
360 Capital Digital Infrastructure Fund ARSN 635 566 531

Product Disclosure Statement

**Offer of 32.5 million fully paid
ordinary Units at an Offer Price of
\$2.00 per Unit to raise \$65.0 million.**

Responsible Entity

360 Capital FM Limited
(ABN 15 090 664 396,
AFSL 221 474)

Investment Manager

360 Capital Digital
Management Pty Limited
(ABN 58 632 422 916)

Joint Lead Managers, Financial Advisors and Underwriters

Shaw and Partners Limited
(AFSL 236048)

Moelis Australia Advisory
Pty Limited (AFSL 345499)

Morgans Corporate Limited
(AFSL 235407)

Australian Legal Adviser

Clayton Utz

360 Capital



Offer

The Offer contained in this Product Disclosure Statement (PDS) is an invitation to apply for fully paid ordinary units in 360 Capital Digital Infrastructure Fund (ABN 51 317 578 606, ARSN 635 566 531) (Fund).

Responsible Entity

360 Capital FM Limited (ABN 15 090 664 396, AFSL 221474) is the responsible entity (**Responsible Entity**) of the Fund and is the issuer of this PDS for the purposes of Chapter 7 of the Corporations Act. This PDS has been prepared in respect of a capital raising to be conducted prior to the proposed listing of the Fund by the Responsible Entity on the ASX (**Listing**). The proposed ASX code for the Fund is TDI.

The Responsible Entity can be contacted on 1800 182 257 (free call from within Australia) or +61 2 9290 9600 (from outside Australia) or email investor.relationships@360capital.com.au.

The Responsible Entity has entered into an investment management agreement (**Fund IMA**) with 360 Capital Digital Management Pty Limited (ABN 58 632 422 916), (**Investment Manager**), appointing the Investment Manager to provide investment services to the Fund, pursuant to the terms of the Fund IMA. See Section 16.3 of this PDS for further information on the Fund IMA.

Lodgement and Listing

This PDS is dated 1 October 2019 (**PDS Date**) and a copy of this PDS was lodged with ASIC on that date. The Fund will apply to ASX for admission of the Fund to the Official List of ASX and for quotation of its Units on ASX within seven days after the date of this PDS. Neither ASIC, ASX or their respective officers take any responsibility for the contents of this PDS or the merits of the investment to which this PDS relates.

Note to Applicants

The information contained in this PDS is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. This PDS should not be construed as financial, taxation, legal or other advice.

No person is authorised to give any information or to make any representation in connection with the Offer or the Units described in this PDS. Any information or representation not contained in this PDS may not be relied on as having been authorised by the Responsible Entity or the Joint Lead Managers and Underwriters in connection with the Offer.

This PDS is important and should be read in its entirety prior to deciding whether to invest in the Units offered. There are risks associated with an investment in the Units, which must be regarded as a speculative investment. Some of the key risks that should be considered are set out in Section 10. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues). There may also be risks in addition to these that should be considered in light of your personal circumstances.

If you do not fully understand this PDS or are in doubt as to how to deal with it, you should seek professional guidance from your stockbroker, lawyer, accountant or other professional adviser before deciding whether to invest in the Units.

No person named in this PDS warrants or guarantees the Fund's performance, the repayment of capital by the Fund or any return on investment made pursuant to this PDS.

No offer where offer would be illegal

This PDS does not constitute an offer or invitation to apply for Units in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Units or the Offer or to otherwise permit a public offering of the Units, in any jurisdiction outside Australia and New Zealand. The Offer is not being extended to any investor outside Australia and New Zealand, other than to certain institutional and sophisticated investors as part of the institutional offer in certain jurisdictions as described in Section

15.17. The distribution of this PDS (including in electronic form) outside Australia may be restricted by law and persons who come into possession of this PDS outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Notice to United States residents

The Units being offered pursuant to this PDS have not been registered under the United States Securities Act of 1933, as amended (**US Securities Act**) or any US state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the US Securities Act and applicable state securities laws. This PDS does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of the Units in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful under applicable law, including the US Securities Act. In addition, any hedging transactions involving the Units may not be conducted unless in compliance with the US Securities Act.

Financial information and amounts

Section 11 of this PDS sets out in detail the Financial Information referred to in this PDS and the basis of preparation of that information.

All financial amounts contained in this PDS are expressed in Australian dollars and rounded to the nearest \$'000 (thousand) unless otherwise stated. Some numerical figures included in this PDS have been subject to rounding adjustments. Any discrepancies between totals and sums of components in tables contained in this PDS are due to rounding.

Independent Limited Assurance Report on the Financial Information

The provider of the Independent Limited Assurance Report on the Financial Information is required to provide Australian retail clients with a financial services guide in relation to its independent review under the Corporations Act (**FSG**). The Independent Limited Assurance Report and FSG are provided in Section 14.

Disclaimer

No person is authorised by the Responsible Entity or the Joint Lead Managers and Underwriters to give any information or make any representation in connection with the Offer that is not contained in the PDS. Only information or representations contained in this PDS may be relied on as having been authorised by the Responsible Entity or its Directors, the Joint Lead Managers and Underwriters or any other person in connection with the Offer. The business, financial condition, results of operations and prospects of the Fund may have changed since the PDS Date.

This PDS contains forward-looking statements concerning the Fund's business, operations, financial performance and condition as well as the Fund's plans, objectives and expectations for its business, operations, financial performance and condition. Any statements contained in this PDS that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as "aim", "anticipate", "assume", "believe", "could", "due", "estimate", "expect", "goal", "intend", "may", "objective", "plan", "predict", "potential", "positioned", "should", "target", "will", "would" and other similar expressions that are predictions of or indicate future events and future trends.

These forward-looking statements are based on current expectations, estimates, forecasts and projections about the Fund's business and the industry in which the Fund operates and management's beliefs and assumptions. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors, many of which are beyond the Responsible Entity's control. As a result, any or all of the Responsible Entity's forward-looking statements in this PDS may turn out to be inaccurate. Factors that may cause such differences or make such statements inaccurate include, but are not limited to, the

risk factors described in Section 10. Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements set out in this PDS and are cautioned not to place undue reliance on such forward-looking statements.

These forward-looking statements speak only as at the PDS Date. Unless required by law, the Responsible Entity does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks the Responsible Entity describes in the reports to be filed from time to time with ASX after the PDS Date.

Cautionary note regarding industry and market data

This PDS, including the Industry Overview in Section 7, contains statistics, data and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to market. The Fund has purchased a report titled: Global Data Centre Colocation and Interconnection May 2019 (Report) by Structure Research and had made references and copied illustrations from this report in Section 7. While the Report provides that the views, opinions, forecasts and information contained in the report are based on information reasonably believed by Structure Research in good faith to be reliable, Structure Research has not independently verified or audited the information or material provided to it by or on behalf of the Fund. In addition, the Responsible Entity has not independently verified, and cannot give any assurances as to the accuracy and completeness of the market and industry data contained in this PDS that has been extracted or derived from the Report. Accordingly, the accuracy and completeness of such information are not guaranteed.

Investors should note that market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. There is no assurance that any of the forecasts contained in reports, surveys and research of third parties which are referred to in this PDS will be achieved. The Responsible Entity has not independently verified this information. Forecasts and estimates involve risks and uncertainties and are subject to change based on various factors, including the risk factors in Section 10.

Exposure period

Pursuant to the Corporations Act, this PDS is subject to an exposure period of seven days from the date of lodgement of this PDS with ASIC, which may be extended by ASIC by a further period of seven days. This period (and extension) is referred to in this PDS as the 'Exposure Period'. The Exposure Period enables this PDS to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this PDS. If deficiencies are detected, the Responsible Entity will either:

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

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

Obtaining a copy of the PDS

A hard copy of this PDS will be available for Australian residents free of charge during the Offer Period by contacting the 360 Capital Digital Infrastructure Fund Offer Information Line on 1300 080 794 between 8.30am and 5.00pm AEST, Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, please call +61 2 8016 2881.

This PDS will be made available in electronic form on the Fund Website: www.360capital.com.au. Information contained on www.360capital.com.au, other than the PDS, does not form part of this PDS.

The Offer constituted by this PDS in electronic form is available only to persons receiving this PDS in electronic form within Australia and New Zealand. Hard copy and electronic versions of the PDS are generally not available to persons in other jurisdictions (including the United States).

Persons who access the electronic version of this PDS should ensure that they download and read the entire PDS. If unsure about the completeness of this PDS received electronically, or a print out of it, you should contact the Fund on the above Fund Offer Information Line.

