

CROMWELL DIRECT PROPERTY FUND



Target Market Determination

Target Market Summary

This product is designed for investors who:

- Are seeking Capital Growth and Income Distribution
- Are intending to use the fund as a Satellite/small allocation or a Core Component not exceeding 50% allocation within a portfolio
- Have a Long investment timeframe
- Have a Medium risk/return profile, and
- Require limited access to capital

Legal disclaimer

This Target Market Determination (TMD) is required under section 994B of the *Corporations Act 2001* (Cth) (the Act). It sets out the class of consumers for whom the product, including its key attributes, would likely be consistent with their likely objectives, financial situation and needs. In addition, the TMD outlines the triggers to review the target market and certain other information. It forms part of the Issuer's design and distribution arrangements for the product.

This document is not a product disclosure statement and is not a summary of the product features or terms of the product. This document does not take into account any person's individual objectives, financial situation or needs. Persons interested in acquiring this product should carefully read the Product Disclosure Statement (PDS) for the Cromwell Direct Property Fund before making a decision whether to buy this product.

Important terms used in this TMD are defined in the TMD Definitions which supplement this document. Capitalised terms have the meaning given to them in the product's PDS, unless otherwise defined. The PDS can be obtained by calling 1300 268 078 or on the Fund's web page www.cromwell.com.au/dfp.

Fund and Issuer identifiers

Issuer	Cromwell Funds Management Limited
Issuer ACN	114 782 777
Issuer AFSL	333214
Fund	Cromwell Direct Property Fund
ARSN	165 011 905
APIR Code	CRM0018AU
ISIN Code	AU60CRM00184
Date TMD approved	Tuesday 21 February 2023
TMD Version	Two
TMD Status	Current

Description of Target Market

This part is required under section 994B(5)(b) of the Act.

TMD indicator key

The Consumer Attributes for which the product is likely to be appropriate have been assessed using a red/amber/green rating methodology with appropriate colour coding:

In target market

Potentially in target market

Not considered in target market

Instructions

In the tables below, Column 1, Consumer Attributes, indicates a description of the likely objectives, financial situation and needs of the class of consumers that are considering this product. Column 2, TMD indicator, indicates whether a consumer meeting the attribute in column 1 is likely to be in the target market for this product.

Generally, a consumer is unlikely to be in the target market for the product if:

- **one or more** of their Consumer Attributes correspond to a **red** rating, or
- **three or more** of their Consumer Attributes correspond to an **amber** rating.

Investment products and diversification

A consumer (or class of consumer) may intend to hold a product as part of a diversified portfolio (typically with an intended product use of *satellite/small allocation* or *core component*). In such circumstances, the product should be assessed against the consumer's attributes for the relevant portion of the portfolio, rather than the consumer's portfolio as a whole. For example, a consumer may seek to construct a conservative portfolio with a satellite/small allocation to growth assets. In this case, it may be likely that a product with a *High* or *Very High* risk/return profile is consistent with the consumer's objectives for that allocation notwithstanding that the risk/return profile of the consumer as a whole is *Low* or *Medium*. In making this assessment, distributors should consider all features of a product (including its key attributes).

