AMIT member annual statement to ensure that investors can calculate their net capital gain position.

#### *Cost base adjustments*

The Fund will distribute income monthly in arrears based on the number of units held at the end of the distribution period. The amount of the cash distribution may be greater than, or less than, the taxable income attributed to an investor. Broadly, the cost base of the units will be



increased by any amounts attributed to investors and the cost base will be reduced by any actual payments received (or are entitled to receive) and tax offset amounts attributed to investors. These amounts are netted off resulting in either an increase or decrease in cost base.

CFM will reflect any net increase or decrease in the cost base in the AMIT member annual statement issued to the investor.

Where your cost base is reduced to nil any net decreases the cost base will result in a capital gain equal to that excess.

#### ***Disposal of units***

Investors may be liable for tax on capital gains realised on transferring or otherwise disposing of units in the Fund.

In order to determine their capital gains tax position, investors will need to adjust the tax cost base of their units in the Fund for any tax deferred distributions that were received from the Fund prior to the Fund electing to become an AMIT. Investors may also need to adjust the cost base to take into account any adjustments to the cost base under the AMIT rules as noted above.

Investors may also be entitled to discount capital gain concessions where the units have been held for more than 12 months. Investors should seek their own advice on their capital gains tax position. The Fund does not issue a separate capital gains statement if the investor disposes of units in the Fund.

#### ***Unders and overs***

Where the Fund discovers an over estimate or under estimate of a tax component relating to a previous year, the AMIT rules allows CFM to attribute the tax consequence to either the previous year, or the year of discovery.

Consequently, an investor may be attributed a tax component related to an under estimate or over estimate of the tax component of a previous year. CFM will consider the facts and circumstances in determining whether to correct an under or over estimation in the discovery year or in the year that the under or over estimation relates.

#### ***Member challenge***

The Fund will issue an AMIT member annual statement to investors outlining the tax components attributed to that investor each year. The AMIT rules provide that an investor may object to the determined member component by notifying the Commissioner and substituting the amount with their own determination.

If an investor chooses to object against the amount attributed to them by the Fund as noted in the AMIT member annual statement, the investor must provide CFM with notification seven days prior to notifying the Commissioner of their choice to object. The notification to CFM must outline the investor's reasons for the objection. The investor will also be required to provide CFM with information so that CFM can assess the investor's objection. The investor will be required to meet all costs and liabilities incurred by CFM in assessing the objection.

#### **6.1.2 QUOTING A TAX FILE NUMBER ("TFN"), TFN EXEMPTION OR AUSTRALIAN BUSINESS NUMBER ("ABN")**

Collection of an investor's TFN is authorised and its use and disclosure strictly regulated by the tax laws and the Privacy Act 1988. Investors may quote a TFN or claim a TFN exemption in relation to their investment in the Fund when completing their application form. Investors may quote an ABN instead of a TFN if they are making this investment in the course of an enterprise carried out by them.

If an investor chooses not to quote a TFN, TFN exemption or ABN, CFM may be required to deduct tax at the prescribed rate from that investor's income distributions. At the date of the PDS, this rate was 47%.

#### **6.1.3 SOCIAL SECURITY**

Investing in the Fund may affect an investor's entitlement to social security benefits as their investment may be included in the income and assets tests of Centrelink and the Department of Veterans' Affairs. Investors should obtain professional advice concerning the particular social security implications for their circumstances.

#### **6.1.4 GOODS AND SERVICES TAX (GST)**

The issue of units in the Fund is not subject to GST. However, fees and expenses incurred by the Fund, such as management fees, will attract GST at the rate of 10%. The Fund may only be entitled to claim GST input tax credits at a reduced rate on some expenses. However, for the majority of such expenses, a Reduced Input Tax Credit ("RITC") of 75% or 55% of the GST paid can be claimed. Any unclaimable GST charged on fees and expenses is incorporated in the management costs for the Fund.

## 6.2 Non-resident investors

The following comments are general in nature. Non-resident investors may be subject to withholding tax on amounts distributed or attributed to them by the Fund. The withholding tax rate will be dependent on whether the Fund qualifies as a withholding tax MIT, the character of the income attributed and the residency of investors.

The Fund currently qualifies as a withholding tax MIT. CFM will monitor the requirements to ensure that the Fund continues to qualify as a withholding tax MIT.

Non-resident investors should seek independent tax advice before investing, taking into account their particular circumstances including whether they may be eligible for any concessions under a relevant Double Taxation Agreement between Australia and their country of residence.

### *Tax on income*

CFM is required to withhold tax on a non-resident investor's behalf in respect of any Australian taxable income distributed or attributed by the Fund.

Where the distribution or attribution includes Australian sourced interest, a final withholding tax of 10% will apply to that component. The final withholding tax on amounts referable to royalties and dividends is dependent on relevant Double Taxation Agreements and whether the dividend is franked.

A concessional final withholding tax rate of 15% will apply to distributions or attributions of fund payments to investors that are tax residents in countries approved as 'information exchange countries'. A fund payment is a distribution or attribution of an amount other than an amount referable to interest, dividends, royalties, non-taxable Australian real property capital gains or amounts that are not from an Australian source.

A final withholding tax rate of 30% will apply to fund payments attributed or distributed to investors that are not residents of information exchange countries.

A 'final' withholding tax means that tax is deducted from the relevant component of the investor's Fund attribution or distribution and the investor is not required to lodge an Australian tax return in respect of this component. Further, expenses incurred in connection with deriving this income cannot be claimed as a deduction against this income in Australia.

### *Tax on disposal of units*

Where a non-resident investor holds less than 10% of the units in the Fund, the investor should not be subject to Australian capital gains tax on disposal of units.

## 6.3 Foreign Account Tax Compliance Act and Common Reporting Standard

The Fund is required to collect and report financial account information about US tax residents, and certain entities that have US controlling persons to the Australian Taxation Office ("ATO"). This information may be forwarded by the ATO onto the US Internal Revenue Service.

The Fund is also required to collect and report financial account information for all non-resident investors and certain entities with non-resident controlling persons under the Common Reporting Standard for the Automatic Exchange of Financial Account Information ("CRS") to the ATO. CRS applies from 1 July 2017. The ATO may exchange this information with the participating foreign tax authorities of those non-resident investors.

To assist us in complying with these obligations, we may request certain information from you.

## 6.4 Indirect investors

The taxation information in this PDS does not consider the treatment of indirect investors. Indirect investors should consult their tax adviser in relation to investing through an IDPS.







## 7. Applications & withdrawals

### 7.1 How to invest

The method of investing in the Fund depends on whether the investor is a direct or indirect investor. CFM reserves the right to establish higher or lower minimum investment amounts or minimum balances than those stated in this PDS, or to decline part or all of any application. Investors should retain a copy of this PDS and any supplementary documents for future reference if they wish to make additional investments. All application monies will be held in an interest bearing trust account. Interest will not be paid to applicants and any interest earned on application funds will be paid to the Fund.

CFM does not intend to allow any resident investor to hold 20% or more or any individual non-resident investor to hold 10% or more of the units on issue in the Fund at any time.

#### DIRECT INVESTORS

Direct investors should complete the application form accompanying this PDS and return it to CFM with their initial investment. Initial investments must be a minimum of \$10,000. Payments must be made by way of cheque, BPay® or direct debit.

Additional investments of at least \$1,000 can be made at any time by completing an additional units application form and returning it to CFM along with payment, which can be made via cheque, BPay® or direct debit.

An application will not be accepted until payment has been received in full in cleared funds.

Refer to Section 10 for further information.

#### INDIRECT INVESTORS

Investors can make investments indirectly through an IDPS by directing the IDPS operator to acquire units in the Fund on their behalf.

Indirect investors do not become unitholders in the Fund and accordingly they do not acquire the same rights as direct investors. Those rights are acquired by the IDPS operator. The IDPS operator can exercise or decline to exercise the rights they have as a unitholder on the investor's behalf according to the arrangements governing the IDPS.

### 7.2 Cut off times for applications

Where properly completed application forms and application monies are received on or by 1.00pm AEST (or AEDT when observed) on a Sydney business day, investors receive the issue price based on the valuation of assets at the close of business on that day. Sydney public holidays

and Sydney bank holidays are not regarded as Sydney business days.

Properly completed application forms and application monies received after 1.00pm AEST (or AEDT when observed) on a Sydney business day are taken to be received on the next Sydney business day.

### 7.3 Cooling off rights

#### DIRECT INVESTORS

Under the Corporations Act, a 14 day cooling off period applies to an investment made in the Fund by retail clients. If during the cooling off period an investor decides the investment does not meet their needs, then they should advise CFM in writing or electronically.

The 14 day period commences at the end of the 5th business day after units are issued, or when an investor receives their transaction confirmation, whichever is earlier. The cooling off period will lapse if an investor transacts on their account within the 14 days.

Refunds will be processed at the issue price on the day the refund is made. Investors should note that, as a result, the amount to be refunded will be increased or reduced for market movements since the issue date of the units. Further, any tax, fees or duty incurred, as well as the buy/sell spread, may be deducted. This could result in the amount returned being greater or less than the original investment.

#### INDIRECT INVESTORS

Indirect investors should consult the IDPS operator about any cooling off rights they may have.

### 7.4 Fund withdrawals

#### WITHDRAWAL POLICY

At the date of this PDS, CFM is of the view that the Fund is "liquid" as defined under the Corporations Act. This is because CFM reasonably expects that at least 80% of the assets of the Fund will be able to be sold within the 365 day period prescribed in the Fund Constitution (being the number of days CFM has to pay withdrawals).

In normal market conditions, the Fund will aim to hold Readily Realisable Assets above 50% and therefore expects to be able to meet withdrawal requests on a daily basis.

However, CFM has to balance providing withdrawal opportunities with the need to ensure that the Fund is not forced to sell its assets below their intrinsic value solely to fund withdrawal requests. Accordingly, if the Fund's Readily Realisable Assets fall to 40% or below of its net assets, CFM is likely to offer less frequent withdrawal

periods (for example monthly, quarterly or annually) with withdrawal limits.

In exceptional circumstances (for example periods of prolonged and substantial market volatility leading to valuation uncertainty), withdrawals may be suspended if CFM believes it is in the best interests of investors to do so. In such circumstances the Fund may be declared illiquid and any future withdrawals may occur by way of the withdrawal offer procedure for illiquid funds required by the Corporations Act.

### DAILY WITHDRAWALS

Where daily withdrawals are offered, withdrawal requests received on any day will be met to the extent of the lesser of 5% of net assets or the amount that Readily Realisable Assets are in excess of 40% of net assets as at the end of the previous Sydney business day ("Daily Available Funds").

If the amount required to meet all requests received in a day exceeds Daily Available Funds then withdrawal requests will be met pro-rata, with the unsatisfied portion being carried forward to the following day and treated as if it were a new withdrawal request received in that day.

For example, if the Fund had net assets of \$50 million and Readily Realisable Assets were \$21 million, an amount of up to \$1 million would be available for withdrawals, being the excess over 40%. If withdrawal requests were received for \$2 million, investors would receive approximately half of the amount set out in their withdrawal request, with the remaining half carried forward and treated as a new request in the following period. Under this scenario, an individual investor who had lodged a request to withdraw \$30,000 would receive \$15,000, with the remaining \$15,000 carried forward to the next period.

If withdrawal requests for two successive days exceed Daily Available Funds, it is likely CFM will immediately implement a more restrictive withdrawal policy.

### WITHDRAWAL PROCESS

To make a withdrawal, direct investors should complete a Withdrawal Request Form available from the Cromwell website, at [www.cromwell.com.au/forms](http://www.cromwell.com.au/forms). IDPS investors can only withdraw through the IDPS operator in accordance with their terms and conditions.

Where daily withdrawals are in effect and a withdrawal request is received before 1.00pm Sydney time on a business day, the proceeds of the withdrawal are normally paid within 5 business days from the date the withdrawal request is received. Where a longer withdrawal period is in effect (e.g., monthly) and a withdrawal request is received before 1.00pm Sydney time on the last business day of a withdrawal period, the proceeds of the withdrawal are normally paid within 20 days after the end of the withdrawal period. Where requests are received after

these times, they are taken to have been received on the next Sydney business day, and will be dealt with as part of the next day/period's withdrawal requests.

The withdrawal price is calculated based on net assets at the close of business on the day the withdrawal request is received or deemed received as the case may be.

The minimum withdrawal amount is \$10,000. If a withdrawal would result in an investor having less than \$10,000 then CFM may regard the withdrawal request as relating to the investor's entire holding.

CFM may determine that part of the withdrawal amount payable to any investor consists of income.

### WITHDRAWALS WHERE FUND IS ILLIQUID

The information about withdrawals above assumes that the Fund remains "liquid" as defined in the Corporations Act. Under the Corporations Act, where a fund is "illiquid", the responsible entity can only allow withdrawals by way of a prescribed withdrawal offer procedure, although it is not obliged to do so. Where CFM declares the Fund "illiquid", but no such offer is made, investors will have no right to withdraw from the Fund.