Applications for the Units under this PDS may only be made on either a printed copy of the Application Form attached to or via the electronic Application Form attached to the electronic version of this PDS, available at www.360capital.com.au.

Application Form

Applications for the Units under this PDS may only be made on either printed copy of the Application Form attached to or accompanying this PDS or via the electronic Application Form attached to the electronic version of this PDS, available on the Fund Website. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of the PDS or the complete and unaltered electronic version of the PDS. The Responsible Entity is entitled to refuse Applications for the Units under this PDS if it believes that the Applicant did not receive the Offer in Australia or New Zealand.

Cooling off rights

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

Privacy

The Responsible Entity, the Fund, the Registry on its behalf, and the Joint Lead Managers and Underwriters may collect, hold, use and disclose personal information to process your Application, service your needs as a Unitholder, provide facilities and services that you request and carry out appropriate administration of your investment. This means that the Fund will need to collect your personal information (for example, your name, address and details of the Units that you hold). Under the Corporations Act some of this information must be included in the Fund's unit register, which will be accessible by the public.

The Responsible Entity will only use and/or disclose your personal information for the purposes for which it was collected, other related purposes and as permitted or required by law. If you do not wish to provide this information, the Responsible Entity and the Registry may not be able to process your Application.

The Responsible Entity and the Registry may also share your personal information with agents and service providers of the Fund or others who provide services on the Fund's behalf, some of which may be located outside of Australia where personal information may not receive the same level of protection as that afforded under Australian law.

For more details on how the Responsible Entity collects, stores, uses and discloses your information, please read the Fund's Privacy Policy located at www.360capital.com.au. Alternatively, you can contact the Offer Information Line by telephone on 1300 080 794 (within Australia) or +61 2 8016 2881 (outside Australia) from 8:30am to 5:30pm AEST, Monday to Friday (excluding public holidays) and you will be sent a copy of its Privacy Policy free of charge. It is recommended that you obtain a copy of this Privacy Policy and read it carefully before making an investment decision.

By completing an Application Form or authorising a broker to do so on your behalf, or by providing the Responsible Entity with your personal information, you agree to this information being collected, held, used and disclosed as set out in this PDS and the Fund's Privacy Policy (located at www.360capital.com.au).

The Fund's Privacy Policy also contains information about how you can access and seek correction of your personal information, complain about a breach by the Responsible Entity of the Australian privacy laws, and how the Responsible Entity will deal with your complaint.

The Responsible Entity aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Responsible Entity or the Registry if any of the details you have provided change.

Definitions, abbreviations and time

Defined terms and abbreviations used in this PDS (unless specified otherwise) are explained in Section 19.

All references to time in this PDS refer to Australian Eastern Standard Time (AEST) unless stated otherwise.

Updated Information

Information regarding the Offer may need to be updated from time to time. Any updated information that is considered not materially adverse to Unitholders will be made available on the Fund Website www.360capital.com.au, and the Responsible Entity will provide a copy of the updated information free of charge to any Unitholder who requests a copy by contacting the offer information line on 1300 080 794 within Australia or +61 2 8016 2881 from outside Australia.

In accordance with its obligations under the Corporations Act, the Responsible Entity may issue a supplementary or replacement PDS to supplement or replace any relevant information not disclosed in this PDS. You should read any supplementary or replacement disclosure(s) in conjunction with this PDS prior to making any investment decision.

Photographs, data and diagrams

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

Diagrams used in the PDS are illustrative only and may not be drawn to scale and may not accurately reflect the final appearance of the subject matter which it depicts.

Unless otherwise stated, all data contained in charts, graphs and tables is based on information available as at 1 October 2019.

Fund Website

Any references to documents included on the Fund's website are provided for convenience only, and none of the documents or other information on the Fund Website, or any other website referred to in this PDS, is incorporated in this PDS by reference.

New Zealand Investors

Important Additional Information

If you are a New Zealand Unitholder, 360 Capital FM Limited is required to provide the following additional information to you under New Zealand law.

Warning Statement

1. This Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.
2. This Offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.
3. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.
4. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.
5. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about this Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.
6. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.
7. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Additional Warning Statement: Currency Exchange Risk

1. The Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.
2. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

Additional Warning Statement: Trading on a Financial Product Market

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

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Lodgement of PDS with ASIC	1 October, 2019
Offer Opens	9 October, 2019
Priority Offer Opens	9 October, 2019
Priority Offer Closes	24 October, 2019
Offer closes	28 October, 2019
Settlement	30 October, 2019
Expected date for allotment of Units	31 October, 2019
Expected date for dispatch of holding statements	1 November, 2019
Trading of Units commences on ASX (on a normal settlement basis)	4 November, 2019

All dates and times above are in AEST. The above timetable is indicative only. The Fund reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable law. In particular, the Fund reserves the right to close the Offer early, extend the Closing Date or accept late Applications without notifying any recipients of this PDS or any Applicants. Investors who wish to submit an Application are encouraged to do so as soon as practicable after the Offer opens.



"The digital revolution is creating a once in lifetime investment cycle in technology infrastructure assets to support the inexorable growth of cloud, Internet of Things and a hyper-connected world. In this new economy, data centres are the factories, and connectivity, the shipping lanes and highways. We are early in the digital cycle and we expect these trends will continue to support and drive long term revenue growth in the industry. 360 Capital Digital Infrastructure Fund looks to take advantage of this unique opportunity by investing in projects both on a full or fractional basis as these opportunities are often overlooked by large infrastructure funds"

David Yuile
Managing Director,
360 Capital Digital
Infrastructure Management Pty Limited

Key offer statistics

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Fund name	360 Capital Digital Infrastructure Fund
Proposed ASX Code	TDI
Offer Price per Unit	\$2.00
Number of Units available under the Offer	32,500,000 ¹
Gross proceeds from the Offer	\$65,000,000
Pro forma NTA per Unit	\$1.90
Number of Units on issue as at the date of this PDS	25,750,000
Total number of Units at completion of the Offer	58,250,000
Total number of Units held by Existing Unitholders at completion of the Offer (on an undiluted basis)	25,750,000
Indicative market capitalisation at completion of the Offer (on an undiluted basis)	\$116.5 million
Indicative Enterprise Value at the Offer Price (on an undiluted basis)	\$61.5 million
Pro Forma net cash (at completion of the Offer)	\$55.0 million
Indicative Enterprise Value at the Offer Price (on a fully diluted basis)	\$61.5 million
Targeted Internal Rate of Return ²	10.0% p.a.

1. The percentage of Units which will be available for Unitholders to freely trade in the public market after Listing (i.e. Units which are not subject to a restriction on trading) is greater than 20%, based on the number of Units available under the offer.
2. The Targeted Internal Rate of Return is an objective target only and may not be achieved. Future returns are not guaranteed and a loss of principal may occur.

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360 Capital



REAL ASSETS
PRIVATE EQUITY
PUBLIC EQUITY
CREDIT

Dear Investor,

We are very pleased to bring this new investment opportunity to market and invite you to become a Unitholder in 360 Capital Digital Infrastructure Fund (**Fund**) to be listed on the ASX. 360 Capital Group's newest investment offering is positioned to capitalise on the strong growth thematic currently underway in the digital infrastructure sector.

The Fund is seeking to raise \$65.0 million through the issue of units in the Fund (**Units**) at an Offer Price of \$2.00 per Unit. The Fund has already raised \$50.0 million from investors, including \$25.0 million long term co-investment capital from 360 Capital Group.

The Fund offers Unitholders:

- Exposure to the growing digital economy through a pool of digital infrastructure assets not usually available to retail investors;
- Liquidity through ASX-traded Units;
- Expected quarterly distributions;
- Targeted Internal Rate of Return of 10% p.a*;
- Potential for longer term cyclical growth based on projected ongoing demand for digitally related assets;
- Proven, experienced management team with an average of more than 20 years' experience in deriving value from mispriced or undervalued assets; and
- Manager alignment with its shareholders' co-investment of \$25.0 million.

The Fund will be managed by 360 Capital Digital Management Pty Limited (**Investment Manager**) which is a joint venture between 360 Capital Group and Mr David Yuile, the Managing Director of the Investment Manager.

Mr Yuile has more than 25 years' experience in listed, private equity and pension fund financed companies specialising in the telecommunications and data centre industries. He was most recently the CEO of data centre provider Metronode Group and was instrumental in the sale of the business to Equinix in April 2018 for \$1.0 billion. Prior to Metronode, Mr Yuile was the CEO of Nextgen Group, where he led the sale of Nextgen Networks, the North West Cable System to Vocus Communications in October 2016 for \$806.0 million. Mr Yuile has held other senior executive roles in telecommunications including CEO of AAPT until its sale to TPG. Mr Yuile is also a board member of RTI Cable, an independent pan-Asian subsea cable operator.