Consumer attributes	TMD Indicator	Product description including key attributes
Consumer's investment objective		
Capital Growth	● Green	Investors seeking a regular income stream with possible capital growth.
Capital Preservation	● Amber	The Fund aims to provide investors with a monthly tax advantaged income stream combined with the potential for capital growth through investing in a diversified portfolio of quality property assets.
Capital Guaranteed	● Red	
Income Distribution	● Green	While an investment in the Fund could experience capital loss and is higher risk and more volatile than cash or fixed income securities, the Fund is expected to exhibit lower volatility than listed equities or listed REITs in a market downturn.
Consumer's intended product use [% of Investable Assets]		
Solution/Standalone (75-100%)	● Red	Investors seeking to invest in Australian property, over multiple leasing timeframes as part of a broader portfolio.
Core Component (25-75%*)	● Amber	The Fund's portfolio diversification is Low to Medium (see Diversification in the definitions section below). Investors should use the Fund as a Satellite/small allocation to reduce investment risk through diversification and to invest an appropriate portion of their available investment capital into the Fund. *Investors may also use the Fund as a Core Component where the investment generally does not exceed 50% of the investor's Investable Assets.
Satellite/small allocation (<25%)	● Green	
Consumer's investment timeframe		
Short (Less than or equal to two years)	● Red	Investors seeking to invest in the Fund for the Long term. The Fund has rolling five-year investment terms and at the end of each term there will be a full withdrawal opportunity (Periodic Withdrawal Opportunity). Manager considers definition of "Long Timeframe" to be more than 8 years.
Medium (More than two years and less than or equal to eight years)	● Amber	
Long (More than eight years)	● Green	

Consumer attributes	TMD Indicator	Product description including key attributes
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Consumer's risk (ability to bear loss) and return profile

Standard Risk Measure (SRM)

The measure is based on industry guidance and is not a complete assessment of all forms of investment risk.

Please refer to Section 4 of the Fund's product disclosure statement for more information on the risks of an investment in the Fund.

1 Very Low	2 Low	3 Low to medium	4 Medium	5 Medium to High	6 High	7 Very high
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Low	● Red	<p>Investors who are comfortable tolerating Medium risk (see Definitions below).</p> <p>The objective of the Fund is to provide investors with a monthly tax advantaged income stream from a portfolio of Australian commercial properties. Over the medium to long term, the Fund aims to generate capital growth. However, there are risks involved in the Fund, which may include the following:</p> <ul style="list-style-type: none"> • The value of the Fund's properties may decline, which may result in a fall in the value of an investment in the Fund • The Fund may borrow up to 50% of the total value of all Direct Property and may be exposed to additional gearing risk by way of investing in the underlying Property Trusts that may be geared (Look-Through Gearing). However, the Issuer aims to maintain Look-Through Gearing for the Fund as a whole at no more than 50% • The Fund may not make regular distributions, or at all, as the income available for distribution is dependent on a variety of risks associated with an investment in property (such as risks that the tenants may default on the terms of their leases) <p>It is expected the Fund may experience an estimated 2 to less than 3 negative returns over a 20 year period (SRM Risk Band 4).</p>
Medium	● Green	
High	● Green	
Very High	● Green	

Consumer's need to withdraw money

Daily	● Red	<p>Investors who are comfortable with the Fund's assets having low liquidity.</p> <p>The Fund intends to offer investors the opportunity to withdraw all or part of their investment through a Limited Monthly Withdrawal Facility, which is generally limited to 0.5% of the Fund's net asset value per month.</p> <p>At the end of every five years, the Fund intends to offer a full withdrawal opportunity (Periodic Withdrawal Opportunity), where investors can elect to withdraw all of their investment.</p> <p>An investor can transfer units in the Fund to another person by providing the Issuer with a completed standard transfer form signed by both the transferor and the transferee.</p> <p>The Issuer reserves the right to decline transfer requests in its absolute discretion.</p>
Weekly	● Red	
Monthly	● Amber	
Quarterly	● Amber	
Annually or longer	● Green	

Appropriateness

Note: This section is required under RG 274.64–66 and RG 274.100.

The Issuer has assessed the product and formed the view that the product, including its key attributes, is likely to be consistent with the likely objectives, financial situation and needs of consumers in the target market as described above, as the features of this product “Product description including key attributes” in the table above are likely to be suitable for consumers with the attributes identified with a green TMD Indicator.