### SUSPENSION OR VARIATION OF WITHDRAWALS

Notwithstanding the above, withdrawals may be suspended in certain circumstances generally or if CFM believes it is in the best interests of investors to do so. In addition, CFM must, at all times, ensure that investors in the Fund are not unfairly treated by any withdrawal facility offered. CFM may therefore vary the terms and conditions of any withdrawal facility to ensure the fair and equal treatment of all investors. Any variation will be communicated to investors via [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf).

### INDIRECT INVESTORS

The above information about withdrawals from the Fund will apply to the operator of the IDPS and not the indirect investor. Indirect investors should consult the IDPS about withdrawals from the Fund.

## 7.5 Transferring units

An investor can transfer units in the Fund to another person by providing CFM with a completed standard transfer form signed by both the transferor and the transferee. CFM reserves the right to decline transfer requests in its absolute discretion including when a transfer is not completed correctly, is not stamped, if any resident investor would hold 20% or more of units or if any individual non-resident investor would hold 10% or more of units.

Tax implications could be associated with the transfer of units. Investors should discuss their circumstances with their professional adviser before requesting a transfer.

## 8. Investment services

### 8.1 Customer service and enquiries

Cromwell utilises the services of Boardroom Pty Limited to manage the Fund's registry. Investors and financial advisers can set up a user account with Boardroom which allows them to administer aspects of their holdings online. Visit: [www.investorserve.com.au/cromwell](http://www.investorserve.com.au/cromwell) for further details.

For further information about an investment in the Fund, contact Cromwell Investor Services.

Brisbane office hours: 8:30 am and 5:00 pm, Monday to Friday (except public holidays).

Alternatively, CFM can be contacted via:

**Phone:** 1300 268 078  
**Fax:** +61 7 3225 7788  
**Email:** [invest@cromwell.com.au](mailto:invest@cromwell.com.au)  
**In writing:** Cromwell Funds Management Limited  
GPO Box 1093  
Brisbane, QLD 4001  
AUSTRALIA

### 8.2 Communicating with investors

Units in the Fund are "ED (Enhanced Disclosure) Securities" as defined under the Corporations Act, and consequently the Fund is expected to be a "disclosing entity" as defined under the Corporations Act.

As a disclosing entity, the Fund is subject to regular reporting and disclosure obligations and must lodge various documents with ASIC. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office. Investors are entitled to obtain a copy of the following documents:

- the annual financial report of the Fund most recently lodged with ASIC;
- any half year financial report lodged with ASIC by the Fund after lodgement of the most recent annual financial report and before the date of the PDS; and
- any continuous disclosure notices given by the Fund after lodgement of the most recent annual report and before the date of the PDS. Continuous disclosure notices can also be found at [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf).

### DIRECT INVESTORS

Direct investors, that is investors not investing via an IDPS, will receive the following communications from CFM, unless they elect otherwise:

- an investment confirmation following the issue of units;
- quarterly investment statements detailing their investment transactions;
- quarterly investment reports detailing the performance and activities of the Fund;
- an annual transaction statement; and
- an AMIT member annual statement detailing information required for inclusion in the investor's income tax return.

Annual financial reports will be made available at [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf). They will not be sent to investors unless requested.

### INDIRECT INVESTORS

An indirect investor will not receive statements, tax information or other information directly from CFM. An indirect investor should receive equivalent information from the operator of the IDPS. Up to date access to investment information is also available online at [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf).

### 8.3 Complaints handling

The Constitution sets out the procedure by which CFM is to receive, consider, investigate and respond to complaints by investors who are dissatisfied with the management or administration of the Fund.

If investors wish to make a complaint, CFM can be contacted via:

**Fax:** +61 7 3225 7788  
**Email:** [complaints@cromwell.com.au](mailto:complaints@cromwell.com.au)  
**In writing:** The Dispute Resolution Officer  
Cromwell Funds Management Limited  
GPO Box 1093  
Brisbane, QLD 4001  
AUSTRALIA

CFM will acknowledge any complaint in writing immediately. CFM will within 45 days investigate, properly consider and decide what action (if any) to take or offer regarding the complaint and communicate its decision to the investor.

CFM may, at its discretion, give any of the following remedies to a complainant:

- information and explanation regarding the circumstances giving rise to the complaint;
- an apology;
- compensation for loss incurred by the investor as a direct result of the breach (if any); and/or
- such other remedies as CFM considers appropriate.

If the investor is dissatisfied with the decision made by CFM, the investor may refer the complaint to the Financial Ombudsman Service ("FOS"), an external complaints resolution scheme of which CFM is a member, at the address set out below:

**Financial Ombudsman Service**  
GPO Box 3  
Melbourne, VIC 3001

Alternatively, further information is available by contacting FOS on:

**Phone:** 1800 367 287  
**Website:** [www.fos.org.au](http://www.fos.org.au)  
**Email:** [info@fos.org.au](mailto:info@fos.org.au)

## 8.4 Privacy statement

Cromwell has a Board approved privacy policy, which includes CFM. CFM collects and manages personal information in accordance with this policy, the Privacy Act 1988 (Cth) and the Australian Privacy Principles.

The application form accompanying this PDS requires an investor to provide personal information. CFM and service providers to CFM or the Fund may collect, hold and use personal information in order to assess an application, service an investor's needs, send marketing communications about other Cromwell investment opportunities, provide facilities and services to investors, CFM or the Fund and for other purposes permitted under the Privacy Act 1988 (Cth). Tax, company and anti-money laundering law also require some of the information to be collected in connection with an application. If an investor does not provide the information requested or provides us with incomplete or inaccurate information, their application may not be able to be processed efficiently, or at all. Information may be disclosed to an investor's financial adviser and to CFM's agents and service providers on the basis that they deal with such information in accordance with Cromwell's privacy policy.

Personal information may also be used by us to administer, monitor and evaluate products and services, gather, aggregate and report statistical information, assist an investor with any queries and take measures to detect

and prevent fraud and other illegal activity. CFM may also be allowed or obliged to disclose information by law. If an investor has concerns about the completeness or accuracy of the information CFM has about them or would like to access or amend personal information held by CFM, they can contact Cromwell's privacy officer using the contact details provided. A copy of Cromwell's privacy policy can be obtained from [www.cromwellpropertygroup.com](http://www.cromwellpropertygroup.com) or from the privacy officer.

Further information can be obtained by contacting:

**The Privacy Officer**  
**Cromwell Property Group**  
**Phone:** +61 7 3225 7777  
**Fax:** +61 7 3225 7788

## 8.5 Anti-Money Laundering and Counter Terrorism Financing

In making the offer contained in this PDS and in operating the Fund, CFM is required to comply with the Anti-Money Laundering and Counter-Terrorism Financing ("AML/CTF") legislation. This means that CFM will require investors to provide personal information and documentation in relation to their identity when they invest in the Fund. CFM may need to obtain additional information and documentation from an investor to process their application or subsequent transactions or at other times during their investment.

CFM needs to identify an investor (including all investor types noted on the application form), an investor's legal representative or anyone acting on the investor's behalf (including under a power of attorney), prior to the issue or transfer of units in the Fund. CFM cannot issue units until all relevant information has been received and an investor's identity has been satisfactorily verified, and in these circumstances CFM will not be liable for any resulting loss.

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

CFM may be required to disclose this information to the Australian Transaction Reports and Analysis Centre ("AUSTRAC") or other government bodies. CFM may be prohibited from informing you of such disclosure.

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

## 9. Additional information

### 9.1 Constitution

The Constitution, this PDS, the Corporations Act and other laws (such as the general law relating to trusts) govern the relationship between investors and CFM.

The Constitution establishes the managed investment scheme known as the Cromwell Australian Property Fund.

The Constitution sets out the basis upon which CFM is appointed responsible entity of the Fund. The responsible entity or the appointed custodian holds the assets of the Fund at all times on trust for the investors subject to the provisions of the Constitution, the Corporations Act and other relevant laws.

A number of the provisions of the Constitution have been dealt with elsewhere in this PDS. Other important provisions of the Constitution are set out below. A copy of the Constitution can be inspected at ASIC or at CFM's head office, or can be requested by contacting us on 1300 268 078.

Generally the Constitution:

- defines when the Fund may be wound up and what investors are entitled to receive on winding up;
- details the powers and responsibilities of CFM as responsible entity to manage and administer the Fund; and
- states that an investor's liability is generally limited to the amount paid or which remains unpaid on that investor's units, however higher courts are yet to determine the effectiveness of these types of provisions.

In relation to CFM's powers, duties and liabilities as responsible entity of the Fund, the Constitution:

- allows CFM to refuse applications for units, in whole or in part, at CFM's discretion and without giving reasons;
- allows CFM to set a minimum investment to be made in the Fund;
- provides that, unless the Corporations Act or other law provides otherwise or CFM acts fraudulently, negligently or in breach of trust involving a failure to show the degree of care and diligence required of it having regard to the powers, authorities or discretions conferred on it by the Constitution, CFM is not liable for any loss suffered in any way relating to the Fund; and
- allows CFM to change the Constitution, but only with investors' approval if the change would adversely affect the rights of investors.

### 9.2 Compliance plan & committee

The compliance plan outlines the principles and procedures which CFM intends to follow to ensure that it complies with the provisions of its Australian financial services licence, the Corporations Act and the Constitution.

Each year the compliance plan is independently audited, as required by the Corporations Act, and a copy of the auditor's report is lodged with ASIC.

CFM has a compliance committee with a majority of external members. The functions of the compliance committee include:

- assessing the adequacy of the compliance plan and recommending any changes; and
- monitoring compliance with the compliance plan and reporting findings to CFM.

### 9.3 Disclosure of interests

No expert or any firm in which any expert is a partner has any interest in the offer under the PDS and no amounts have been paid or agreed to be paid (other than normal fees) to any expert or any firm in which they are a partner, for services rendered by the expert or the firm in connection with the offer under this PDS.

### 9.4 Interests and fees of other parties

Other than as set out below or elsewhere in the PDS, no director of CFM or any person named in the PDS as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the PDS has, within the two year period prior to the date of this PDS, had an interest in the promotion of the Fund and no amounts, whether in cash or shares or otherwise, have been paid or agreed to be paid to any director or proposed director either to induce him to become, or to qualify as, a director, or otherwise for services rendered in connection with the promotion of the Fund.

### 9.5 Consents

#### 9.5.1 BOARDROOM PTY LIMITED

Boardroom Pty Limited has given its written consent to be named in this PDS in the form and context in which it is named and has not withdrawn its consent prior to the date of the PDS.

#### 9.5.2 PHOENIX PORTFOLIOS PTY LTD

Phoenix Portfolios Pty Ltd has given its written consent to be named in the PDS in the form and context in which it is named and to the inclusion of statements or information

by or on Phoenix Portfolios Pty Ltd in the form and context in which they appear in the PDS and has not withdrawn its consent prior to the date of this PDS.

## 9.6 Directors of CFM

Some of the directors of CFM (and entities associated with the directors of CFM) hold securities in Cromwell Property Group. CFM is a wholly-owned subsidiary of CCL. Therefore, the directors will benefit indirectly from any profit generated by CFM from promoting and managing the Fund.

## 9.7 Related party arrangements

Related party transactions with Cromwell entities are reviewed and approved by senior management and the CFM Board or a Board Committee, in accordance with clearly identified governance policies and guidelines. Decisions in relation to any conflict of interest and related party transactions are documented.

As well as being the responsible entity of the Fund, CFM is also the responsible entity of DPF, PSF and PCF and so will receive fees from those funds. For more information see the PDS for each of those funds available from [www.cromwell.com.au](http://www.cromwell.com.au) or by calling Cromwell's Investor Services Team on 1300 268 078.

When the Fund invests into DPF, PSF and PCF it will do so on exactly the same terms as other investors. Accordingly, CFM is satisfied that the transactions will occur on arm's length terms and so do not require unitholder approval. CFM and/or another related entity of Cromwell may receive fees from any property trust it manages.

### SERVICE PROVIDERS

CFM has appointed a number of related entities to provide services to the Fund, including:

- Cromwell Operations, provides accounting and related services to the Fund; and
- Cromwell BT Pty Ltd ("Cromwell BT"), provides custodial services to the Fund.

Cromwell Operations and Cromwell BT provide services to the Fund under a written arrangement. The appointment of these entities is not exclusive and CFM or the related party entities may engage external service providers to undertake some or all of the functions noted in their relevant agreements.

The appointment of these entities has been done in accordance with CFM's policies and has been made on arm's length commercial terms at market rates or better. Compliance with these policies is monitored in accordance with the Fund's Compliance Plan.

CFM, Cromwell Operations and Cromwell BT are wholly-owned subsidiaries of CCL.

Cromwell Operations undertakes accounting and other administrative functions for Cromwell and its managed funds. Cromwell Operations provides accounting services and may provide administrative services to the Fund from time to time.

The value of the financial benefit received by Cromwell Operations for accounting services would be in the form of fees received from the Fund. However, at the date of the PDS, Cromwell Operations does not intend to charge any fees for the accounting and other administrative services it provides. If fees are charged, they will be set and reviewed annually having regard to the nature and scope of work performed and taking into account similar fees charged by other managers and service providers, and the cost of providing the services.

Cromwell BT is the Custodian of the Fund. The value of the financial benefit received by Cromwell BT would be in the form of fees received from the Fund. However, at the date of the PDS, Cromwell BT does not intend to charge any fees for the custodial services it provides. If fees are charged, they will be set and reviewed annually having regard to the nature and scope of work performed and taking into account similar fees charged by other managers and service providers.