* The targeted return is an objective target and may not be achieved. Future returns are not guaranteed and a loss of principal may occur.

360 Capital



The Responsible Entity is a wholly owned subsidiary of 360 Capital Group, an ASX-listed alternative asset investment and funds management group concentrating on strategic and active investment management of alternative assets. As at the date of the PDS, 360 Capital Group has a market capitalisation of approximately \$240.0 million and manages listed and unlisted funds on behalf of investors.

This Product Disclosure Statement (PDS) contains detailed information about the Offer and the Fund's Initial Assets, its operations, financial performance and prospects. You should read this PDS carefully and in its entirety, including Section 12, which sets out fees and other costs associated with investing in the Fund, and Section 10, which sets out potential risks associated with investing in the Fund. In addition, you should consider seeking relevant professional advice before making a decision to apply for Units.

Thank you for your consideration of this opportunity to invest in the Fund. We look forward to welcoming you as a Unitholder of the Fund.



Yours sincerely,

Mr David van Aanholt
Independent Chairman
360 Capital FM Limited



Mr David Yuile
Managing Director
360 Capital Digital Management Pty Limited

Section 4

Investment Overview

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The information set out in this Section is intended to be a summary only and should be read in conjunction with the more detailed information appearing elsewhere in this PDS. In deciding whether to apply for Units under this Offer, you should read this PDS carefully and in its entirety. If you are in doubt as to the course you should follow, please consult your professional advisers.

4.1 ABOUT THE FUND

Question	Answer	More Information
What is the Fund?	The Fund will be an ASX-listed registered managed investment scheme.	Section 5
What is the Fund's investment strategy?	The Fund aims to provide Unitholders with income and capital returns from investing in a diverse portfolio of digital infrastructure assets. The Investment Manager believes that the digital revolution is creating a once-in-a-lifetime investment cycle in technology infrastructure assets to support the rapid growth of cloud, Internet and a hyper connected world.	Section 5.1
What are the key attributes of the Fund?	<p>The Fund offers Unitholders:</p> <ul style="list-style-type: none"> • Exposure to the growing digital economy through a pool of digital infrastructure assets not usually available to retail investors; • Liquidity through ASX-traded Units; • Expected quarterly distributions after Q3 2020; • Targeted Internal Rate of Return of 10% p.a.*; • Potential for longer term cyclical growth based on projected ongoing demand for digitally related assets; • Proven, experienced management team with an average of more than 20 years' experience in deriving value from mispriced or undervalued assets; and • Investment Manager alignment with its Unitholders, through 360 Capital Group's co-investment of \$25.0 million. 	
What are the Initial Assets?	<p>The Initial Assets comprise:</p> <ul style="list-style-type: none"> • A Tier III certified data centre located in Malaga, Perth. • An indirect minority interest in a cable landing station and data centre in Guam currently under construction. • A 3 year Convertible Note with conversion rights at the end of year 2, with an annual coupon of 10% p.a. which is convertible into an indirect equity interest in a major global hyperscale data centre operator. 	Section 8
What will the Fund use the proceeds raised from the Offer for?	It is intended that proceeds of the Offer will be used to settle the Convertible Note investment, pay for the costs of the Offer and provide working capital to the Fund.	Section 15.3

* The Target Internal Rate of Return is an objective target only and may not be achieved. Future returns are not guaranteed and a loss of principal may occur.

Section 4

Investment Overview

Question	Answer	More Information
How will the Fund implement its investment strategy?	<p>The Fund will implement its investment strategy through acquiring interests in digital infrastructure assets on a full or fractional basis.</p> <p>The Fund may acquire assets directly or in partnership with wholesale and Institutional Investors or invest through wholesale funds.</p> <p>In addition to other alternatives for the purposes of co-investing with wholesale capital, the Fund may, via a wholesale investment vehicle (360 CDIP), invite Wholesale Investors to invest alongside it in respect of all or some of the portfolio and use that capital to acquire additional assets in that vehicle.</p>	Section 5.2
What are the advantages of investing alongside wholesale capital?	<p>The advantages to the Fund of investing alongside wholesale capital include:</p> <ul style="list-style-type: none">• Wholesale Investors may have a lower cost of capital, enabling the funding of additional assets in a manner which may be less dilutive to Unitholders;• Joining with Wholesale Investors will enable the Fund to better leverage Unitholders' equity into larger assets and a more diverse and more attractive portfolio;• Certain digital infrastructure assets may be capital intensive and an alternative source of capital will reduce the potential dilution associated with the Fund being forced to raise capital in circumstances where it may not be in the best interests of Unitholders; and• Exposure to a larger and more diverse portfolio may result in the Fund being more attractive to institutional and other investors and thereby create greater liquidity for Unitholders.	

Question	Answer	More Information
What is 360 CDIP?	<p>360 CDIP is currently wholly owned by the Fund and currently owns the Initial Assets. Should the Responsible Entity determine it to be in the best interests of Unitholders, interests in 360 CDIP may be offered to Wholesale Investors for the purposes of raising wholesale capital to co-invest alongside the Fund. That capital will be used to acquire additional assets by 360 CDIP.</p> <p>The Investment Manager will also be the investment manager of 360 CDIP. 360 CDIP will have the same investment strategy as the Fund.</p> <p>This PDS contains important information in respect of 360 CDIP, including:</p> <ul style="list-style-type: none"> • Details of the proposed 360 CDIP terms. • The terms of the investment management agreement of 360 CDIP including term and fees. • Governance arrangements which will apply whilst the Investment Manager is the investment manager for both 360 CDIP and the Fund. • The risks associated with 360 CDIP. 	Section 6.1 and 16.2
Will the Fund take on development risk?	The Fund is expected to take on development risk.	Section 10.1.13
Will the Fund invest in assets overseas?	The Fund will invest in assets located overseas.	Section 5.1
What is the valuation policy?	<p>The Responsible Entity will calculate the NAV of the Fund at least every 6 months.</p> <p>In respect of assets it owns and controls, the Fund intends to engage an external valuation firm to undertake an independent valuation of the assets at least once in each two-year period.</p> <p>In respect of assets it does not entirely own (including where it has a shareholding or unitholding in an investment vehicle), the valuation policies in respect of those assets will be subject to the valuation policies of those investment vehicles which may be outside the control of the Fund.</p>	Section 5.8.2
How will the Fund report to Unitholders?	For accounting and reporting purposes, the Fund will operate on a financial year basis, with a year end of 30 June. The Fund will formally report to Unitholders on a half yearly basis as at 30 June and 31 December.	Section 5.8.8
When will the Fund be listed?	It is expected that the Fund will be admitted to the Official List on or about 31 October 2019.	Section 15.13

Section 4

Investment Overview

Question	Answer	More Information
Will any related party have a significant interest in the Fund?	<p>Yes, 360 Capital Group has invested \$39.2 million in the Fund and holds 20,196,240 Units in line with the 360 Capital Group's philosophy of co-investment alongside fellow Unitholders.</p> <p>David Yuile also holds 257,500 Units.</p> <p>The 360 Capital Group has agreed to sub-underwrite the issue of 5 million Units and may from time to time own further Units in the Fund¹.</p>	Section 15.4
Will the Fund pay distributions?	Distributions are expected to be made quarterly at the Responsible Entity's discretion.	Section 5.8.1
Who is the issuer of the Units and this PDS?	360 Capital FM Limited (ABN 15 090 664 396, AFSL 221474) is the responsible entity of the Fund and is the issuer of Units and this PDS.	Section 5.4

4.2 KEY BENEFITS OF AN INVESTMENT IN THE FUND

Question	Answer	More Information
What are the significant benefits of an investment in the Fund?	<p>The Fund offers Unitholders:</p> <ul style="list-style-type: none"> • Exposure to the growing digital economy through a pool of digital infrastructure assets not usually available to retail investors; • Liquidity through ASX-traded Units; • Expected quarterly distributions; • Potential for longer term cyclical growth based on projected ongoing demand for digitally related assets; • Proven, experienced management team with an average of more than 20 years' experience in deriving value from mispriced or undervalued assets; and • Investment Manager alignment with Unitholders, through 360 Capital Group's co-investment of \$25.0 million. 	