Requirements 994B(8)	Explanation
Target market and Product RG 274.68(c)	<p>The Issuer considers that the Fund, including its key attributes, is likely to be consistent with the likely objectives, financial situation and needs of investors in the target market on the basis of:</p> <ul style="list-style-type: none"> • the relationship between the key attributes of the Fund and the target market as set out in this TMD; • the terms of issue of units in the Fund; • the investment mandate of the Fund; • the investment capability of the manager of the Fund; • the Issuer’s assessment of the risks and benefits of the Fund; • the Issuer’s assessment of the likely investor outcomes of the Fund based on: <ul style="list-style-type: none"> • the Fund’s historical performance and financial modelling of the Fund’s target performance based on the assets in the Portfolio; • analysis of performance data in respect of the Issuer’s products that are comparable to the Fund; and • results of stress testing and scenario analysis of the liquidity risk, market and investment risk, operational risk, strategic risk, governance risk of the Fund and comparable funds operated by the Issuer.
Target market and distribution conditions and restrictions RG 274.100	<p>The Issuer considers that the distribution conditions will make it more likely that the investors who acquire the Fund are in the target market on the basis of:</p> <ol style="list-style-type: none"> 1. the Fund’s advertisements and website content is directed towards consumers in the Fund’s target market; 2. the online and paper application forms for the Fund include filtering questions and alerts relevant to the distribution conditions; 3. the Issuer’s website: Design and Distribution Obligations - Cromwell Property Group Australia provides information to distributors about the Issuer’s expectations and requirements in relation to the distribution of the Fund; and 4. any other relevant information about a distributor, about which the Issuer is aware.

Distribution conditions/restrictions

This part is required under section 994B(5)(c) of the Act.

Distribution channel	Distribution condition and rationale
Distribution Directly by the Issuer	<ul style="list-style-type: none"> • Direct investors who are wholesale or sophisticated investors can invest in the Fund. • Retail investors are asked to complete an online or paper application form, including filtering questions relating to the TMD.
Distribution by Adviser	<ul style="list-style-type: none"> • Investor to confirm in the online or paper application form that they are financially advised. • Financial advisers to provide details in the online or paper application form of their AFS licence, including their adviser number from the ASIC Moneysmart Number website, and confirm they have reviewed and considered the TMD in providing personal advice to the Investor.
Distribution by Platform/Wrap	<ul style="list-style-type: none"> • Additional steps are not required for advised clients beyond consideration of the issuer’s TMD by the adviser. • Unadvised clients may not be able to access the Fund unless the platform provider has a process where the client is asked to complete basic filtering questions relating to the TMD.

Review triggers This part is required under section 994B(5)(d) of the Act.
Where the Issuer considers that there has been a material change to the investment strategy, Fund description (including its key attributes), risk profile or liquidity profile of the Fund or taxation consequences for investors in the Fund.
A significant number, or an unexpectedly high number, of complaints about the Fund or its distribution.
Unsatisfied redemption requests over a rolling 6 month period.
A significant dealing in this Fund in relation to retail clients that is inconsistent with this TMD.
Material changes to the fees or other costs of the Fund that may affect the return of the Fund.
Any inquiry, surveillance, direction, notice, investigation or enforceable instrument by or from ASIC about or relating to the Fund's features, target market or distribution strategy.

Mandatory review periods This part is required under section 994B(5)(e) and (f) of the Act.	
Review period	Maximum period for review
Initial review	By 5 October 2022.
Subsequent review	At least once every year since the date of the last review of the TMD (for whatever reason).

Distributor reporting requirements This part is required under section 994B(5)(g) and (h) of the Act.		
Reporting requirement	Reporting period	Which distributors this requirement applies to
Complaints (as defined in section 994A(1) of the Act) relating to the product design, product availability and distribution. The distributor should provide all the content of the complaint, having regard to privacy.	Within 10 business days following end of calendar quarter.	All distributors
Significant dealing outside of target market, under s994F(6) of the Act. See Definitions for further detail.	As soon as practicable but no later than 10 business days after distributor becomes aware of the significant dealing.	All distributors
To the extent a distributor is aware, dealings outside the target market, including reason why acquisition is outside of target market, and whether acquisition occurred under personal advice.	Within 10 business days following end of calendar quarter.	All distributors

If practicable, distributors should adopt the FSC data standards for reports to the Issuer. Distributors must report to the Issuer using the method specified on this website: www.cromwell.com.au/ddo

This link also provides contact details relating to this TMD for the Cromwell Funds Management Limited.