CFM may also appoint other related parties from time to time to undertake services for the Fund.



### FURTHER INFORMATION

As appropriate, CFM will provide ongoing updates of material service engagements and financial benefits that are paid to related parties through updates to investors. Any updates can be found on our website at [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf).

The value of related party payments are also reported yearly as part of the Fund's audited annual accounts. Audited annual accounts for the Fund are prepared and available on our website [www.cromwell.com.au/apf](http://www.cromwell.com.au/apf).







## 10. Application instructions and forms

	<b>Read the PDS</b>	<b>PDS available from:</b> www.cromwell.com.au/apf 1300 268 078 invest@cromwell.com.au
	<b>Apply Online</b>	Visit <a href="http://apply.cromwell.com.au">http://apply.cromwell.com.au</a>
	<b>Complete the Application Form</b>	Investment Application Form also available to existing Fund unitholders: Additional Unit Application Form
	<b>Post</b>	<b>Mail your application form/s to the Fund's registrar:</b> Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001

**BoardRoom**  
Smart Business Solutions

### Payment Details

You can make payment in one of four ways:

	<b>BPAY®</b>	To make payment by BPAY®, use Biller Code 299743 and contact Boardroom Pty Limited on <b>1300 737 760</b> or <a href="mailto:cromwell@boardroomlimited.com.au">cromwell@boardroomlimited.com.au</a> for your Reference number.
	<b>Cheque</b>	Cheques should be either Australian bank cheques or drawn on an Australian domiciled account in the name of the applicant and made payable to: <b>CFM APF APPLICATION</b>  Cheques should be posted in the same envelope as your signed application form.
	<b>Direct Debit</b>	Direct debit is an electronic payment option where you authorise CFM to withdraw an approved sum from your account. If you would like to take advantage of this payment option, please complete the Direct Debit Request Form and ensure you read the Direct Debit Service Agreement.
	<b>Electronic Transfer</b>	If you would like to make payment by electronic funds transfer, instructions and bank account details can be found on the application form.

## Correct format of Registerable Titles

Only legal entities are allowed to hold units in the Fund. Applications must be in the name(s) of natural person(s), companies or other legal entities acceptable to the Fund. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registerable name may be included by way of an account designation if completed exactly as described in the example of correct forms of registerable title shown below.

Type of Investor	Correct format of Registerable Name	Incorrect format
<b>Individual</b>		
Use given names, not initials	John Alfred Smith	J A Smith
<b>Company</b>		
Use company name, not abbreviations. Director(s) names must be completed within the Applicant(s) Details section	ABC Pty Ltd	ABC P/L or ABC Co
<b>Trust<sup>1</sup></b>		
Use trustee(s) names	Sue Smith	Sue Smith Family Trust
Use name of the trust in the account designator section	Sue Smith Family Trust	Sue Smith
<b>Superannuation Funds</b>		
Use name of trustee of fund	Jane Smith Pty Ltd	Jane Smith Super Fund
Use name of fund in the account designator section	Jane Smith Super Fund	Jane Smith Pty Ltd
<b>Deceased Estates<sup>2</sup></b>		
Use executor(s) names	Sue Lennon	Estate of the Late Jon Lennon
Use name of the deceased in the account designator section	Estate of the Late Jon Lennon	
<b>A Minor (less than 18 years old)<sup>3</sup></b>		
Use trustee(s) personal names	Sue Smith	Junior Smith
Use name of the minor in the account designator section	Junior Smith	Sue Smith

1. If there are two or more trustees, please name each. All trustees should sign.

2. A copy of the grant of probate or letters of administration, originally certified as being a true and accurate copy of the original by a Justice of the Peace, a lawyer or a commissioner of declarations should be attached.

3. If the minor does not hold a TFN, please supply the TFN of one of the trustees.

## Reminders

CFM has the sole discretion whether to accept or reject an application. CFM will reject an application if application monies are not received in full and in cleared funds. If your application is rejected, wholly or in part, then CFM will notify you in writing and return the relevant application monies, within 30 business days. By applying for units, you are making an offer to become an investor in the Fund and you are agreeing to be legally bound by the Constitution and the terms of this PDS. A summary of the Constitution is included in Section 9.1 of this PDS.

## INCOMPLETE APPLICATIONS

If for any reason Cromwell is unable to process your application (e.g. if the application form is incorrectly completed or we have not received all required identification and verification documents or the application monies in full in cleared funds), we may, at our absolute discretion, delay your application and, where possible, request you to rectify any deficiencies in your application. In such an instance, your application monies will be held in a trust account pursuant to section 1017E of the Corporations Act. If your application is not processed within 30 days, your application monies will be returned.

# Investor identification

In 2006 the Federal Government enacted the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF). The purpose of this legislation is to enable Australia's financial sector to maintain international business relationships, detect and prevent money laundering and terrorism financing by meeting the needs of law enforcement agencies and to bring Australia in line with international standards.

## Why does this legislation affect Cromwell?

As CFM is the responsible entity for investment products, we have to meet stringent investor identification and verification requirements. This means that prior to units in any Cromwell-managed fund being issued, we must be 'reasonably satisfied' that investors are who they claim to be.

## What do you need to do?

If you invest in the Fund through a financial adviser or an IDPS facility then they will request and collect any verification materials. If you are investing directly, you need to complete the application form and provide certified copies of identification documents which relate to the type of entity making the investment:

Type of Entity	Forms to be completed	Page
Individual / Joint Investors (each applicant must complete a form)	APPLICATION FORM 1: Individual & Sole Traders Form	39
Australian Companies	APPLICATION FORM 2: Australian Companies Form	45
Australian Regulated Trusts (including Self Managed Super Funds)	APPLICATION FORM 3: Australian Regulated Trusts (including Self Managed Super Funds) Form	51
Unregulated Australian Trusts and Foreign Trusts (e.g. Family, Unit and Testamentary Trusts)	APPLICATION FORM 4: Unregulated Australian Trusts and Foreign Trusts Form	57

## Not on the list?

If you are investing via a type of entity not listed above, please phone Cromwell on 1300 268 078 to discuss which form is appropriate for your needs, or visit [www.cromwell.com.au/aml](http://www.cromwell.com.au/aml) for a complete list of Investor Application Forms.

We may request additional information from you where we reasonably consider it necessary to satisfy our obligations under the AML/CTF Act, and applications will not be processed until the necessary information is provided.

## Who is allowed to certify AML/CTF Identification documents?

a Justice of the Peace
a commissioner for declarations
a member of the Institution of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants
a person who is enrolled on the roll of the Supreme Court of a State or Territory, or High Court of Australia, as a legal practitioner (however described)
a judge of a court or a magistrate
a permanent employee of Australia Post employed in an office supplying postal services to the public with 5 years continuous service
a full time teacher at a school or tertiary institution
a police officer

a person who, under a law in force in a State or Territory, is currently licenced or registered to practice one of the following occupations: Chiropractor, Dentist, Medical practitioner, Nurse, Optometrist, Pharmacist, Physiotherapist, Psychologist, Veterinary surgeon

an officer with, or authorised representative of, a holder of an Australian financial services licence, having 2 or more continuous years of service with one or more licensees

any other persons mentioned in Part 1 and Part 2 of the Statutory Declarations Regulations 1993 – Schedule 2.

## Politically exposed person (PEP) means an individual:

- 1) who holds a prominent public position or function in a government body or an international organisation, including:
  - a) Head of State or head of a country or government; or
  - b) government minister or equivalent senior politician; or
  - c) senior government official; or
  - d) Judge of the High Court of Australia, the Federal Court of Australia or a Supreme Court of a State or Territory, or a Judge of a court of equivalent seniority in a foreign country or international organisation; or
  - e) governor of a central bank or any other position that has comparable influence to the Governor of the Reserve Bank of Australia; or
  - f) senior foreign representative, ambassador, or high commissioner; or
  - g) high-ranking member of the armed forces; or
  - h) board chair, chief executive, or chief financial officer of, or any other position that has comparable influence in, any State enterprise or international organisation; and
- 2) an immediate family member of a person referred to in paragraph (1), including:
  - a) a spouse; or
  - b) a de facto partner; or
  - c) a child and a child's spouse or de facto partner; or
  - d) a parent; and
- 3) a close associate of a person referred to in paragraph (1), which means any individual who is known (having regard to information that is public or readily available) to have:
  - a) joint beneficial ownership of a legal entity or legal arrangement with a person referred to in paragraph (1); or
  - b) sole beneficial ownership of a legal entity or legal arrangement that is known to exist for the benefit of a person described in paragraph (1).

## A "beneficial owner":

- 1) of a person who is a reporting entity, means an individual who owns or controls (directly or indirectly) the reporting entity;
- 2) of a person who is a customer of a reporting entity, means an individual who ultimately owns or controls (directly or indirectly) the customer;
- 3) in this definition, control includes control as a result of, or by means of, trusts, agreements, arrangements, understandings and practices, whether or not having legal or equitable force and whether or not based on legal or equitable rights, and includes exercising control through the capacity to determine decisions about financial and operating practices;
- 4) in this definition, owns means ownership (either directly or indirectly) of 25% or more of a person.



# Investment Application Form 1 - Individuals & Sole Traders

## INDIVIDUAL 2

Surname  Date of Birth (dd/mm/yyyy)

Title  Full Given Name(s)

### Residential Address (PO Box is NOT acceptable)

Street

Suburb  State  Postcode  Country

**Complete this part if individual is a sole trader.**

Full Business Name (if any)  ABN (if any)

### Principal Place of Business (if any) (PO Box is NOT acceptable)

Street

Suburb  State  Postcode  Country

Please include your TFN in the space provided to ensure tax is not deducted from distributions.

### Tax File Number

If the investor above is exempt from providing a TFN, please provide the reason for the exemption (eg: Sole Parent Benefits, Service Pension, etc.)

## INDIVIDUAL 1 & 2

Individual investors may designate an investment on behalf of another individual. CFM is only required to act on instructions from the investors listed in Part 3. CFM is not bound to take any notice of any interest of any person listed in the Account Designator.

### Account Designator

A T F

## PART 4

### POLITICALLY EXPOSED PERSON

The information below is required under the Anti-Money Laundering and Counter-terrorism Financing Act 2006 (refer to page 36).

## INDIVIDUAL 1

Are you a **Politically Exposed Person** (as defined on Page 38)?

☐ **No** Go to Part 5

☐ **Yes** If you answered "Yes" please provide details of how you meet the definition of Politically Exposed Person

## INDIVIDUAL 2

Are you a **Politically Exposed Person** (as defined on Page 38)?

☐ **No** Go to Part 5

☐ **Yes** If you answered "Yes" please provide details of how you meet the definition of Politically Exposed Person

## PART 5

### IDENTIFICATION DOCUMENTS (ORIGINALLY CERTIFIED COPIES TO BE PROVIDED)

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The information below is required under the Anti-Money Laundering and Counter-terrorism Financing Act 2006 (refer to page 38).

For each individual please attach an originally certified, legible copy of the ID documentation you are relying upon to confirm your identity (and any required translation). Contact the Cromwell Investor Service Team on 1300 268 078 if you are unable to provide the required documents.

#### PART 5.1

Acceptable primary photographic ID documents.

##### Select ONE valid option from this section only

- Australian State / Territory driver's licence containing a photograph of the person
  - Australian passport (a passport that has expired within the preceding 2 years is acceptable)
  - Card issued under a State or Territory for the purpose of proving a person's age containing a photograph of the person
  - Foreign passport or similar travel document containing a photograph and the signature of the person\*
- 

#### PART 5.2

Acceptable secondary ID documents (should only be completed if you do not own a document from Part 5.1).

##### Select ONE valid option from this section

- Australian birth certificate
- Australian citizenship certificate
- Pension card issued by Centrelink
- Health card issued by Centrelink

##### AND ONE valid option from this section

- A document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual and which contains the individual's name and residential address
  - A document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or by the Commonwealth to the individual), which contains the individual's name and residential address
  - A document issued by a local government body or utilities provider within the preceding 3 months which records the provision of services to that address or to that person (the document must contain the individual's name and residential address)
  - If under the age of 18, a notice that was issued to the individual by a school principal within the preceding 3 months, and contains the name and residential address, and records the period of time that the individual attended that school
- 

#### PART 5.3

Acceptable foreign documents (should only be completed if you do not own a document from Part 5.1).

##### BOTH documents from this section must be presented

- Foreign driver's licence that contains a photograph of the person in whose name it is issued and the individual's date of birth\*
- National ID card issued by a foreign government containing a photograph and a signature of the person in whose name the card was issued\*

\* Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.



## PART 6

## TAX INFORMATION

Collection of tax status in accordance with the United States Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS).

## INDIVIDUAL 1

Tax Residency rules differ by country. Whether an individual is tax resident of a particular country is often (but not always) based on the amount of time a person spends in a country, the location of a person's residence or place of work. For the US, tax residency can be as a result of citizenship or residency.

A TIN is the number assigned by each country for the purposes of administering tax laws. This is the equivalent of a Tax File Number in Australia or a Social Security Number in the US. If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

Please answer BOTH tax residency questions:

Is the individual a tax resident of Australia?