1. As at the date of this PDS, 360 Capital Group's long term co-investment in the Fund of \$25.0 million amounts to 12,875,001 Units. It also holds a further 7,321,239 Units. In addition it has agreed to sub-underwrite the issue of 5 million units (see Section 16.6). If it is required to subscribe for those units it will on completion of the Offer hold 25,196,240 units representing 43.3% of issued units.

4.3 ABOUT THE RESPONSIBLE ENTITY

Question	Answer	More Information
Who is the Responsible Entity of the Fund?	360 Capital FM Limited (ABN 15 090 664 396, AFSL 221474) is the Responsible Entity of the Fund.	Section 5.4
Who are the Directors of the Responsible Entity?	David Van Aanholt, Non-executive Chairman. Tony Pitt, Managing Director. John Ballhausen, Non-executive Director. Graham Lenzner, Non-executive Director. Andrew Moffat, Non-executive Director.	Section 9.1.1
What are the key responsibilities of the Responsible Entity?	The Responsible Entity is responsible for management of the operations of the Fund. While the Responsible Entity delegates investment management services to other entities, it retains ultimate responsibility for these functions.	Section 9.1
What fees will the Responsible Entity receive?	The Responsible Entity will receive a Management Fee equal to 0.05% per annum on the gross asset value of the Fund. The Management Fee may be paid out of income or capital.	Section 12.3.1.1
Who is 360 Capital Group?	360 Capital Group is an ASX-listed, alternative asset investment and funds management group concentrating on strategic and active investment management of alternative assets. As at the date of the PDS, 360 Capital Group has a market capitalisation of approximately \$240.0 million and manages listed and unlisted funds on behalf of investors. Approximately 33% of the 360 Capital Group is owned by staff and directors.	Section 5.4

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Investment Overview

4.4 ABOUT THE INVESTMENT MANAGER

Question	Answer	More Information
Who is the Investment Manager of the Fund and 360 CDIP?	The Investment Manager of both the Fund and 360 CDIP will be 360 Capital Digital Management Pty Limited, a joint venture between 360 Capital Group (50%) and Mr David Yuile (50%).	Section 5.5 and 6.3
Who are the Directors of the Investment Manager?	David Yuile - Managing Director & Executive Director. Tony Pitt - Executive Director. Andrew Moffat - Independent Non-Executive Director. James Orlando - Independent Non-Executive Director.	Section 9.2.1
Who are the senior executives of the Investment Manager?	David Yuile - Managing Director & Executive Director. Tony Pitt - Executive Director. Glenn Butterworth - Chief Financial Officer. James Storey - Head of Real Assets. Libby Langtry - Investor Relations. Jennifer Vercoe - Company Secretary and Head of Compliance.	Section 9.2.2
What are the key responsibilities of the Investment Manager in respect of the Fund?	The Investment Manager, will provide services including but not limited to: <ul style="list-style-type: none"> • Overseeing the Fund's investment strategy; • Actively managing and supervising the Fund's investments; • Developing acquisition divestment strategies; and • Investment evaluation and implementation. 	Section 5.5
What are the key responsibilities of the Investment Manager in respect of 360 CDIP?	The Investment Manager, will provide services including but not limited to: <ul style="list-style-type: none"> • Overseeing the investment strategy; • Actively managing and supervising 360 CDIP's investments; • Developing acquisition divestment strategies; and • Investment evaluation and implementation. 	Section 6.3
What is the term of the Investment Management Agreement for the Fund?	The Investment Manager has entered into a 10-year Fund IMA with the Responsible Entity for the management of the Fund.	Section 16.3

Question	Answer	More Information
What fees will the Investment Manager receive from the Fund and 360 CDIP?	<p>The Investment Manager will receive a Management Fee equal to 1.0% p.a. on the gross asset value of the Fund.</p> <p>The Investment Manager is also entitled to a Performance Fee from the Fund, which is calculated and paid every 3 years, and in certain circumstances such as where the Fund is wound up or subject to a takeover. The Performance Fee is based on the total realised and unrealised return before withholding tax, having regard to the NAV of the Fund on the Performance Fee calculation date.</p> <p>The Performance Fee is equal to:</p> <ul style="list-style-type: none"> • to the extent that the Fund IRR is more than 10.0% but not more than 12.0%, the amount by which if included as a Fund outflow on the calculation date would reduce the Fund IRR to 10.0%; • where the Fund has achieved a Fund IRR of more than 12.0%: <ul style="list-style-type: none"> – an amount, which if included as a Fund outflow on the calculation date represents the difference between a 10.0% Fund IRR and a 12.0% Fund IRR; plus – 20.0% of the amount by which if included as a Fund outflow on the calculation date would reduce the Fund IRR to 12.0%. <p>The Investment Manager will be entitled to similar fees in respect of 360 CDIP but for so long as it is the investment manager of both 360 CDIP and the Fund it will waive its fee entitlement in respect of the Fund to the extent it receives a fee out of 360 CDIP which is attributable to the Fund's investment in 360 CDIP. This means there will be no double charging of fees by the Investment Manager.</p> <p>The Management Fee and Performance Fee may be paid out of income or capital.</p> <p>There are other fees and costs that are applicable to an investment in the Fund. Refer to Section 12.</p>	Section 12

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Investment Overview

4.5 OVERVIEW OF THE OFFER

Question	Answer	More Information
What is the Offer?	<p>This PDS is for an offer of Units in the Fund.</p> <p>The Offer comprises the Broker Firm Offer, the Institutional Offer and the Priority Offer.</p>	Section 15.1
What is the Offer Price per Unit?	All Applicants under the Offer will pay a Offer Price of \$2.00 per Unit.	Section 15.1
How is the Offer structured?	<p>Broker Firm Offer, which is open to Australian and New Zealand resident retail clients who have received a firm allocation from their Broker.</p> <p>Institutional Offer, which consists of an invitation to bid for Units made to Institutional Investors.</p> <p>Priority Offer, which consists of an invitation to bid for Units made to 360 Capital Group (ASX:TGP) and 360 Capital Total Return Fund (ASX:TOT) Australian and New Zealand resident securityholders.</p>	Section 15.1
What will be the allocation under the Priority Offer?	Up to \$10.0 million has been set aside for applicants under the Priority Offer.	Section 15.1
Is the Offer underwritten?	Yes. The Offer is fully underwritten by Moelis Australia Advisory Pty Ltd, Morgans Corporate Limited and Shaw and Partners Limited. 360 Capital Group has agreed to sub-underwrite the Priority Offer.	Section 15.10 and 16.6
What is the purpose of the Offer?	<p>A listing on ASX will provide the Fund with:</p> <ul style="list-style-type: none"> • Sufficient capital to achieve its growth targets; • Access to broader debt and equity capital markets to pursue additional growth opportunities; • A greater corporate and public profile; and • A strong Unitholder base. 	
Can the Offer be withdrawn?	<p>Yes, the Responsible Entity reserves the right to withdraw all or part of the Offer or close it early.</p> <p>If the Offer is withdrawn, the Responsible Entity will refund all Application Monies in full, without interest.</p>	Section 15.15
Who can participate in the Offer?	<p>The Broker Firm Offer is open to persons who have received a firm allocation of Units from their Broker and who have a registered address in Australia or New Zealand.</p> <p>The Institutional Offer consists of an invitation to certain Institutional Investors in Australia and certain foreign jurisdictions to apply for Units.</p> <p>The Priority Offer which consists of an invitation to apply for Units made to 360 Capital Group (ASX:TGP) and 360 Capital Total Return Fund (ASX:TOT) securityholders.</p>	Section 15.5

Question	Answer	More Information
What are the minimum and maximum Offer amounts?	<p>The minimum amount is \$65,000,000.</p> <p>The maximum amount is \$65,000,000.</p>	Section 15.5
What is the allocation policy?	<p>The basis of allocation of Units under the Offer will be determined by the Responsible Entity and the Joint Lead Managers and Underwriters, subject to any firm allocations under the Broker Firm Offer and Priority Offer. Certain Applicants nominated by the Responsible Entity may be given preference in allotment of Units.</p> <p>The allocation of Units among the Applicants under the Institutional Offer has been determined by the Joint Lead Managers and Underwriters in consultation with the Responsible Entity.</p> <p>The allocation of Units under the Priority Offer will be determined by the Responsible Entity.</p>	Section 15.5
Will the Units be listed?	<p>The Responsible Entity will apply for the Fund to be admitted to the Official List of the ASX and for quotation of the Units on the ASX within seven days of the date of this PDS. It is expected that Units will commence trading on a deferred settlement basis on the ASX on 31 October 2019.</p> <p>The Fund's Units are expected to trade on the ASX under the code TDI.</p>	Section 15.5
When can I sell my Units on the ASX?	<p>It is expected that the Units will be traded on a deferred settlement basis on the ASX on or about 31 October 2019 and will commence trading on the ASX on a normal settlement basis on 4 November 2019.</p> <p>It is the responsibility of the Applicants to confirm their allocation of Units prior to trading in Units. A Unitholder who sells their Units before they receive their holding statements does so at their own risk.</p>	Section 15.5
How can I apply?	Details on how to apply are set out in Section 15.	Section 15.6
When will I know if my Application has been accepted?	A holding statement confirming your allocation of Units under the Offer is expected to be dispatched on or around 1 November 2019.	Section 15.5
Is there a cooling off period?	Cooling off rights do not apply to an investment in Units pursuant to the Offer.	Page 4
How will the proceeds of the Offer be used?	Proceeds from the Offer will be used to settle the Convertible Note investment, pay for the costs of the Offer and provide working capital to the Fund.	Section 5.7