Definitions

Term	Definition
Consumer's investment objective	
Capital Growth	The consumer seeks to invest in a product designed to generate capital return. The consumer prefers exposure to growth assets (such as shares or property) or otherwise seeks an investment return above the current inflation rate.
Capital Preservation	The consumer seeks to invest in a product to reduce volatility and minimise loss in a market down-turn. The consumer prefers exposure to defensive assets that are generally lower in risk and less volatile than growth investments.
Capital Guaranteed	The consumer seeks a guarantee or protection against capital loss whilst still seeking the potential for capital growth (typically gained through a derivative arrangement). The consumer would likely understand the complexities, conditions and risks that are associated with such products.
Income Distribution	The consumer seeks to invest in a product designed to distribute regular and/or tax-effective income. The consumer prefers exposure to income-generating assets (typically, high dividend-yielding equities, fixed income securities and money market instruments).

Term	Definition
Consumer's intended product use (% of Investable Assets)	
Solution/Standalone (75-100%)	The consumer intends to hold the investment as either a part or the majority (up to 100%) of their total <i>investable assets</i> (see definition below). The consumer typically prefers exposure to a product with at least High <i>portfolio diversification</i> (see definitions below).
Core Component (25-75%)	The consumer intends to hold the investment as a major component, up to 75%, of their total <i>investable assets</i> (see definition below). The consumer typically prefers exposure to a product with at least Medium <i>portfolio diversification</i> (see definitions below).
Satellite (<25%)	The consumer intends to hold the investment as a smaller part of their total portfolio, as an indication it would be suitable for up to 25% of the total <i>investable assets</i> (see definition below). The consumer is likely to be comfortable with exposure to a product with Low <i>portfolio diversification</i> (see definitions below).
Investable Assets	Those assets that the investor has available for investment, excluding the residential home.

Portfolio diversification (for completing the key product attribute section of consumer's intended product use)	
Low	Single asset class, single country, low or moderate holdings of securities - e.g. high conviction Australian equities.
Medium	1-2 asset classes, single country, broad exposure within asset class, e.g. Australian equities "All Ords".
High	Highly diversified across either asset classes, countries or investment managers, e.g. Australian multi-manager balanced fund or global multi-asset product (or global equities).

Consumer's intended investment timeframe	
Short (Less than or equal to two years)	The consumer has a short investment timeframe and may wish to redeem within two years.
Medium (More than two years and less than or equal to eight years)	The consumer has a medium investment timeframe and is unlikely to redeem within two to eight years.
Long (More than eight years)	The consumer has a long investment timeframe and is unlikely to redeem within eight years.

Consumer's Risk (ability to bear loss) and Return profile

The Issuer has adopted the Standard Risk Measure (**SRM**) to calculate the likely number of negative annual returns over a 20 year period, using the guidance and methodology outlined in the [Standard Risk Measure Guidance Paper For Trustees](#). The assessment has been undertaken assuming likely returns after fees and costs but before taxes. SRM is not a complete assessment of risk and potential loss. For example, it does not detail important issues such as the potential size of a negative return or that a positive return could still be less than a consumer requires to meet their investment objectives/needs.