☐ Yes ☐ No

Is the individual a tax resident of another Country?

☐ Yes ☐ No

If the individual is a tax resident of a country other than Australia, please provide their Tax Identification Number (TIN) or equivalent below. If they are a tax resident of more than one other country, please list all relevant countries below.

Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>

If there are more countries, provide details on a separate sheet and tick this box.

☐

**Reason A** The country of tax residency does not issue TINs to tax residents.

**Reason B** The individual has not been issued with a TIN.

**Reason C** The country of tax residency does not require the TIN to be disclosed.

## INDIVIDUAL 2

Tax Residency rules differ by country. Whether an individual is tax resident of a particular country is often (but not always) based on the amount of time a person spends in a country, the location of a person's residence or place of work. For the US, tax residency can be as a result of citizenship or residency.

A TIN is the number assigned by each country for the purposes of administering tax laws. This is the equivalent of a Tax File Number in Australia or a Social Security Number in the US. If a TIN is not provided, please list one of the three reasons specified (A, B or C) for not providing a TIN.

Please answer BOTH tax residency questions:

Is the individual a tax resident of Australia?

☐ Yes ☐ No

Is the individual a tax resident of another Country?

☐ Yes ☐ No

If the individual is a tax resident of a country other than Australia, please provide their Tax Identification Number (TIN) or equivalent below. If they are a tax resident of more than one other country, please list all relevant countries below.

Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>

If there are more countries, provide details on a separate sheet and tick this box.

☐

**Reason A** The country of tax residency does not issue TINs to tax residents.

**Reason B** The individual has not been issued with a TIN.

**Reason C** The country of tax residency does not require the TIN to be disclosed.

## PART 7

## DISTRIBUTION PAYMENTS

You are required to provide your bank account details for payment of distributions. Distributions will not be paid by cheque. We can only accept Australian bank account details. If no bank account details are provided, your distributions will be reinvested.

This account must be in the investors name. Payment to a third party is not permitted.

If you select Partial Participation in the distribution reinvestment please ensure you provide bank account details for the cash portion of your distribution.

Account Name	<input type="text"/>													
Financial Institution	<input type="text"/>													
BSB	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Account Number	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If you would like your distribution reinvested as additional units please select one of the following options:

Full Participation	<input type="checkbox"/>	Partial Participation	<input type="checkbox"/>	Specify the number of securities or percentage you would like to participate	<input type="text"/>
--------------------	--------------------------	-----------------------	--------------------------	--	----------------------

## PART 8

APPLICANT(S) CONTACT DETAILS [MUST NOT BE ADVISER DETAILS]

Please enter contact details, including phone numbers in case we need to contact you in relation to your application.

Adviser details are not acceptable unless your Adviser holds a power of attorney, a certified copy of which must be provided.

These contact details will be used for all administration correspondence.

Address	<input type="text"/>										
City	<input type="text"/>					State	<input type="text"/>	Postcode	<input type="text"/>	<input type="text"/>	<input type="text"/>
Phone	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	After hours	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Mobile	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Facsimile	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Email	<input type="text"/>										

By providing this email address, you agree to receive all communications, including transaction confirmations, statements, reports and other notifications required by the Corporations Act, by email. From time to time we may still need to send correspondence by post. Contact us if you would like to receive a hard copy of the annual report in the post.

Would you like to be advised of other offers from Cromwell? Yes ☐ No ☐

How did you hear about the Fund?

## PART 9

## ADVISER DETAILS

If an Initial Advice Fee is nominated we will deduct this amount from your application amount and pay this fee to your Adviser.

Adviser given name	<input type="text"/>										
Adviser surname	<input type="text"/>										
Adviser company (if applicable)	<input type="text"/>										
Adviser Phone	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	
Adviser email	<input type="text"/>										
Dealer Group Name	<input type="text"/>					AFSL No:	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Initial Advice Fee (if applicable):	<input type="text"/>	%	(Max 3.3%, incl. GST)								

## PART 10

## ADDITIONAL INVESTMENT ENQUIRER

If you would like someone other than the Contact or your Adviser to be able to enquire about this investment, please provide us with their details here.

Given name	<input type="text"/>											
Surname	<input type="text"/>											
Date of birth	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	/	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	Company (if applicable)	<input type="text"/>

## PART 11

### DECLARATION AND AUTHORISATION

I/we declare that I/we have received and read the current PDS and agree to be bound by it and the Constitution (each as amended from time to time). I/we declare that the offer was received and accepted in Australia and all information in this application is true and correct. I/we indemnify CFM against any liabilities whatsoever arising from acting on any information I/we provide in connection with this application. I/we have legal power to invest in accordance with this application and have complied with all applicable laws in doing so. I/we acknowledge that neither CFM or any other member of the Cromwell Property Group (including its directors and employees) guarantee the Fund's performance, the repayment of capital, any particular rate of return or any distribution. In the case of joint applications, the joint applicants agree that unless otherwise indicated on the application form, the units will be held as joint tenants and either investor is able to operate the account and bind the other investor for future transactions. If this application is signed under Power of Attorney, the Attorney declares that he/she has not received notice of revocation of the power. I/we acknowledge that we have read and understood the 'Privacy Statement' in the current PDS. Until I/we inform CFM otherwise, I/we will be taken to have consented to all uses of our personal information (including marketing) contained under that heading and to our adviser providing further personal information to CFM as required or reasonably deemed necessary by CFM. Any application can be accepted or rejected by CFM. I/we understand that if we fail to provide any information requested or do not agree to any of the possible uses or disclosure of our information as detailed in the PDS, our application may be rejected by CFM and CFM is released and indemnified in respect of any loss or liability arising from its inability to accept an application due to inadequate or incorrect details having been provided. I/we agree that CFM may provide details of our investment to the adviser group or adviser nominated by the means and in the format that they direct. I/we authorise CFM to calculate and pay the nominated advice fee, up to 3.3% of the application monies, to the nominated adviser /adviser group from our application monies. I/we understand that the advice fee cannot be refunded once paid. I/we declare the tax information provided is accurate.

If the application is signed by more than one person, who will operate the account: Any to sign ☐ All to sign together ☐

SIGNATURE A	SIGNATURE B
Date <input type="text"/> / <input type="text"/> / <input type="text"/>	Date <input type="text"/> / <input type="text"/> / <input type="text"/>
Name <input style="width: 90%;" type="text"/>	Name <input style="width: 90%;" type="text"/>

## PART 12

### PAYMENT DETAILS

*These details are required so your payment can be matched to your application form.*

Please indicate which payment method you have used:

- ☐ Cheque → Made payable to: **CFM APF APPLICATION**  
☐ Direct Debit → Complete Direct Debit Request form and attach  
☐ BPAY → Call 1300 737 760 for your Reference:

Biller Code: 299743

Reference:

- ☐ Electronic Transfer → BSB: 084 004 Account: 87 509 9461  
 Account Name: CFML APF Application Account  
 Reference: Applicant Name



## Investment Application Form 2 - Australian Companies

### 3.3 REGULATORY / LISTING DETAILS

If the company is regulated or listed, select the relevant category and provide the information requested.

☐ **Regulated company** (licensed by an Australian Commonwealth, State or Territory statutory regulator)

Regulator name

Licence details (e.g. AFSL, ACL, RSE)

☐ **Australian listed company**

Name of market / exchange

☐ **Majority-owned subsidiary of an Australian listed company**

Australian listed company name

Name of market / exchange

Go to Part 5

### 3.4 DIRECTORS

To be completed for proprietary companies only, not required for public companies as per Part 3.2.

How many directors are there?

**Provide full name of each director below**

Surname

Full given name(s)

1

2

3

4

5

If there are more directors, provide details on a separate sheet and tick this box. ☐

### 3.5 BENEFICIAL OWNERS

To be completed for proprietary companies only, not required for public companies as per Part 3.2.

Provide details of ALL individuals who are ultimately beneficial owners through one or more share holdings of more than 25% of the company's issued capital (through direct or indirect shareholdings).

#### BENEFICIAL OWNER 1

Surname

Date of Birth (dd/mm/yyyy)

Full Given Name(s)

**Residential Address** (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

Are you a **Politically Exposed Person** (as defined on Page 38)?

☐ **No** Go to Part 4

☐ **Yes** If you answered "Yes" please provide details of how you meet the definition of Politically Exposed Person

## Investment Application Form 2 - Australian Companies

### BENEFICIAL OWNER 2

Surname

Date of Birth (dd/mm/yyyy)

Full Given Name(s)

**Residential Address** (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

Are you a **Politically Exposed Person** (as defined on Page 38)?

☐

**No** Go to Part 4

☐

**Yes** If you answered "Yes" please provide details of how you meet the definition of Politically Exposed Person

### BENEFICIAL OWNER 3

Surname

Date of Birth (dd/mm/yyyy)

Full Given Name(s)

**Residential Address** (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

Are you a **Politically Exposed Person** (as defined on Page 38)?

☐

**No** Go to Part 4

☐

**Yes** If you answered "Yes" please provide details of how you meet the definition of Politically Exposed Person

## PART 4

### BENEFICIAL OWNER IDENTIFICATION DOCUMENTS (ORIGINALLY CERTIFIED COPIES TO BE PROVIDED)

The information below is required under the Anti-Money Laundering and Counter-terrorism Financing Act 2006 (refer to page 36). For each beneficial owner please attach an originally certified, legible copy of the ID documentation you are relying upon to confirm your identity (and any required translation). Contact the Cromwell Investor Service Team on 1300 268 078 if you are unable to provide the required documents.

#### PART 4.1

Acceptable primary photographic ID documents.

#### Select ONE valid option from this section only

- Australian State / Territory driver's licence containing a photograph of the person
- Australian passport (a passport that has expired within the preceding 2 years is acceptable)
- Card issued under a State or Territory for the purpose of proving a person's age containing a photograph of the person
- Foreign passport or similar travel document containing a photograph and the signature of the person\*

#### PART 4.2

Acceptable secondary ID documents (should only be completed if you do not own a document from Part 4.1).

#### Select ONE valid option from this section

- Australian birth certificate
- Australian citizenship certificate
- Pension card issued by Centrelink
- Health card issued by Centrelink



## Investment Application Form 2 - Australian Companies

### **AND ONE valid option from this section**

- A document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual and which contains the individual's name and residential address
- A document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or by the Commonwealth to the individual), which contains the individual's name and residential address
- A document issued by a local government body or utilities provider within the preceding 3 months which records the provision of services to that address or to that person (the document must contain the individual's name and residential address)
- If under the age of 18, a notice that was issued to the individual by a school principal within the preceding 3 months, and contains the name and residential address, and records the period of the period of time that the individual attended that school

### **PART 4.3**

Acceptable foreign documents (should only be completed if you do not own a document from Part 4.1).

### **BOTH documents from this section must be presented**

- Foreign driver's licence that contains a photograph of the person in whose name it is issued and the individual's date of birth\*
- National ID card issued by a foreign government containing a photograph and a signature of the person in whose name the card was issued\*

\* Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

## **PART 5**

### **TAX INFORMATION**

Collection of tax status in accordance with the United States Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS).

#### **5.1 TAX STATUS**

Select only ONE of the following categories and provide the information requested

- ☐ **Financial Institution** (A custodial or depository institution, an investment entity or a specified insurance company for FATCA/CRS purposes)

Provide the company's Global Intermediary Identification Number (GIIN), if applicable

If the company does not have a GIIN, please provide its FATCA status

*If the company is a Financial Institution, Part 5 is now complete, proceed to Part 6.*

- ☐ **Non-Financial Public Company** (Public companies as per Part 3.3 that are not Financial Institutions as described above)

*If the company is a Public Company, Part 5 is now complete, proceed to Part 6.*

- ☐ **An Active Non-Financial Entity (NFE)** (Active NFEs include entities where, during the previous reporting period, less than 50% of their gross income was passive income (e.g. dividends, interests and royalties) and less than 50% of assets held produced passive income. For other types of Active NFEs, refer to Section VII in the Annexure of the OECD 'Standard for Automatic Exchange of Financial Account Information' at [www.oecd.org](http://www.oecd.org).) (Proprietary companies as per Part 3.4 that are not Financial Institutions as described above)

If the company is an Active NFE, **please proceed to Part 5.3** (Country of Tax Residency).

- ☐ **Other** (Entities that are not previously listed – Passive Non-Financial Entities)

*Please proceed to Part 5.2 (Foreign Beneficial Owners).*

#### **5.2 FOREIGN BENEFICIAL OWNERS (INDIVIDUALS)**

Are any of the company's beneficial owners tax residents of countries other than Australia

Yes ☐ No ☐

If "Yes", please provide the details of these individuals below. For each individual please provide their country of tax residency and Tax Identification Number (TIN) for all relevant countries.

Full given name(s)	Surname	Role (e.g. Managing Director)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A,B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Reason A** The country of tax residency does not issue TINs to tax residents.

**Reason B** The individual has not been issued with a TIN.

**Reason C** The country of tax residency does not require the TIN to be disclosed.

## Investment Application Form 2 - Australian Companies

Full given name(s)	Surname	Role [e.g. Managing Director]
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A,B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Reason A** The country of tax residency does not issue TINs to tax residents.