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Investment Overview

Question	Answer	More Information
What are the key risks associated with an investment in the Fund?	<p>There are a number of risks associated with an investment in the Fund, which may impact the Fund's financial performance. Some of these risks are summarised below and outlined further in Section 10.</p> <p>Investment Manager risk</p> <p>By investing in the Fund, investment decisions are delegated to the Investment Manager. The performance of the Fund is affected by the performance of the Investment Manager and that of the external service providers engaged by the Investment Manager and is therefore not assured. The Investment Manager requires staff to have a variety of skills and expertise, some of which may be considered niche specialities in which there are limited practitioners available for recruitment.</p> <p>Dependence on key personnel</p> <p>The Investment Manager depends on the skills and experience of its staff and employees. With only a small number of employees, it is essential that appropriately skilled staff be available in sufficient numbers to support the Investment Manager's business. The Investment Manager requires staff to have a variety of skills and expertise, some of which may be considered niche specialities in which there are limited practitioners available for recruitment. While the Investment Manager has initiatives to mitigate this risk, the loss of key staff may have a negative impact on the Investment Manager. The loss of key staff to a competitor may amplify this impact.</p> <p>Dilution</p> <p>Future capital raisings and equity-funded acquisitions by the Fund may dilute the holdings of Unitholders. In the normal course of managing the Fund, the Investment Manager is seeking to increase distribution income to Unitholders and to provide the potential for capital growth. In order to provide this growth, capital raisings may be undertaken to acquire assets. At the extreme, a capital raising may need to be undertaken to reduce debt in order that the Fund remain compliant with its debt covenants.</p>	Section 10.1

Question	Answer	More Information
	<p>Distributions may vary</p> <p>The ability of the Fund to pay distributions is dependent upon the Fund having sufficient cash resources and distributable income. Amongst other matters, default in payment of rent by any of the lessees or variances in the costs of operating the Fund may affect the level of income available for distribution as well as the timing of distributions.</p> <p>Liquidity</p> <p>If it becomes necessary for the Fund to dispose of one or more of its investments (for example, to reduce the Fund's LVR), there is a risk that the Fund may not be able to realise sufficient assets in a timely manner or at an optimal sale price. This may adversely affect the NTA per Unit or trading price per Unit.</p> <p>General fundamental exposures</p> <p>Underlying risks in investments may include: changes in Australian and international economic conditions, inflation, changes in interest rates, changes in equity market conditions, environmental concerns, regulatory/compliance issues, geopolitical instability or changes in investor sentiment.</p> <p>Trading price of Units if Fund is listed</p> <p>The market price of the Units will fluctuate due to numerous factors including general movements in interest rates, the Australian and international general investment markets, economic conditions, global geopolitical events and hostilities, investor perceptions and other factors that may affect the financial performance and position of the Fund. The price of the Units may also fluctuate due to changes in the market rating of the Units relative to other listed and unlisted investments, other investment options such as debentures or interest bearing deposits and investor sentiment towards the Fund.</p> <p>Ranking</p> <p>If the Fund is wound-up, Unitholders will rank behind secured and unsecured creditors of the Fund. If there is a shortfall of funds on winding-up, there is a risk that Unitholders will receive less than the NTA per Unit.</p>	

Section 4

Investment Overview

Question	Answer	More Information
	<p>Valuation risk</p> <p>The value of the portfolio may be determined based on valuations provided by the Investment Manager. Given the Investment Manager is entitled to a Performance Fee and a Management Fee, there is a risk that the Investment Manager will value the portfolio in a way that prefers the Investment Manager's interests to the potential detriment of the Fund. In respect of assets it owns and controls, the Fund intends to engage an external valuation firm to undertake an independent valuation of the assets at least once in each two-year period.</p> <p>Conflict of interest</p> <p>The Responsible Entity is a member of the 360 Capital Group. The Directors of the 360 Capital Group are the same as the Directors of the Responsible Entity. The 360 Capital Group owns 50% of the Investment Manager. This creates the potential for a conflict of interest in assessing and procuring investment opportunities. The Responsible Entity and the Investment Manager have implemented policies, and the arrangement is structured in such a way that so as to avoid potential conflicts. Please refer to Sections 6.7 and 17 for more information.</p> <p>No operating performance history of the Fund</p> <p>The Fund is a newly formed entity with no financial, operating or performance history and no track record which could be used by an investor to make an assessment of the ability of the Responsible Entity or the Investment Manager to achieve the investment objective of the Fund. The information in this PDS about the investment objective of the Fund are not projections or the result of any simulated future performance. There is a risk the Fund's investment objective will not be achieved.</p> <p>Due diligence on investments</p> <p>Some investments by the Fund may be made based on limited due diligence conducted only in respect of publicly available information. This may increase the risk of individual investments and could lead to material adverse effects on the performance of the Fund.</p> <p>Other risks associated with the Fund include which are outlined in further detail in Section 10.1 :</p> <ul style="list-style-type: none">• Availability of suitable investment opportunities;• Low customer uptake of service;• Planning, development and construction risks;• Breach of debt covenants;• Minority interests;• Ownership of physical real estate;• Interruptions to operations, including infrastructure and technology failure;	

Question	Answer	More Information
	<ul style="list-style-type: none"> • Competitive landscape and action of others; • International investment and exchange rate risk; • Regulatory environment; • Reputational damage; • Relationships with key intellectual property licensors and technology; • Regulatory approvals; and • Counterparty risk. 	
<p>What are the risks associated with the Fund investing in 360 CDIP, where 360 CDIP ceases to be wholly owned by the Fund?</p>	<p>In addition to the risks outlined above, the investment by the Fund in 360 CDIP presents the following risks:</p> <p>Dilution</p> <p>Future capital raisings and equity-funded acquisitions by 360 CDIP may dilute the interest of the Fund in 360 CDIP and its assets if the Fund does not participate in the capital raising on a pro-rata basis. In order to mitigate this risk the Fund will have the right to participate on a pro rata basis in any new 360 CDIP capital raising.</p> <p>Control</p> <p>Currently, the Fund holds 100% of and controls 360 CDIP. However, should 360 CDIP be made available to external Wholesale Investors it will cease to be controlled by the Fund. In those circumstances 360 CDIP will act independently, in the best interests of all its investors (including the Fund). In addition, as the Fund's proportionate holding of 360 CDIP reduces, the degree of influence it may exert (including through matters requiring an investor resolution) may reduce. The interests held by the Fund will have equal voting rights with other 360 CDIP interests.</p> <p>Conflict of interest risk</p> <p>The Responsible Entity is a member of the 360 Capital Group. The Investment Manager is 50% owned by the 360 Capital Group and the Investment Manager is the investment manager of both the Fund and 360 CDIP. This creates the potential for a conflict of interest in assessing and procuring investment opportunities.</p> <p>The Responsible Entity and the Investment Manager have implemented policies in such a way that so as to mitigate potential conflicts. Please refer to Section 6.7 for more information.</p>	<p>Section 10.2</p>

Section 4

Investment Overview

4.6 KEY FINANCIAL AND OPERATING INFORMATION

Question	Answer	More Information
What is the pro-forma NTA value per Unit?	\$1.90 per Unit upon completion of the Offer.	Section 11.3
What will be the gearing of the Fund?	The Fund will target a maximum loan to value ratio of 50% of gross assets on a look through basis.	Section 5.8.10
What is the Fund's distribution policy?	Distributions will be made quarterly at the Responsible Entity's discretion.	Section 5.8.1
Are distributions guaranteed?	Distributions are not guaranteed and are at the discretion of the Responsible Entity.	Section 5.8.1
What are the tax implications of making an investment in the Fund?	<p>Participation in the Offer may have taxation implications for investors. These implications will differ depending on the individual circumstances of each Unitholder who participates in the Offer.</p> <p>An analysis of income tax implications applicable to investors is outlined in Section 13. The advice is general in nature and investors should seek and only rely upon their own professional taxation advice in relation to their own position.</p>	Section 13