Low	The consumer is conservative or low risk in nature, seeks to minimise potential losses (e.g. has the ability to bear up to 1 negative return over a 20 year period (SRM 1 to 2)) and is comfortable with a low target return profile. Consumer typically prefers defensive assets such as cash and fixed income.
Medium	The consumer is moderate or medium risk in nature, seeking to minimise potential losses (e.g. has the ability to bear up to 4 negative returns over a 20 year period (SRM 3 to 5)) and comfortable with a moderate target return profile. Consumer typically prefers a balance of growth assets such as shares, property and alternative assets and defensive assets such as cash and fixed income.
High	The consumer is higher risk in nature and can accept higher potential losses (e.g. has the ability to bear up to 6 negative returns over a 20 year period (SRM 6)) in order to target a higher target return profile. Consumer typically prefers predominantly growth assets such as shares, property and alternative assets with only a smaller or moderate holding in defensive assets such as cash and fixed income.
Very high	The consumer has a more aggressive or very high-risk appetite, seeks to maximise returns and can accept higher potential losses (e.g. has the ability to bear 6 or more negative returns over a 20 year period (SRM 7)). Consumer typically prefers growth assets such as shares, property and alternative assets.

Term	Definition
Consumer's need to withdraw money	
<p>The Issuer has considered the redemption request frequency under ordinary circumstances. However the redemption request frequency is not the only consideration when determining the ability to meet the investor's requirement to access capital. The Issuer has considered the extent that the liquidity of the underlying investments or possible liquidity constraints (eg ability to stagger or delay redemptions) could impact this, and has been taken into consideration.</p>	
<p>Daily / Weekly / Monthly / Quarterly / Annually or longer</p>	<p>The consumer seeks to invest in a product which permits redemption requests at this frequency under ordinary circumstances and the issuer is typically able to meet that request within a reasonable period.</p>
Review triggers and Distributor Reporting	
<p>Significant Dealings</p>	<p>Section 994F(6) of the Act requires distributors to notify the issuer if they become aware of a significant dealing in the Fund that is not consistent with the TMD. Section 994G of the Act requires the Issuer to notify ASIC if it becomes aware of a significant dealing in the Fund that is not consistent with the TMD. Neither the Act nor ASIC defines when a dealing is 'significant' and distributors and the Issuer have discretion to apply its ordinary meaning. Whether or not a dealing is significant is a matter to be determined in the circumstances of each case and must be determined having regard to ASIC's policy in RG 274.</p> <p>The issuer will rely on notifications of significant dealings to monitor and review the product, this TMD, and its distribution strategy, and to meet its own obligation to report significant dealings to ASIC.</p> <p>Dealings outside this TMD may be significant because:</p> <ul style="list-style-type: none"> • they constitute an individual transaction which has resulted in, or will or is likely to result in, significant detriment to the consumer (or class of consumer). <p>In each case, the distributor should have regard to:</p> <ul style="list-style-type: none"> • the nature and risk profile of the product (which may be indicated by the product's risk rating or withdrawal timeframes), • the actual or potential harm to a consumer (which may be indicated by the value of the consumer's investment, their intended product use or their ability to bear loss), and • the nature and extent of the inconsistency of distribution with the TMD (which may be indicated by the number of red or amber ratings attributed to the consumer). <p>Objectively, a distributor may consider a dealing (or group of dealings) outside the TMD to be significant if:</p> <ul style="list-style-type: none"> • the consumer's intended product use is Solution/Standalone, or • the consumer's intended product use is Core component and the consumer's risk (ability to bear loss) and return profile is Low.



IMPORTANT NOTICE & DISCLAIMER

Cromwell Funds Management Limited ABN 63 114 782 777 ("CFM") holds Australian Financial Services Licence number 333214 and is the responsible entity of the Cromwell Direct Property Fund ARSN 165 011 905 ("the Fund"). CFM is the issuer of this Target Market Determination ("TMD") and is to be read in conjunction with the Product Disclosure Statement ("PDS"). The PDS is dated 17 November 2020.

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.

For the answer to any questions you have regarding the Fund, contact your financial adviser or :

Responsible Entity:

Cromwell Funds Management Limited

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