**Reason B** The individual has not been issued with a TIN.

**Reason C** The country of tax residency does not require the TIN to be disclosed.

If there are more beneficial owners provide details on a separate sheet and tick this box ☐

*Please proceed to Part 5.3 [Country of Residency].*

### 5.3 COUNTRY OF TAX RESIDENCY

Is the Company a tax resident of a country other than Australia?

☐ Yes

☐ No

If "Yes", please provide the Company's country of tax residence and Tax Identification Number (TIN) or equivalent below. Please list all relevant countries below.

If No, *Part 5 is now complete, proceed to Part 6.*

Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>

If there are more countries, provide details on a separate sheet and tick this box. ☐

**Reason A** The country of tax residency does not issue TINs to tax residents.

**Reason B** The individual has not been issued with a TIN.

**Reason C** The country of tax residency does not require the TIN to be disclosed.

## PART 6

### DISTRIBUTION PAYMENTS

*You are required to provide your bank account details for payment of distributions. Distributions will not be paid by cheque. We can only accept Australian bank account details. If no bank account details are provided, your distributions will be reinvested.*

*This account must be in the investors name. Payment to a third party is not permitted.*

*If you select Partial Participation in the distribution reinvestment please ensure you provide bank account details for the cash portion of your distribution.*

Account Name	<input type="text"/>
Financial Institution	<input type="text"/>
BSB	<input type="text"/>
Account Number	<input type="text"/>

If you would like your distribution reinvested as additional units please select one of the following options:

Full Participation ☐

Partial Participation ☐

Specify the number of securities or percentage you would like to participate

## PART 7

### APPLICANT(S) CONTACT DETAILS [MUST NOT BE ADVISER DETAILS]

*Please enter contact details, including phone numbers in case we need to contact you in relation to your application.*

*Adviser details are not acceptable unless your Adviser holds a power of attorney, a certified copy of which must be provided.*

*These contact details will be used for all administration correspondence.*

Address	<input type="text"/>		
City	<input type="text"/>	State	<input type="text"/>
		Postcode	<input type="text"/>
Phone	<input type="text"/>	After hours	<input type="text"/>
Mobile	<input type="text"/>	Facsimile	<input type="text"/>
Email	<input type="text"/>		

By providing this email address, you agree to receive all communications, including transaction confirmations, statements, reports and other notifications required by the Corporations Act, by email. From time to time we may still need to send correspondence by post. Contact us if you would like to receive a hard copy of the annual report in the post.

Would you like to be advised of other offers from Cromwell?

Yes ☐

No ☐

How did you hear about the Fund?

## Investment Application Form 2 - Australian Companies

### PART 8

#### ADVISER DETAILS

*If an Initial Advice Fee is nominated we will deduct this amount from your application amount and pay this fee to your Adviser.*

Adviser given name	<input type="text"/>
Adviser surname	<input type="text"/>
Adviser company (if applicable)	<input type="text"/>
Adviser Phone	<input type="text"/> - <input type="text"/>
Adviser email	<input type="text"/>
Dealer Group Name	<input type="text"/> AFSL No: <input type="text"/>
Initial Advice Fee (if applicable):	<input type="text"/> % (Max 3.3%, incl. GST)

### PART 9

#### ADDITIONAL INVESTMENT ENQUIRER

*If you would like someone other than the Contact or your Adviser to be able to enquire about this investment, please provide us with their details here.*

Given name	<input type="text"/>
Surname	<input type="text"/>
Date of birth	<input type="text"/> / <input type="text"/> / <input type="text"/>
Company (if applicable)	<input type="text"/>

### PART 10

#### DECLARATION AND AUTHORISATION

I/we declare that I/we have received and read the current PDS and agree to be bound by it and the Constitution (each as amended from time to time). I/we declare that the offer was received and accepted in Australia and all information in this application is true and correct. I/we indemnify CFM against any liabilities whatsoever arising from acting on any information I/we provide in connection with this application. I/we have legal power to invest in accordance with this application and have complied with all applicable laws in doing so. I/we acknowledge that neither CFM or any other member of the Cromwell Property Group (including its directors and employees) guarantee the Fund's performance, the repayment of capital, any particular rate of return or any distribution. In the case of joint applications, the joint applicants agree that unless otherwise indicated on the application form, the units will be held as joint tenants and either investor is able to operate the account and bind the other investor for future transactions. If this application is signed under Power of Attorney, the Attorney declares that he/she has not received notice of revocation of the power. I/we acknowledge that we have read and understood the 'Privacy Statement' in the current PDS. Until I/we inform CFM otherwise, I/we will be taken to have consented to all uses of our personal information (including marketing) contained under that heading and to our adviser providing further personal information to CFM as required or reasonably deemed necessary by CFM. Any application can be accepted or rejected by CFM. I/we understand that if we fail to provide any information requested or do not agree to any of the possible uses or disclosure of our information as detailed in the PDS, our application may be rejected by CFM and CFM is released and indemnified in respect of any loss or liability arising from its inability to accept an application due to inadequate or incorrect details having been provided. I/we agree that CFM may provide details of our investment to the adviser group or adviser nominated by the means and in the format that they direct. I/we authorise CFM to calculate and pay the nominated advice fee, up to 3.3% of the application monies, to the nominated adviser /adviser group from our application monies. I/we understand that the advice fee cannot be refunded once paid. I/we declare the tax information provided is accurate.

If the application is signed by more than one person, who will operate the account: Any to sign ☐ All to sign together ☐

<div>SIGNATURE A</div> <div>Date <input type="text"/> / <input type="text"/> / <input type="text"/></div> <div>Name <input type="text"/></div>	<div>SIGNATURE B</div> <div>Date <input type="text"/> / <input type="text"/> / <input type="text"/></div> <div>Name <input type="text"/></div>
As a Company Officer you MUST specify your title: Director <input type="checkbox"/> Sole Director and Company Secretary <input type="checkbox"/>	As a Company Officer you MUST specify your title: Director <input type="checkbox"/> Company Secretary <input type="checkbox"/>

### PART 11

#### PAYMENT DETAILS

*These details are required so your payment can be matched to your application form.*

Please indicate which payment method you have used:

- |                                       |   |
|---------------------------------------|---|
| <input type="checkbox"/> Cheque       | → Made payable to: <b>CFM APF APPLICATION</b>   |
| <input type="checkbox"/> Direct Debit | → Complete Direct Debit Request form and attach |
| <input type="checkbox"/> BPAY         | → Call 1300 737 760 for your Reference:         |

Billers Code: 299743

Reference:

☐ Electronic Transfer → BSB: 084 004 Account: 87 509 9461

Account Name: CFML APF Application Account

Reference: Applicant Name

## Investment Application Form 3 - Australian Regulated Trusts (including SMSFs)



Please complete this form using BLACK INK and write clearly within the boxes in CAPITAL LETTERS. Mark appropriate answer boxes with a tick (✓). You should read the PDS dated 29 September 2017, issued by Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214, before completing this investment application form.

## PART 1

### INVESTMENT AMOUNT

Minimum application is \$10,000 and thereafter multiples of \$1,000. Payment instructions are detailed on page 1 of the Application Forms

Investment amount: \$ 

			.			.	0	0	0	.	0	0
--	--	--	---	--	--	---	---	---	---	---	---	---

## PART 2

## INVESTOR DETAILS

Has the person / entity investing in this Fund invested in a Cromwell managed fund previously?

☐ **Yes**, investor number:

Investment name:

*If there are no changes to any of your details go to Part 6*

1

## PART 3

## INVESTOR IDENTIFICATION

### 3.1 GENERAL INFORMATION

Full name of trust

\_\_\_\_\_

Full business name (if any)

\_\_\_\_\_

Country where trust established

\_\_\_\_\_

### 3.2 TYPE OF REGULATED TRUST

Select only *ONE* of the following trust categories and provide the information requested.

☐ Self-Managed Superannuation Fund

Provide the SMSE's ABN

\_\_\_\_\_

☐ Registered managed investment scheme

Provide Australian Registered Scheme Number (ARSN)

\_\_\_\_\_

☐ **Unregistered managed investment scheme** (a managed investment scheme that is not registered by ASIC, that only has wholesale clients and does not make small scale offerings to which section 1012E of the Corporation Act 2001 applies)

Provide Scheme's ABN

\_\_\_\_\_

☐ Government superannuation fund

Provide name of the legislation establishing the fund

\_\_\_\_\_

☐ **Other regulated trusts** (a trust that is subject to the regulatory oversight of a Commonwealth, State or Territory statutory regulator, e.g. APRA - regulated superannuation fund)

Provide name of the regulator (e.g. ASIC, APRA, ATO)

Provide the trust's ABN or registration / licensing details

\_\_\_\_\_

INTERNAL USE ONLY

*If not provided above, please include your ABN or TFN in the space provided to ensure tax is not deducted from distributions.*

TFN								
-----	--	--	--	--	--	--	--	--

--

### INDIVIDUAL DETAILS (TO BE COMPLETED IF SELECTED TRUSTEE IS AN INDIVIDUAL)

Surname		Date of Birth (dd/mm/yyyy)	
<input type="text"/>		<input type="text"/>	<input type="text"/>
Title	Full Given Name(s)		
<input type="text"/>	<input type="text"/>		
<b>Residential Address</b> (PO Box is NOT acceptable)			
Street			
<input type="text"/>			
Suburb	State	Postcode	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Surname		Date of Birth (dd/mm/yyyy)	
<input type="text"/>		<input type="text"/>	<input type="text"/>
Title	Full Given Name(s)		
<input type="text"/>	<input type="text"/>		
<b>Residential Address</b> (PO Box is NOT acceptable)			
Street			
<input type="text"/>			
Suburb	State	Postcode	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**AUSTRALIAN COMPANY DETAILS** (TO BE COMPLETED IF SELECTED TRUSTEE IS AN AUSTRALIAN COMPANY)

Full name as registered by ASIC			
<input type="text"/>			
ACN			
<input type="text"/>			
<b>Registered office address</b> (PO Box is NOT acceptable)			
Street			
<input type="text"/>			
Suburb	State	Postcode	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Principal place of business (if any)</b> (PO Box is NOT acceptable)			
Street			
<input type="text"/>			
Suburb	State	Postcode	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

☐ **Public**      Go to Part 5.3

☐ **Proprietary**      Go to Part 5.4

# Investment Application Form 3 - Australian Regulated Trusts (including SMSFs)

## 5.3 REGULATORY / LISTING DETAILS

Select the following categories which apply to the trustee company and provide the information requested.

☐ **Regulated company** (licensed by an Australian Commonwealth, State or Territory statutory regulator)

Regulator name

Licence details

☐ **Australian listed company**

Name of market / exchange

☐ **Majority-owned subsidiary of an Australian listed company**

Australian listed company name

Name of market / exchange

## 5.4 DIRECTORS

To be completed for proprietary companies only, not required for public companies as per Part 5.2.

How many directors are there?

**Provide full name of each director below**

Surname

Full given name(s)

1

2

3

4

5

If there are more directors, provide details on a separate sheet and tick this box. ☐

## 5.5 BENEFICIAL OWNERS

To be completed for proprietary companies only, not required for public companies per Section 5.2.

Provide details of ALL individuals who are ultimately beneficial owners through one or more share holdings of more than 25% of the company's issued capital, (through direct or indirect share holdings).

### Beneficial owner 1

Surname

Full given name(s)

### Beneficial owner 2

Surname

Full given name(s)

### Beneficial owner 3

Surname

Full given name(s)

## PART 6

### TAX INFORMATION

#### 6.1 TAX STATUS

Collection of tax status in accordance with the United States Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS).

Regulated super funds (Self-Managed Superannuation Funds, APRA regulated super funds, government super funds or pooled superannuation trusts) are not required to complete Part 6 and can proceed to Part 7.

Provide the Trust or trustee's Global Intermediary Identification Number (GIIN), if applicable

If the Trust or trustee is a Financial Institution but does not have a GIIN, provide its FATCA status (select ONE of the following statuses)

- ☐ Deemed Compliant Financial Institution  
☐ Excepted Financial Institution  
☐ Exempt Beneficial Owner  
☐ Non Reporting IGA Financial Institution  
☐ Nonparticipating Financial Institution  
☐ Other (describe the FATCA status in the box provided)



# Investment Application Form 3 - Australian Regulated Trusts (including SMSFs)

## PART 7

### DISTRIBUTION PAYMENTS

You are required to provide your bank account details for payment of distributions. Distributions will not be paid by cheque. We can only accept Australian bank account details. If no bank account details are provided, your distributions will be reinvested.

This account must be in the investors name. Payment to a third party is not permitted.

If you select Partial Participation in the distribution reinvestment please ensure you provide bank account details for the cash portion of your distribution.

Account Name														
Financial Institution														
BSB							Account Number							

If you would like your distribution reinvested as additional units please select one of the following options:

Full Participation	<input type="checkbox"/>	Partial Participation	<input type="checkbox"/>	Specify the number of securities or percentage you would like to participate	<input type="text"/>
--------------------	--------------------------	-----------------------	--------------------------	--	----------------------

## PART 8

### APPLICANT(S) CONTACT DETAILS [MUST NOT BE ADVISER DETAILS]

Please enter contact details, including phone numbers in case we need to contact you in relation to your application.

Adviser details are not acceptable unless your Adviser holds a power of attorney, a certified copy of which must be provided.