4.7 CORPORATE GOVERNANCE

Question	Answer	More Information
What are the governance arrangements for the Fund and who will be responsible for them?	The Responsible Entity and Investment Manager have established governance arrangements to ensure that the Fund is effectively managed in a manner that is properly focused on its investment objectives and the interests of Unitholders as well as conforming to regulatory and ethical requirements.	Section 6.7 and 17.2
Will the Fund hold annual general meetings?	The Fund is not required to hold annual general meetings. General meetings will be held by the Fund when required.	Section 16.1

4.8 OFFER COSTS

Question	Answer	More Information
What are the fees and costs associated with the Offer?	Total expenses (which include professional advisory fees, printing costs and listing fees) in relation to the Offer are expected to be approximately \$2.7 million.	Section 18.6.3
Who will bear the Offer costs?	The Fund will bear the fees and costs associated with the Offer.	Section 18.6.3
Is there any broker commission or stamp duty payable by Applications?	<p>No brokerage, commission or stamp duty is payable by Applicants who apply for Units under the Offer.</p> <p>If you buy or sell Units on ASX, you may have to pay brokerage and other transaction costs. Under current legislation, there is no stamp duty payable on the sale or purchase of Units on ASX provided that no investor (together with any related or associated persons or other persons in an associated transaction for the purposes of stamp duty law) holds 90% or more of the Units.</p>	Section 15.5

4.9 OTHER INFORMATION

Question	Answer	More Information
Where can I find out further information about the Offer?	<p>If you would like more information or have any questions relating to the Offer, you can contact the Responsible Entity on 1300 080 794 (free call within Australia) or +61 2 8016 2881 (from outside Australia).</p> <p>If you are uncertain as to whether an investment in the Fund is suitable for you, please contact your stockbroker, financial adviser, accountant, lawyer or other professional adviser.</p>	
What procedures are in place to deal with complaints?	<p>If you have a complaint, please contact the Responsible Entity on 1300 080 794 (free call from within Australia) or +61 2 8016 2881 (from outside Australia) or email investor.relations@360capital.com.au.</p> <p>If you are dissatisfied with our response, you can lodge a complaint with AFCA, who provides fair and independent financial services complaint resolution that is free to consumers.</p>	

Section 4

Investment Overview

4.10 ASIC BENCHMARKS

ASIC requires disclosure against the following benchmarks with respect to funds of this type and the Responsible Entity is required to state whether it meets each benchmark. This disclosure is aimed at assisting Applicants to make an informed decision about whether to invest in the Fund.

Benchmark	Answer	More Information
The infrastructure entity's corporate governance policies and practices conform with the principles and recommendations in GN 9A.	This benchmark is met. The Responsible Entity implements ASX Listing Rule 4.10.3 and Guidance Note 9.	Section 17.2.1
Incentive-based remuneration paid to management for the infrastructure entity is derived from the performance of the infrastructure entity and not the performance of other entities within its consolidated group, except where the infrastructure entity is the parent of the consolidated group.	This benchmark is met. The Investment Manager is paid a Performance Fee which is attributable to the performance of the Fund.	Section 12.3.2.2.
All units or shares are fully paid and have the same rights.	This benchmark is met.	Section 16.1.
The infrastructure entity complies with ASX Listing Rule 10.1 for substantial related party transactions.	This benchmark is not met. The Fund has applied for a waiver of Listing Rule 10.1 in order for the Fund to invest in 360 CDIP without Unitholder approval in the event that Wholesale Investors invest in 360 CDIP and no independent expert report will be obtained in respect of the Fund's investment in 360 CDIP. The waiver recognises that complying with Listing Rule 10.1 would involve substantial costs and the associated delay would, as a practical matter, mean the Fund would be unable to participate in 360 CDIP's capital raisings.	Section 6.7 and 18.6.1.

Benchmark	Answer	More Information
<p>The infrastructure entity has, for the current financial year, prepared and had approved by the Board:</p> <ul style="list-style-type: none"> • a 12-month cash flow forecast for the infrastructure entity and has engaged an independent suitably qualified person or firm to provide, in accordance with the auditing standards: <ul style="list-style-type: none"> – negative assurance on the reasonableness of the assumptions used in the forecast; and – positive assurance that the forecast is properly prepared on the basis of the assumptions and on a basis consistent with the accounting policies adopted by the entity; and • an internal unaudited cash flow forecast for the remaining life, or the right to operate (if less), for each new significant infrastructure asset acquired by the infrastructure entity. 	<p>This benchmark is not met. The Responsible Entity has prepared, and the Board has approved, a 12-month cash flow forecast for the Fund. However, due to the nature of the Initial Assets and the financial position of the Fund, including its significant cash balance, the Responsible Entity does not currently consider an independent assurance on this forecast necessary or appropriate. None of the Initial Assets anticipate additional capital outlays. The Responsible Entity does prepare internal unaudited cash flow forecasts for each new significant infrastructure asset acquired by the Fund. Should the nature of the assets be such as to render this benchmark more relevant, the Responsible Entity will reconsider its application and the Fund's compliance with it.</p>	

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Benchmark	Answer	More Information
<p>Before any new material transaction, and at least once every three years, an assurance practitioner performs an agreed-upon procedures check on the infrastructure entity's base-case financial model that:</p> <ul style="list-style-type: none">• checks the mathematical accuracy of the model, including that:<ul style="list-style-type: none">– the calculations and functions in the model are in all material respects arithmetically correct; and– the model allows changes in assumptions, for defined sensitivities, to correctly flow through to the results; and• includes no findings that would, in the infrastructure entity's opinion, be materially relevant to the infrastructure entity's investment decision.	<p>This benchmark is not met. The Responsible Entity currently considers that due to the nature of the Initial Assets and the financial position of the Fund, independent assurance on the Fund's base case financial model are neither necessary or appropriate. Should the nature of the assets be such as to render this benchmark more relevant, the Responsible Entity will reconsider its application and the Fund's compliance with it.</p>	

Benchmark	Answer	More Information
For any operating asset developed by the infrastructure entity, or completed immediately before the infrastructure entity's ownership, the actual outcome for the first two years of operation equals or exceeds any original publicly disclosed forecasts used to justify the acquisition or development of the asset.	This benchmark is not applicable.	
If the infrastructure entity is a unit trust, it will not pay distributions from scheme borrowings.	This benchmark is met.	Section 5.8.1
If the infrastructure entity is unlisted and a unit trust, after finalising a new valuation for an infrastructure asset, the infrastructure entity reviews, and updates if appropriate, the unit price before issuing new units or redeeming units.	This benchmark is not applicable. The Fund will be a Listed unit trust.	

Section 5 About the Fund

5



5.1 FUND OVERVIEW AND INVESTMENT STRATEGY

The Fund is an Australian managed investment scheme which is structured as a unit trust and was registered with ASIC on 28 August 2019 under Chapter 5C of the Corporations Act.

The Fund provides Unitholders with the ability to gain exposure to digital infrastructure assets, seeking to capitalise on the growth of the global digital economy.

The Fund will seek to invest initially in digital infrastructure assets in the Asia Pacific region, with ability to broaden the investment mandate globally. When assessing investment opportunities and given the long-term nature of the assets, the Fund will seek to ensure targeted geographies have a stable geopolitical setting and a strong rule of law prior to investing.

The Fund has secured three Initial assets worth approximately \$55.0 million over the past four months and has reviewed a number of other opportunities which were deemed not suitable for the Fund. See Section 8 for details of the Initial Assets.

The Fund has identified four core investment areas which will initially underpin its investment focus:

- Data centres;
- Dark fibre and fibre-based networks;
- Cell towers, small cell sites; and
- Other related digital infrastructure.

Within these areas of focus the target investment size will initially be \$20.0–\$100.0 million into unlisted operating entities or direct assets. These investments could comprise growth capital into operating businesses, expansion capital and/or the purchase of equity from early stage passive investors.

The Fund will target a Total Return of 10.0% p.a.¹ comprising a combination of income and capital growth and will seek to make distributions of income on a quarterly basis. Although the Fund may make quarterly distributions, Unitholders should view returns as a total return investment as it may be in the best interest of Unitholders to reinvest income at various stages of the investment cycle to take advantage of high growth investment opportunities.

Given the nature of the asset class and industry, the Fund expects the majority of investment opportunities to be off market, generated from the Managing Director of the Investment Manager's personal relationships within the telecommunication industry, new hires into the Investment Manager as well as 360 Capital Group connections.

Post completion of the Offer, the Fund will have approximately \$55.0 million in cash and no borrowings, placing the Fund in a very strong position to take advantage of opportunities as they arise.

Based on the current pipeline of opportunities, it is expected that the Fund will initially be deploying capital into well run data centre operators or the acquisition of data centre facilities leased on a long term basis to quality tenants. Initially the geographic focus is expected to be in the Asia Pacific region in stable economies.

Opportunities in the core investment areas and target geographies will be carefully prepared by the Investment Manager to ensure they are in line with the investment objectives and returns before being recommended to the Responsible Entity.

The Investment Manager is also investigating investment into dark fibre between data centres. This investment may be into an existing operator or more likely into providing growth capital for deployment with the Fund owning the infrastructure asset being the fibre network.

As 5G is rolled out, it is expected the Fund will deploy capital into this growth opportunity by investing in operators of poles and cell sites where mobile operators can mount their equipment.

Initially by nature of the Initial Assets, the Fund will be heavily weighted to data centre investments with a small portion in fibre however long term the Fund is expected to be heavily weighted to data centres and small cell site/towers with a small portion in fibre however this is opportunity driven.

Refer to Section 7 for further information regarding the investment strategy.

1. The targeted return is an objective target only and may not be achieved. Future returns are not guaranteed and a loss of principal may occur.

The Fund will implement its investment strategy through acquiring interests in digital infrastructure assets on a full or fractional basis.

In addition to other alternatives, for the purposes of co-investing with wholesale capital the Fund may, via 360 CDIP, invite Wholesale Investors to invest alongside it in respect of all or some of the portfolio and use that capital to acquire additional assets in that vehicle. 360 CDIP will be managed by the Investment Manager for the benefit of the Fund and any Wholesale Investors which are invested.

- Wholesale Investors may have a lower cost of capital, enabling the funding of additional assets in a manner which may be less dilutive to Unitholders;
- Joining with Wholesale Investors will enable the Fund to better leverage Unitholders' equity into larger assets and a more diverse and more attractive portfolio;
- Certain digital infrastructure assets may be capital intensive and an alternative source of capital will reduce the potential dilution associated with the Fund being forced to raise capital in circumstances where it may not be in the best interests of Unitholders; and
- Exposure to a larger and more diverse portfolio may result in the Fund being more attractive to institutional and other investors and thereby create greater liquidity for Unitholders.

Refer to Section 6 for further information regarding 360 CDIP.

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graph TD
    subgraph TopLevel
        Mgmt[360 Capital Digital Management Pty Ltd  
(Investment Manager)]
        Fund[360 Capital Digital Infrastructure Fund]
        FM[360 Capital FM Limited  
(Responsible Entity)]
        Mgmt --> Fund
        Mgmt --> FM
    end

    subgraph PartnersBox [360 Capital Digital Infrastructure Partners]
        LP[360 Capital Digital Infrastructure Limited Partnership  
(Jersey Limited Partnership)]
        No1[360 Capital Digital Infrastructure No. 1  
(MIT)]
        No2[360 Capital Digital Infrastructure No. 2  
(MIT)]
        LP -- staple --> No1
        No1 --> CDIP1[360 CDIP No.1 Pty Limited  
(Trustee)]
        No2 --> CDIP2[360 CDIP No.2 Pty Limited  
(Trustee)]
        Mgmt --> CDIP2
    end

    CDIP1 --> Guam[360 CDIP Guam Pty Ltd]
    Guam -- 36.7% --> ACE[Asia Connective Elements (ACE)]
    ACE -- 51.0% --> GNC[Gateway Network Connections (GNC)]
    GNC --> GuamDC[Guam Data Centre]

    CDIP2 --> Malaga[360 CDIP Malaga Trust]
    Malaga --> MalagaDC[Malaga Data Centre]
    CDIP2 --> Bluegum[360 CDIP Bluegum Trust]
    Bluegum --> Note[Convertible Note]

    FM --> Malaga
    FM --> Bluegum

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The above diagram depicts the proposed structure as at the date of completion of the IPO. 360 CDIP currently comprises 2 Australian unregistered trusts being 360 Capital Digital Infrastructure No. 1 and 360 Capital Digital Infrastructure No. 2. The Initial Assets are held through three wholly owned and controlled subsidiaries. Note that in the future the Fund may acquire assets outside of 360 CDIP and 360 CDIP may be offered to Wholesale Investors (see Section 6).

5.4 THE RESPONSIBLE ENTITY

The Responsible Entity of the Fund is 360 Capital FM Limited. The Responsible Entity is a member of the 360 Capital Group.

The 360 Capital Group is an ASX-listed (ASX:TGP), alternative asset investment and funds management group concentrating on strategic investment and active investment management of alternative assets. As at the date of the PDS, the 360 Capital Group has a market capitalisation of approximately \$240 million and manages listed and unlisted funds on behalf of investors.

The 360 Capital Group senior management team has an average of 25 years' experience across the Australian real estate, banking, finance and funds management sectors.

The Staff and Directors of 360 Capital Group own in excess of 33% of the 360 Capital Group's securities and the 360 Capital Group has a philosophy of co-investment in the funds it manages. The 360 Capital Group has invested \$25.0 million into the Fund as long-term co-investment capital.

Please see Section 9 for Responsible Entity Director biographies.

5.5 THE INVESTMENT MANAGER

The Responsible Entity will delegate the investment management to the Investment Manager, pursuant to the Fund IMA.

The Investment Manager is a joint venture between 360 Capital Group Limited (50%) and a company controlled by Mr David Yuile (50%). Please see Section 9 for Mr David Yuile's biography. David Yuile is the Managing Director of the Investment Manager.

The board of directors of the Investment Manager, along with their biographies are set out in Section 9.2.1.

5.6 KEY TERMS OF THE FUND IMA

The Fund IMA is summarised in Section 16.3. Key terms include:

- The Fund IMA sets out the services to be provided by the Investment Manager, these include:
 - Overseeing the investment strategy;
 - Providing administrative support to assist and ensure the maintenance of the Fund's corporate and statutory records, compliance with the Corporations Act;
 - Actively managing and supervising the Fund's investments;
 - Developing acquisition divestment strategies; and
 - Investment evaluation and implementation.
- Other than where there is a Cause Event the Investment Manager is appointed for a minimum term of 10 years and thereafter may be removed on six months' notice. Where there is a Cause Event the Investment Manager may be removed at any time by a Special Resolution of Unitholders; and
- The Investment Manager is entitled to annual Management Fees of 1% of the gross asset value of the Fund and a Performance Fee, refer to Section 16.3. The Investment Manager will be entitled to similar fees in respect of 360 CDIP and for so long as it is the investment manager of both 360 CDIP and the Fund it will waive its fee entitlement in respect of the Fund to the extent it receives a fee out of 360 CDIP which is attributable to the Fund's investment in 360 CDIP. This means there will be no double charging of fees by the Investment Manager. The Investment Manager may also be entitled to receive fees on its removal.

Section 5

About the Fund

5.7 USE OF PROCEEDS FROM OFFER

Proceeds from the Offer will be used to settle the Convertible Note investment, pay for the costs of the Offer and provide working capital as follows:

Source of Funds	\$m	Use of Funds	\$m
Capital Raising	65.0	Working Capital	51.7
		Convertible Note ¹	10.6
		Offer costs	2.7
Total	65.0	Total	65.0

5.8 ADDITIONAL FUND INFORMATION

Further details in respect of the Fund are set out below. Please refer to Section 16.1 for further information.

5.8.1 Distribution policy

It is intended that Fund distributions be paid quarterly, though remains at the discretion of the Responsible Entity. Correspondence will be made to investors of the Fund via ASX Announcement. The first distribution is expected to occur after Q3 2020. Distributions are not intended to be paid out of borrowings.

5.8.2 Valuation Policy

The Responsible Entity will calculate the NAV of the Fund at least every 6 months in line with its unit pricing policy.

In respect of assets it owns and controls, the Fund intends to engage an external valuation firm to undertake an independent valuation of the assets at least once in each two-year period.

In respect of assets it does not entirely own (including where it has a shareholding or unitholding in an investment vehicle), the valuation policies in respect of those assets will be subject to the valuation policies of those investment vehicles which may be outside the control of the Fund.