These contact details will be used for all administration correspondence.

Address																								
City						State			Postcode															
Phone						-									After hours									
Mobile						-									Facsimile									
Email																								

By providing this email address, you agree to receive all communications, including transaction confirmations, statements, reports and other notifications required by the Corporations Act, by email. From time to time we may still need to send correspondence by post. Contact us if you would like to receive a hard copy of the annual report in the post.

Would you like to be advised of other offers from Cromwell? Yes ☐ No ☐

How did you hear about the Fund?

## PART 9

### ADVISER DETAILS

If an Initial Advice Fee is nominated we will deduct this amount from your application amount and pay this fee to your Adviser.

Adviser given name														
Adviser surname														
Adviser company (if applicable)														
Adviser Phone														
Adviser email														
Dealer Group Name								AFSL No:						
Initial Advice Fee (if applicable):			%	(Max 3.3%, incl. GST)										

## PART 10

### ADDITIONAL INVESTMENT ENQUIRER

If you would like someone other than the Contact or your Adviser to be able to enquire about this investment, please provide us with their details here.

Given name																		
Surname																		
Date of birth				/				/							Company (if applicable)			

# Investment Application Form 3 - Australian Regulated Trusts (including SMSFs)

## PART 11

### DECLARATION AND AUTHORISATION

I/we declare that I/we have received and read the current PDS and agree to be bound by it and the Constitution (each as amended from time to time). I/we declare that the offer was received and accepted in Australia and all information in this application is true and correct. I/we indemnify CFM against any liabilities whatsoever arising from acting on any information I/we provide in connection with this application. I/we have legal power to invest in accordance with this application and have complied with all applicable laws in doing so. I/we acknowledge that neither CFM or any other member of the Cromwell Property Group (including its directors and employees) guarantee the Fund's performance, the repayment of capital, any particular rate of return or any distribution. In the case of joint applications, the joint applicants agree that unless otherwise indicated on the application form, the units will be held as joint tenants and either investor is able to operate the account and bind the other investor for future transactions. If this application is signed under Power of Attorney, the Attorney declares that he/she has not received notice of revocation of the power. I/we acknowledge that we have read and understood the 'Privacy Statement' in the current PDS. Until I/we inform CFM otherwise, I/we will be taken to have consented to all uses of our personal information (including marketing) contained under that heading and to our adviser providing further personal information to CFM as required or reasonably deemed necessary by CFM. Any application can be accepted or rejected by CFM. I/we understand that if we fail to provide any information requested or do not agree to any of the possible uses or disclosure of our information as detailed in the PDS, our application may be rejected by CFM and CFM is released and indemnified in respect of any loss or liability arising from its inability to accept an application due to inadequate or incorrect details having been provided. I/we agree that CFM may provide details of our investment to the adviser group or adviser nominated by the means and in the format that they direct. I/we authorise CFM to calculate and pay the nominated advice fee, up to 3.3% of the application monies, to the nominated adviser /adviser group from our application monies. I/we understand that the advice fee cannot be refunded once paid. I/we declare the tax information provided is accurate.

If the application is signed by more than one person, who will operate the account: Any to sign ☐ All to sign together ☐

SIGNATURE A

SIGNATURE B

Date  /  /

Date  /  /

Name

Name

If a Company Officer or Trustee, you MUST specify your title:

Director ☐ Sole Director and Company Secretary ☐

Trustee ☐ Other

If a Company Officer or Trustee, you MUST specify your title:

Director ☐ Company Secretary ☐

Trustee ☐ Other

## PART 12

### PAYMENT DETAILS

*These details are required so your payment can be matched to your application form.*

Please indicate which payment method you have used:

- ☐ Cheque → Made payable to: **CFM APF APPLICATION**  
☐ Direct Debit → Complete Direct Debit Request form and attach  
☐ BPAY → Call 1300 737 760 for your Reference:

Billor Code: 299743

Reference:

- ☐ Electronic Transfer → BSB: 084 004 Account: 87 509 9461  
Account Name: CFML APF Application Account  
Reference: Applicant Name

INTENTIONALLY LEFT BLANK

## Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts



Please complete this form using BLACK INK and write clearly within the boxes in CAPITAL LETTERS. Mark appropriate answer boxes with a tick(✓). You should read the PDS dated 29 September 2017, issued by Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214, before completing this investment application form.

## PART 1

### INVESTMENT AMOUNT

Minimum application is \$10,000 and thereafter multiples of \$1,000. Payment instructions are detailed on page 1 of the Application Forms.

Investment amount: \$ 

			,				,0	0	0	.	0	0
--	--	--	---	--	--	--	----	---	---	---	---	---

## PART 2

## INVESTOR DETAILS

Has the person / entity investing in this Fund invested in a Cromwell managed fund previously?

☐ **Yes**, investor number:

Investment name:

*If there are no changes to any of your details go to Part 8*

1

## PART 3

## TRUST DETAILS

### 3.1 GENERAL INFORMATION

Full name of trust

\_\_\_\_\_

Full business name (if any)

--

Country where trust established

[illegible]

Full name of the settlor of trust

Unless:

- the material asset contribution to the trust by the settlor at the time the trust is established is less than \$10,000; or
- the settlor is deceased.

\_\_\_\_\_

### 3.2 TYPE OF UNREGULATED TRUST

Select only **ONE** of the following types of unregulated trusts.

- ☐ Family Trust
- ☐ Charitable Trust
- ☐ Testamentary Trust
- ☐ Unit Trust
- ☐ Other trust type

Provide description

\_\_\_\_\_

Please include your ABN or TFN in the space provided to ensure tax is not deducted from distributions.

ABN										TFN								
-----	--	--	--	--	--	--	--	--	--	-----	--	--	--	--	--	--	--	--

If exempt from providing a TFN and/or ABN, please provide the reason for the exemption

--

INTERNAL USE ONLY

## Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts

### 3.3 BENEFICIARY DETAILS

Do the terms of the trust identify the beneficiaries by reference to membership of a class?

☐ **Yes**

Provide details of the membership class / es (e.g. unit holders, family members of named person, charitable purpose)

☐ **No**

How many beneficiaries are there?

**Provide full name of each beneficiary below**

Surname

Full given name(s)

If there are more beneficiaries provide details on a separate sheet and tick this box. ☐

### 3.4 TRUSTEE DETAILS

How many trustees are there?

**Provide the name and residential / business addresses of ALL of the trustees below**

#### TRUSTEE 1

Full given name(s) or Company name

Surname

Residential address if an individual trustee or company registered office address (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

#### TRUSTEE 2

Full given name(s) or Company name

Surname

Residential address if an individual trustee or company registered office address (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

#### TRUSTEE 3

Full given name(s) or Company name

Surname

Residential address if an individual trustee or company registered office address (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

#### TRUSTEE 4

Full given name(s) or Company name

Surname

Residential address if an individual trustee or company registered office address (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

If there are more trustees, provide details on a separate sheet and tick this box. ☐

# Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts

## PART 4

### TRUST IDENTIFICATION DOCUMENTS (ORIGINALLY CERTIFIED COPIES TO BE PROVIDED)

The Information below is required under the Anti-Money Laundering and Counter-terrorism Financing Act 2006 (refer to page 38).

**Acceptable Documents** (use one of the following to verify the Unregulated Trust)

- An originally certified copy or certified extract of the Trust Deed\*.
- A notice issued by the Australian Taxation Office within the last 12 months (e.g. a Notice of Assessment).
- A letter from a solicitor or qualified accountant that confirms the name of the Trust\*.

\* Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

#### IMPORTANT

→ Please attach an **originally certified**, legible copy of the ID documentation used to verify the Trust.

**Complete ONLY ONE of the following sections, as required, to collect the additional information about the identity of ONLY ONE of the trustees:**

- Part 5 – where the selected trustee is an individual.
- Part 6 – where the selected trustee is an Australian Company.

## PART 5

### INDIVIDUAL DETAILS (TO BE COMPLETED IF SELECTED TRUSTEE IS AN INDIVIDUAL)

#### 5.1 PERSONAL DETAILS

Surname

Date of Birth (dd/mm/yyyy)

--	--	--	--	--	--	--	--

Full Given Name(s)

## PART 5A

### INDIVIDUAL TRUSTEE IDENTIFICATION DETAILS (ORIGINALLY CERTIFIED COPIES TO BE PROVIDED)

Select from Part 5A.1, or if the trustee does not own a document from Part 5A.2, then select from either Part 5A.2 or Part 5A.3:

#### PART 5A.1

Acceptable primary  
photographic ID documents

Select ONE valid option from this section only

- Australian State / Territory driver's licence containing a photograph of the person.
- Australian passport (a passport that has expired within the preceding 2 years is acceptable).
- Card issued under a State or Territory for the purpose of proving a person's age containing a photograph of the person.
- Foreign passport or similar travel document containing a photograph and the signature of the person\*.

#### PART 5A.2

Acceptable secondary  
ID documents  
[should only be completed  
if the individual does not own  
a document from Part 5.1]

Select ONE valid option from this section

- Australian birth certificate.
- Australian citizenship certificate.
- Pension card issued by Centrelink.
- Health card issued by Centrelink.

**AND ONE valid option from this section**

- A document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual and which contains the individual's name and residential address.
- A document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or by the Commonwealth to the individual), which contains the individual's name and residential address. **Block out the TFN before scanning, copying or storing this document.**
- A document issued by a local government body or utilities provider within the preceding 3 months which records the provision of services to that address or to that person (the document must contain the individual's name and residential address).



# Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts

## PART 5A.3

Acceptable foreign ID documents  
(should only be completed if the individual does not own a document from Part 5.1).

### BOTH documents from this section must be presented

- Foreign driver's licence that contains a photograph of the person in whose name it is issued and the individual's date of birth\*
- National ID card issued by a foreign government containing a photograph and a signature of the person in whose name the card was issued\*

\* Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

If the selected trustee is an individual, Part 5 is now complete, please proceed to Part 7

## PART 6

### AUSTRALIAN COMPANY DETAILS (TO BE COMPLETED IF SELECTED TRUSTEE IS AN AUSTRALIAN COMPANY)

#### 6.1 GENERAL INFORMATION

Full name as registered by ASIC

ACN

Registered office address (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

Principal place of business (if any) (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

#### 6.2 COMPANY TYPE

Select only ONE of the following categories.

☐

Public

Go to Part 6.3

☐

Proprietary

Go to Part 6.4

#### 6.3 REGULATORY / LISTING DETAILS

Select the following categories which apply to the trustee company and provide the information requested.

☐

**Regulated company** (licensed by an Australian Commonwealth, State or Territory statutory regulator)

Regulator name

Licence details (e.g. AFSL, ACL, RSE)

☐

**Australian listed company**

Name of market / exchange

☐

**Majority-owned subsidiary of an Australian listed company**

Australian listed company name

Name of market / exchange

# Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts

## 6.4 DIRECTORS

To be completed for proprietary companies only, not required for public companies as per Part 6.2.

How many directors are there?

### Provide full name of each director below

Surname

Full given name(s)

1

2

3

4

5

If there are more directors, provide details on a separate sheet and tick this box. ☐

## 6.5 BENEFICIAL OWNERS

To be completed for proprietary companies only, not required for public companies as per Part 6.2.

Provide details of ALL individuals who are ultimately beneficial owners through one or more share holdings of more than 25% of the company's issued capital (through direct or indirect share holdings).

### Beneficial owner 1

Surname

Date of Birth (dd/mm/yyyy)

Title

Full Given Name(s)

### Residential Address (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

Are you a **Politically Exposed Person** (as defined on Page 38)?

☐

No Go to Part 7

☐

Yes If you answered "Yes" please provide details of how you meet the definition of Politically Exposed Person

### Beneficial owner 2

Surname

Date of Birth (dd/mm/yyyy)

Title

Full Given Name(s)

### Residential Address (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

Are you a **Politically Exposed Person** (as defined on Page 38)?

☐

No Go to Part 7

☐

Yes If you answered "Yes" please provide details of how you meet the definition of Politically Exposed Person

# Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts

## Beneficial owner 3

Surname

Date of Birth (dd/mm/yyyy)

Title

Full Given Name(s)

### Residential Address (PO Box is NOT acceptable)

Street

Suburb

State

Postcode

Country

Are you a **Politically Exposed Person** (as defined on Page 38)?

☐

**No**    *Go to Part 7*

☐

**Yes**    *If you answered "Yes" please provide details of how you meet the definition of Politically Exposed Person*

## PART 7

### BENEFICIAL OWNER IDENTIFICATION DOCUMENTS (ORIGINALLY CERTIFIED COPIES TO BE PROVIDED)

For each beneficial owner please attach an originally certified, legible copy of the ID documentation you are relying upon to confirm your identity (and required translation).

#### PART 7.1

Acceptable primary  
photographic ID documents.

#### Select ONE valid option from this section only

- Australian State / Territory driver's licence containing a photograph of the person.
- Australian passport (a passport that has expired within the preceding 2 years is acceptable).
- Card issued under a State or Territory for the purpose of proving a person's age containing a photograph of the person.
- Foreign passport or similar travel document containing a photograph and the signature of the person\*.

#### PART 7.2

Acceptable secondary  
ID documents  
(should only be completed  
if the individual does not own  
a document from Part 7.1).

#### Select ONE valid option from this section

- Australian birth certificate.
- Australian citizenship certificate.
- Pension card issued by Centrelink.
- Health card issued by Centrelink.

#### AND ONE valid option from this section

- A document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual and which contains the individual's name and residential address.
- A document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or by the Commonwealth to the individual), which contains the individual's name and residential address. **Block out the TFN before scanning, copying or storing this document.**
- A document issued by a local government body or utilities provider within the preceding 3 months which records the provision of services to that address or to that person (the document must contain the individual's name and residential address).

#### PART 7.3

Acceptable foreign ID  
documents  
(should only be completed if  
the individual does not own a  
document from Part 7.1).

#### BOTH documents from this section must be presented

- Foreign driver's licence that contains a photograph of the person in whose name it is issued and the individual's date of birth\*
- National ID card issued by a foreign government containing a photograph and a signature of the person in whose name the card was issued\*

\* Documents that are written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.

# Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts

## PART 8

### TAX INFORMATION

#### 8.1 TAX STATUS

Collection of tax status in accordance with the United States Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS).

Part 8 is not required for deceased estates (deceased estates can proceed to Part 9).

Select only ONE of the following categories and provide the information requested.

- ☐ **Financial Institution or Trust with a Trustee that is a Financial Institution** (A trust that is primarily established for custodial or investment purposes or a trust that has a trustee that is a Financial Institution in its own right).

Provide the Trust or trustee's Global Intermediary Identification Number (GIIN), if applicable.

If the Trust or the trustee is a Financial Institution but does not have a GIIN, provide its FATCA status (select ONE of the following statuses).

- ☐ Deemed Compliant Financial Institution  
☐ Excepted Financial Institution  
☐ Exempt Beneficial Owner  
☐ Non Reporting IGA Financial Institution  
☐ Nonparticipating Financial Institution  
☐ Other (describe the FATCA status in the box provided)

#### PLEASE ANSWER THE QUESTION BELOW FOR ALL FINANCIAL INSTITUTIONS

Is the Financial Institution an Investment Entity located in a Non-Participating CRS Jurisdiction and managed by another Financial Institution?

- ☐ Yes - *Proceed to Part 8.2* (Foreign Controlling Persons).  
☐ No - *Part 8 is now complete, proceed to Part 9.*

CRS Participating Jurisdictions are on the OECD website at <http://www.oecd.org/tax/automatic-exchange/crs-implementation-and-assistance/crs-by-jurisdiction>.

- ☐ **Australian Registered Charity or Deceased Estate.** If the Trust is an Australian Registered Charity or Deceased Estate *Part 8 is complete, proceed to Part 9.*

- ☐ **A Foreign Charity or an Active Non-Financial Entity (NFE)** (Active NFEs include entities where, during the previous reporting period, less than 50% of their gross income was passive income (e.g. dividends, interests and royalties) and less than 50% of assets held produced passive income. For other types of Active NFEs, refer to Section VII in the Annexure of the OECD 'Standard for Automatic Exchange of Financial Account Information' at [www.oecd.org](http://www.oecd.org).)

If the Trust is a Foreign (non-Australian) Charity or an Active NFE, *please proceed to Part 8.3* (Country of Residency).

- ☐ **Other** (Trusts that are not previously listed – Passive Non-Financial Entities)  
*Please go to Part 8.2* (Foreign Controlling Persons).

#### 8.2 FOREIGN CONTROLLING PERSONS (INDIVIDUALS)

A Controlling Person is any individual who directly or indirectly exercises control over the Trust. For a trust, this includes all trustee's, settlors, protectors or beneficiaries. For a trustee company this includes any beneficial owners controlling more than 25% of the shares in the company or senior managing officials.

Are any of the Trust's Controlling Persons tax residents of countries other than Australia? Yes ☐ No ☐

If the trustee is a company, are any of this company's Controlling Persons tax residents of countries other than Australia? Yes ☐ No ☐

If you answered "Yes" to either of the two questions above, please provide the details of the Controlling Persons below. For each Controlling Person please provide their country of tax residency and Tax Identification Number (TIN) for all relevant countries.

Full given names(s)	Surname	Role (e.g. Trustee)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A,B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Reason A** The country of tax residency does not issue TINs to tax residents

**Reason B** The individual has not been issued with a TIN

**Reason C** The country of tax residency does not require the TIN to be disclosed

## Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts

Full given names(s)	Surname	Role (e.g. Trustee)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A,B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>

If there are more controlling persons, provide details on a separate sheet and tick this box ☐

**Reason A** The country of tax residency does not issue TINs to tax residents

**Reason B** The individual has not been issued with a TIN

**Reason C** The country of tax residency does not require the TIN to be disclosed

Proceed to Part 8.3

### 8.3 COUNTRY OF TAX RESIDENCY

Is the Trust a tax resident of a country other than Australia? ☐ Yes ☐ No

If Yes, please provide the Trust's country of tax residence and Tax Identification Number (TIN) or equivalent below. If the Trust is a tax resident of more than one other country, please list all relevant countries below.

If No, please proceed to Part 9

Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	TIN	If no TIN, list reason A, B or C
<input type="text"/>	<input type="text"/>	<input type="text"/>

If there are more countries, provide details on a separate sheet and tick this box. ☐

**Reason A** The country of tax residency does not issue TINs to tax residents

**Reason B** The individual has not been issued with a TIN

**Reason C** The country of tax residency does not require the TIN to be disclosed

## PART 9

### DISTRIBUTION PAYMENTS

You are required to provide your bank account details for payment of distributions. Distributions will not be paid by cheque. We can only accept Australian bank account details. If no bank account details are provided, your distributions will be reinvested.

This account must be in the investors name. Payment to a third party is not permitted.

If you select Partial Participation in the distribution reinvestment please ensure you provide bank account details for the cash portion of your distribution.

Account Name	<input type="text"/>
Financial Institution	<input type="text"/>
BSB	<input type="text"/>
Account Number	<input type="text"/>

If you would like your distribution reinvested as additional units please select one of the following options:

Full Participation <input type="checkbox"/>	Partial Participation <input type="checkbox"/>	Specify the number of securities or percentage you would like to participate <input type="text"/>
---	--	---

## PART 10

### APPLICANT(S) CONTACT DETAILS [MUST NOT BE ADVISER DETAILS]

Please enter contact details, including phone numbers in case we need to contact you in relation to your application.

Adviser details are not acceptable unless your Adviser holds a power of attorney, a certified copy of which must be provided.

These contact details will be used for all administration correspondence.

Address	<input type="text"/>		
City	<input type="text"/>	State	<input type="text"/>
Phone	<input type="text"/>	After hours	<input type="text"/>
Mobile	<input type="text"/>	Facsimile	<input type="text"/>
Email	<input type="text"/>		

By providing this email address, you agree to receive all communications, including transaction confirmations, statements, reports and other notifications required by the Corporations Act, by email. From time to time we may still need to send correspondence by post. Contact us if you would like to receive a hard copy of the annual report in the post.

Would you like to be advised of other offers from Cromwell? Yes ☐ No ☐

How did you hear about the Fund?



# Investment Application Form 4 - Unregulated Australian Trusts & Foreign Trusts

## PART 11

### ADVISER DETAILS

If an Initial Advice Fee is nominated we will deduct this amount from your application amount and pay this fee to your Adviser.

Adviser given name	<input type="text"/>
Adviser surname	<input type="text"/>
Adviser company (if applicable)	<input type="text"/>
Adviser Phone	<input type="text"/> - <input type="text"/>
Adviser email	<input type="text"/>
Dealer Group Name	<input type="text"/> AFSL No: <input type="text"/>
Initial Advice Fee (if applicable):	<input type="text"/> % (Max 3.3%, incl. GST)

## PART 12

### ADDITIONAL INVESTMENT ENQUIRER

If you would like someone other than the Contact or your Adviser to be able to enquire about this investment, please provide us with their details here.

Given name	<input type="text"/>
Surname	<input type="text"/>
Date of birth	<input type="text"/> / <input type="text"/> / <input type="text"/>
Company (if applicable)	<input type="text"/>

## PART 13

### DECLARATION AND AUTHORISATION

I/we declare that I/we have received and read the current PDS and agree to be bound by it and the Constitution (each as amended from time to time). I/we declare that the offer was received and accepted in Australia and all information in this application is true and correct. I/we indemnify CFM against any liabilities whatsoever arising from acting on any information I/we provide in connection with this application. I/we have legal power to invest in accordance with this application and have complied with all applicable laws in doing so. I/we acknowledge that neither CFM or any other member of the Cromwell Property Group (including its directors and employees) guarantee the Fund's performance, the repayment of capital, any particular rate of return or any distribution. In the case of joint applications, the joint applicants agree that unless otherwise indicated on the application form, the units will be held as joint tenants and either investor is able to operate the account and bind the other investor for future transactions. If this application is signed under Power of Attorney, the Attorney declares that he/she has not received notice of revocation of the power. I/we acknowledge that we have read and understood the 'Privacy Statement' in the current PDS. Until I/we inform CFM otherwise, I/we will be taken to have consented to all uses of our personal information (including marketing) contained under that heading and to our adviser providing further personal information to CFM as required or reasonably deemed necessary by CFM. Any application can be accepted or rejected by CFM. I/we understand that if we fail to provide any information requested or do not agree to any of the possible uses or disclosure of our information as detailed in the PDS, our application may be rejected by CFM and CFM is released and indemnified in respect of any loss or liability arising from its inability to accept an application due to inadequate or incorrect details having been provided. I/we agree that CFM may provide details of our investment to the adviser group or adviser nominated by the means and in the format that they direct. I/we authorise CFM to calculate and pay the nominated advice fee, up to 3.3% of the application monies, to the nominated adviser /adviser group from our application monies. I/we understand that the advice fee cannot be refunded once paid. I/we declare the tax information provided is accurate.

If the application is signed by more than one person, who will operate the account: Any to sign ☐ All to sign together ☐

<div>SIGNATURE A</div> <div>Date <input type="text"/> / <input type="text"/> / <input type="text"/></div> <div>Name <input type="text"/></div> <div>If a Company Officer or Trustee, you MUST specify your title: Director <input type="checkbox"/> Sole Director and Company Secretary <input type="checkbox"/> Trustee <input type="checkbox"/> Other <input type="text"/></div>	<div>SIGNATURE B</div> <div>Date <input type="text"/> / <input type="text"/> / <input type="text"/></div> <div>Name <input type="text"/></div> <div>If a Company Officer or Trustee, you MUST specify your title: Director <input type="checkbox"/> Company Secretary <input type="checkbox"/> Trustee <input type="checkbox"/> Other <input type="text"/></div>
--	--

## PART 14

### PAYMENT DETAILS

These details are required so your payment can be matched to your application form.

Please indicate which payment method you have used:

<input type="checkbox"/> Cheque	→ Made payable to: CFM APF APPLICATION
<input type="checkbox"/> Direct Debit	→ Complete Direct Debit Request form and attach
<input type="checkbox"/> BPAY	→ Call 1300 737 760 for your Reference:
	Billers Code: 299743
	Reference: <input type="text"/>
<input type="checkbox"/> Electronic Transfer	→ BSB: 084 004 Account: 87 509 9461
	Account Name: CFML APF Application Account
	Reference: Applicant Name

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## CROMWELL AUSTRALIAN PROPERTY FUND ARSN 153 092 516

## Additional Unit Application Form



This application form is for existing investors in the Cromwell Australian Property Fund who wish to apply for additional units in the Fund. The additional investment amount will be added to your existing investment in the Fund. You can only use this form if your application details are unchanged.

Please complete this form using BLACK INK and write clearly within the boxes in CAPITAL LETTERS. Mark appropriate answer boxes with a tick (✓). You should read the PDS dated 29 September 2017, issued by Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214, before completing this investment application form.

INTERNAL  
USE: PDS  
SOURCE

## PART 1 INVESTOR IDENTIFICATION

These details can be found on the welcome letter which confirmed your initial investment in the Fund.

Investor Number

Investment Name (Example: "John Smith" or "John Smith ATF John R Smith Super Fund")

## PART 2 INVESTMENT AMOUNT

Enter the amount you would like to increase your investment by.

Additional Investment Amount:

\$

## PART 3 ADVISER DETAILS

If an Initial Advice Fee is nominated we will deduct this amount from your application amount and pay this fee to your Adviser.

Adviser given name

Adviser surname

Adviser company  
(if applicable)

Adviser Phone

Adviser email

Initial Advice Fee (if applicable):

Licensed Dealer

Licence No:

% (Max 3.3%, incl. GST)

## PART 4 DECLARATION AND AUTHORISATION

I/we declare that I/we have received and read the current PDS and agree to be bound by it and the Constitution (each as amended from time to time). I/we declare that the offer was received and accepted in Australia and all information in this application is true and correct. I/we indemnify CFM against any liabilities whatsoever arising from acting on any information I/we provide in connection with this application. I/we have legal power to invest in accordance with this application and have complied with all applicable laws in doing so. I/we acknowledge that neither CFM or any other member of the Cromwell Property Group (including its directors and employees) guarantee the Fund's performance, the repayment of capital, any particular rate of return or any distribution. In the case of joint applications, the joint applicants agree that unless otherwise indicated on the application form, the units will be held as joint tenants and either investor is able to operate the account and bind the other investor for future transactions. If this application is signed under Power of Attorney, the Attorney declares that he/she has not received notice of revocation of the power. I/we acknowledge that we have read and understood the 'Privacy Statement' in the current PDS. Until I/we inform CFM otherwise, I/we will be taken to have consented to all uses of our personal information (including marketing) contained under that heading and to our adviser providing further personal information to CFM as required or reasonably deemed necessary by CFM. Any application can be accepted or rejected by CFM. I/we understand that if we fail to provide any information requested or do not agree to any of the possible uses or disclosure of our information as detailed in the PDS, our application may be rejected by CFM and CFM is released and indemnified in respect of any loss or liability arising from its inability to accept an application due to inadequate or incorrect details having been provided. I/we agree that CFM may provide details of our investment to the adviser group or adviser nominated by the means and in the format that they direct. I/we authorise CFM to calculate and pay the nominated advice fee, up to 3.3% of the application monies, to the nominated adviser /adviser group from our application monies. I/we understand that the advice fee cannot be refunded once paid.

SIGNATURE

Date

SIGNATURE

Date

Name

Name

## PART 5 PAYMENT DETAILS

These details are required so your payment can be matched to your application form.

Please indicate which payment method you've used:

- ☐ Cheque → Made payable to: CFM APF APPLICATION
- ☐ BPAY® → Biller Code: 299743 Reference Number:
- ☐ Direct Debit → Complete Direct Debit Request form and attach
- ☐ Electronic Transfer → BSB: 084 004 Account: 87 509 9461  
Account Name: CFML APF Application Account  
Account Reference: Applicant Name

INTERNAL USE ONLY

## IMPORTANT INFORMATION REQUIRED – FATCA/CRS

Cromwell is required to collect and report to the Australian Taxation Office (ATO) certain information about the tax residency of our unitholders. If you have not supplied Cromwell with your tax residency status previously, please do so by one of the following methods:

→ Online via your registered InvestorServe Access -

Visit [www.investorserve.com.au](http://www.investorserve.com.au) → My Details → FATCA-CRS Information

→ Email or Post a FATCA/CRS Form - Call Cromwell's Investor Services Team on 1300 268 078 to obtain a copy of the Automatic Exchange of Information (AEOI) Form for you to complete and return

Not providing this information to Cromwell may delay the processing of your transaction.

**BoardRoom**  
Smart Business Solutions

Send your completed application forms to the Fund's registrar:

Email: [cromwell@boardroomlimited.com.au](mailto:cromwell@boardroomlimited.com.au)

Fax: 02 9252 1987

Post: Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001

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# CROMWELL FUNDS MANAGEMENT LIMITED ABN 63 114 782 777, AFSL 333214

## Direct Debit Request Form

Please contact Cromwell Investor Services on 1300 268 078 or [invest@cromwell.com.au](mailto:invest@cromwell.com.au) with any enquiries.



This form is to authorise Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214 ("CFM"), User Identification Number 539243 to arrange, through its own financial institution and registrar, debits to your nominated account as instructed below.

Please complete this form using BLACK INK and write clearly within the boxes in CAPITAL LETTERS. Mark appropriate answer boxes with a cross (X).

### PART 1 INVESTOR IDENTIFICATION

*If this form accompanies an initial investment application, the Investor Number is not required.*

*These details can be found on the welcome letter which confirmed your initial investment in the fund.*

**Investor Number**

**Investment Name** *(Example: "John Smith" or "John Smith ATF John R Smith Super Fund")*

**Name of the Cromwell-managed fund**

Cromwell Australian Property Fund (ARSN 153 092 516)

### PART 2 BANK DETAILS

*We can only accept Australian bank account details.*

*Third Party Direct Debits will not be accepted.*

Name of Australian Financial Institution

Branch Name/Suburb/Town

BSB Number

Account Number

Name of your Account

### PART 3 DECLARATION AND AUTHORISATION

The Applicant requests and authorises Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214 ("CFM"), User Identification Number 539243 to arrange, through its own financial institution and registry provider, for funds to be debited from the nominated account for any amount CFM has deemed payable by the Applicant. This direct debit or charge will be made through the Bulk Electronic Clearing System (BECS) from the Applicant's account held at the financial institution nominated above. The Applicant acknowledges this direct debit arrangement is subject to the terms and conditions of the Direct Debit Request Service Agreement in Part 4 of this form. By signing and/or providing CFM with a valid instruction in respect to this Direct Debit Request, the Applicant has understood and agreed to the terms and conditions governing the debit arrangements between the Applicant and CFM as set out in this request and in the Direct Debit Request Service Agreement. The Applicant authorises CFM to act in accordance with the Applicant's instructions and acknowledges that these instructions supersede and have priority over all previous instructions in respect to the Applicant's Investment. All bank account signatories must sign.

**Bank Account Holder 1**

Date

Name

**Bank Account Holder 2**

Date

Name

INTERNAL USE ONLY



## PART 4

### DIRECT DEBIT REQUEST SERVICE AGREEMENT

This is your Direct Debit Service Agreement with Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214 ("CFM"). It sets out the terms of the Direct Debit Arrangement under which you will pay application monies to us by way of a Direct Debit. It also details what our obligations are to you as your Direct Debit provider. Please keep this agreement for future reference. It forms part of the terms and conditions of your Direct Debit Request ("DDR") and should be read in conjunction with your DDR authorisation.

- 
- 1. Debiting your account**
- 1.1 By signing a Direct Debit Request or by providing us with a valid instruction, you have authorised us to arrange for funds to be debited from your account. You should refer to the Direct Debit Request and this agreement for the terms of the arrangement between us and you.
- 1.2 If the debit day falls on a day that is not a banking day, we may direct your financial institution to debit your account on the following banking day. If you are unsure about which day your account has or will be debited you should ask your financial institution.
- 1.3 We reserve the right to cancel your drawing arrangements if two or more consecutive drawings are returned unpaid by your nominated financial institution. Standard government fees, duties and bank charges (including dishonour fees and conversion costs) may apply to investments. These are paid by you.
- 
- 2. Amendments by us**
- 2.1 We may vary any details of this agreement or a Direct Debit Request at any time by giving you at least fourteen (14) days written notice.
- 
- 3. Amendments by you**
- 3.1 You may change, stop or defer a debit payment, or terminate this agreement by providing us with at least five (5) days notification by writing to:
- (a) Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001, or
  - (b) by telephoning us on 1300 268 078 during business hours; or
  - (c) arranging it through your own financial institution.
- 
- 4. Your obligations**
- 4.1 It is your responsibility to ensure that there are sufficient clear funds available in your account to allow a debit payment to be made in accordance with the Direct Debit Request.
- 4.2 If there are insufficient clear funds in your account to meet a debit payment:
- (a) you may be charged a fee and/or interest by your financial institution;
  - (b) you may also incur fees or charges imposed or incurred by us; and
  - (c) you must arrange for the debit payment to be made by another method or arrange for sufficient clear funds to be in your account by an agreed time so that we can process the debit payment.
- 4.3 You should ensure that the authorisation on the Direct Debit Request is identical to the account signing instruction held by your financial institution where the nominated account is based.
- 
- 5. Dispute**
- 5.1 If you believe that there has been an error in debiting your account, you should notify us directly on 1300 268 078.
- 5.2 If we conclude as a result of our investigations that your account has been incorrectly debited we will respond to your query by arranging for your financial institution to adjust your account (including interest and charges) accordingly. We will also notify you in writing of the amount by which your account has been adjusted.
- 5.3 If we conclude as a result of our investigations that your account has not been incorrectly debited we will respond to your query by providing you with reasons and any evidence for this finding in writing.
- 
- 6. Accounts**
- 6.1 You should check:
- (a) with your financial institution whether direct debiting is available from your account as direct debiting is not available on all accounts offered by financial institutions. Direct debiting through the Bulk Electronic Clearing System (BECS) may not be available on all accounts;
  - (b) your account details which you have provided to us are correct by checking them against a recent account statement; and
  - (c) with your financial institution before completing the Direct Debit Request if you have any queries about how to complete the Direct Debit Request.
- 
- 7. Confidentiality**
- 7.1 We will keep any information (including your account details) in your Direct Debit Request confidential. We will make reasonable efforts to keep any such information that we have about you secure and to ensure that any of our employees or agents who have access to information about you do not make any unauthorised use, modification, reproduction or disclosure of that information.
- 7.2 We will only disclose information that we have about you:
- (a) to the extent specifically required by law; or
  - (b) for the purposes of this agreement (including to initiate the drawing and disclosing information in connection with any query, claim or dispute).
- 7.3 You consent to us using or releasing your nominated bank account information to your financial institution and our financial institution, so that we can investigate any possible incorrect debits, or if our financial institution needs information.
-

# 11. Glossary

<b>A-REIT</b>	Australian real estate investment trust
<b>AMIT</b>	Attribution Managed Investment Trust
<b>ASIC</b>	Australian Securities and Investments Commission
<b>ATO</b>	Australian Taxation Office
<b>Benchmark</b>	Weighted average return of the Benchmark Indices over rolling three year periods
<b>Benchmark Index</b>	Each of: <ul style="list-style-type: none"> <li>• S&amp;P/ASX 300 A-REIT Accumulation Index – 50%;</li> <li>• PCA/IPD Unlisted Retail Property Fund Core Index – 40%; and</li> <li>• UBS Australian Bank Bill Index – 10%.</li> </ul>
<b>CFM</b>	Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214 The responsible entity of the Cromwell Australian Property Fund ARSN 153 092 516 and issuer of this PDS
<b>CCL</b>	Cromwell Corporation Limited ABN 44 001 056 980
<b>Constitution</b>	The constitution of the Fund as amended from time to time
<b>Corporations Act</b>	Corporations Act 2001 (Cth)
<b>CPS</b>	Cromwell Property Securities Limited ABN 11 079 147 809, AFSL 238052
<b>Cromwell</b>	Cromwell Property Group (ASX:CMW), comprising CCL and DPT (the responsible entity of which is CPS) and all wholly-owned subsidiaries
<b>Cromwell Ipswich City Heart Trust</b>	Cromwell Ipswich City Heart Trust ARSN 154 498 923, of which CFM is the responsible entity
<b>Cromwell Operations</b>	Cromwell Operations Pty Ltd ABN 44 107 377 677
<b>Cromwell Property Trust 12</b>	Cromwell Property Trust 12 ARSN 166 216 995, of which CFM is the responsible entity
<b>Cromwell Riverpark Trust</b>	Cromwell Riverpark Trust ARSN 135 002 336, of which CFM is the responsible entity
<b>Custodian</b>	Cromwell BT Pty Ltd ABN 31 166 719 866 or such other custodian as appointed by CFM from time to time. The Custodian will hold legal title to assets on behalf of the Fund.
<b>Daily Available Funds</b>	The lesser of 5% of net assets or the percentage by which Readily Realisable Assets exceeds 40% of net assets
<b>DPF</b>	Cromwell Direct Property Fund ARSN 165 011 905
<b>DPT</b>	Cromwell Diversified Property Trust ARSN 102 982 598
<b>FATCA</b>	Foreign Account Tax Compliance Act (US legislation)
<b>Fund</b>	Cromwell Australian Property Fund ARSN 153 092 516
<b>Fund Constitution</b>	The constitution of Cromwell Australian Property Fund as amended from time to time
<b>ICR</b>	The indirect cost ratio
<b>IDPS</b>	Investor directed portfolio service
<b>Look-Through Gearing</b>	The gearing ratio re-calculated to also include the Fund's proportionate share of assets and liabilities of underlying investments
<b>MIT</b>	Managed Investment Trust
<b>NTA</b>	Net tangible assets
<b>PCF</b>	Cromwell Phoenix Core Listed Property Fund ARSN 604 286 071
<b>PDS</b>	Product Disclosure Statement
<b>Phoenix</b>	Phoenix Portfolio Pty Ltd ABN 80 117 850 254. The investment manager of the Cromwell Phoenix Property Securities Fund and the Cromwell Phoenix Core Listed Property Fund
<b>PSF</b>	Cromwell Phoenix Property Securities Fund ARSN 129 580 267
<b>Readily Realisable Assets</b>	Those assets which, in CFM's reasonable opinion, would be able to be sold within 1 month
<b>WALE</b>	Weighted average lease expiry

## Corporate Directory

### Responsible Entity

**CROMWELL FUNDS MANAGEMENT LIMITED**

**ABN 63 114 782 777, AFSL 333214**

Level 19, 200 Mary Street  
BRISBANE QLD 4000

[www.cromwell.com.au](http://www.cromwell.com.au)

Telephone: +61 7 3225 7777

Facsimile: +61 7 3225 7788

### Custodian

**CROMWELL BT PTY LTD**

**ABN 31 166 719 866**

Level 19, 200 Mary Street  
BRISBANE QLD 4000

[www.cromwell.com.au](http://www.cromwell.com.au)

Telephone: +61 7 3225 7777

Facsimile: +61 7 3225 7788

### Registrar

**BOARDROOM PTY LIMITED**

**ABN 14 003 209 836**

Level 12, 225 George Street  
SYDNEY NSW 2000

[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

Telephone: 1300 737 760

Facsimile: 1300 653 459