5.8.3 Liquidity and withdrawals

While the Fund is listed, Units are not able to be redeemed or withdrawn from the Fund except under a withdrawal offer or a buy-back of Units which satisfies the Constitution, the Corporations Act and the ASX Listing Rules (see Section 5.8.4).

It is expected, subject to the Fund's admission to the Official List and the quotation of the Units on the ASX, that the Units will commence trading on the ASX on or about 31 October 2019 on a deferred settlement basis. Units may be sold on the ASX by Unitholders instructing their stockbroker.

5.8.4 Capital Management

The Responsible Entity will periodically review the capital structure of the Fund and, where considered appropriate, undertake capital management initiatives which may involve the issue of other Units (through bonus options issues, placement, pro-rata issues, etc.) or the buy-back of Units.

5.8.5 Changes to Investment Strategy

It is expected that the Fund's investment strategy will be implemented as detailed in this PDS. The Investment Manager reserves the right to change the Fund's investment strategy should it be in the best interests of Unitholders, subject to any approval it may require under the ASX Listing Rules.

5.8.6 Fees

Refer to Section 12 for a summary of the fees applicable to the Fund.

1. Please note, as per Section 8.1.3 the loan from 360 Capital Group will be repaid from the proceeds of Units issued under this PDS.

5.8.7 Hedging

5.8.7.1 Foreign Currency Risk Hedging Policy

The Fund may be exposed to foreign currency risk arising from investment in non-AUD denominated assets. This means that a portion of distribution income attributable to the Fund may fluctuate in line with a change in AUD/global exchange rates.

To the extent possible, corresponding debt will be taken out in the same currency of the asset to manage foreign currency risk.

The Fund may enter into derivatives to facilitate foreign currency hedging to manage AUD/global exchange rate risk. The Fund will not enter into derivative products for speculative purposes. The Fund will always ensure that it will have sufficient cash to meet any derivative obligations.

5.8.7.2 Interest Rate Risk Hedging Policy

The Fund may have exposure to interest rate risk, as the Fund may take on debt which is set on a floating benchmark rate plus a margin. This means that a portion of distribution income attributable to the Fund may fluctuate in line with a change in interest rates.

The Fund may enter into derivatives to facilitate interest rate hedging, to hedge the underlying floating rate risk arising from distribution income. The Fund will not enter into derivative products for speculative purposes. The Fund will always ensure that it will have sufficient cash to meet any derivative obligations.

5.8.8 Reporting to Unitholders

For accounting and reporting purposes, the Fund will operate on a financial year basis, with a year end of 30 June. The Fund will formally report to Unitholders on a half yearly basis as at 30 June and 31 December. Amongst other things, the report will detail:

- the amount of distributions for the period;
- the current NAV per Unit at the end of the reporting period;
- the significant activities during the period; and
- a portfolio update.

5.8.9 Denomination

The Fund will be Australian dollar denominated.

5.8.10 Borrowings

At the completion of the Offer there will be no gearing in either the Fund or 360 CDIP. Refer to Section 5.7.

The Fund will target a maximum loan to value ratio of 50% of gross assets on a look through basis.

If the Fund determines to take leverage, it will do so in the best interests of Unitholders having regard to, amongst other things, the terms and the identity of the lender.

The use of leverage may affect the Funds ability to deliver returns and may magnify the Fund's gains and losses.

About 360 Capital Digital Infrastructure Partners (360 CDIP)

6



6.1 360 CDIP OVERVIEW

360 CDIP is currently wholly owned and controlled by the Fund and currently owns the Initial Assets. Should the Responsible Entity determine it to be in the best interests of Unitholders, 360 CDIP may be offered to Wholesale Investors for the purposes of raising wholesale capital to co-invest alongside the Fund. That capital will be used to acquire additional assets by 360 CDIP.

Until the decision to invite Wholesale Investors to invest in 360 CDIP is made, 360 CDIP will remain a wholly owned and controlled subsidiary of the Fund. However, once 360 CDIP is no longer wholly owned, 360 CDIP will be required to act in the interests of all of its investors (including the Fund) and the interests that the Fund holds in 360 CDIP will rank equally with the interests held by other investors.

The reasons why the Responsible Entity may offer 360 CDIP to Wholesale Investors include:

- Wholesale Investors may have a lower cost of capital, enabling the funding of additional assets in a manner which may be less dilutive to Unitholders;
- Joining with Wholesale Investors will enable the Fund to better leverage Unitholders' equity into larger assets and a more diverse and more attractive portfolio;
- Certain digital infrastructure assets may be capital intensive and an alternative source of capital will reduce the potential dilution associated with the Fund being forced to raise capital in circumstances where it may not be in the best interests of Unitholders; and
- Exposure to a larger and more diverse portfolio may result in the Fund being more attractive to institutional and other investors and thereby create greater liquidity for Unitholders.

6.2 INVESTMENT STRATEGY

The investment strategy of 360 CDIP will be consistent with the Fund's investment strategy. Any change to the investment strategy will require a Special Resolution (75% of invested capital) of 360 CDIP investors.

6.3 THE INVESTMENT MANAGER

The Investment Manager will also be the investment manager of 360 CDIP.

6.4 KEY TERMS OF 360 CDIP IMA

The 360 CDIP IMA is summarised in Section 16.4. Key terms include:

- The 360 CDIP IMA sets out the services to be provided by the Investment Manager, these include:
 - Overseeing the investment strategy;
 - Providing administrative support to assist and ensure the maintenance of 360 CDIP's corporate and statutory records, and compliance with the Corporations Act;
 - Actively managing and supervising 360 CDIP's investments;
 - Developing acquisition divestment strategies; and
 - Investment evaluation and implementation;
- Other than where there is a Cause Event, the Investment Manager is appointed for a minimum term of 10 years and thereafter, may only be removed by an Special Resolution of 360 CDIP investors. Where there is a Cause Event the Investment Manager may be removed at any time by a Special Resolution (75% of invested capital) of 360 CDIP investors; and
- The Investment Manager is entitled to a Management Fee of 1% of the gross asset value of 360 CDIP and a Performance Fee, refer to Section 16.4. The Investment Manager will be entitled to similar fees in respect of the Fund but for so long as it is the investment manager of both 360 CDIP and the Fund, it will waive its fee entitlement in respect of the Fund to the extent it receives a fee out of 360 CDIP, which is attributable to the Fund's investment in 360 CDIP. This means there will be no double charging of fees by the Investment Manager.

6.5 KEY 360 CDIP TERMS

The key terms currently proposed in respect of 360 CDIP are summarised in Section 16.2. Please note that these may change.

6.6 REPORTING

360 CDIP and the Investment Manager will be required to use reasonable endeavours to provide the Fund with such information as is necessary to enable the Fund to comply with its reporting obligations, including its continuous disclosure obligations under the ASX Listing Rules.

Section 6

About 360 Capital Digital Infrastructure Partners (360 CDIP)

6.7 GOVERNANCE ARRANGEMENTS

360 CDIP will only cease to be wholly owned by the Fund where the independent board committee (IBC) of the Responsible Entity determines it to be in the best interests of Fund members to raise capital from Wholesale Investors in 360 CDIP. Where this occurs and for so long as the Investment Manager is the investment manager of the Fund and 360 CDIP, the following governance arrangements will apply:

- The IBC, comprising independent directors, will be responsible for all dealings between the Fund and 360 CDIP;
- The Investment Manager must first present all investments which fall within 360 CDIP's mandate to 360 CDIP;
- The Fund will have the right to participate on a pro rata basis in any new 360 CDIP capital raising;
- 360 CDIP must in all cases act in the best interests of its investors (including the Fund) in deciding whether to pursue a new investment and raise capital;
- Other than in connection with an entitlement offer, 360 CDIP will only issue interests based on the prevailing NAV. Entitlement offers at a price other than NAV will not be on a greater than 1:1 basis;
- The Responsible Entity, the Investment Manager and its related entities will only invest in the Fund and not directly into 360 CDIP, thereby ensuring alignment of interests between the Fund, the Responsible Entity and the Investment Manager; and
- The Investment Manager will waive its fee entitlements in respect of the Fund to the extent it receives a fee of 360 CDIP which is attributable to the Fund's investment in 360 CDIP.

6.8 LISTING RULE 10.1 WAIVER

In the event that 360 CDIP is offered to Wholesale Investors and becomes no longer wholly owned by the Fund, the Fund has applied for a waiver from ASX Listing Rule 10.1 so that no Unitholder approval will be required for the Fund to invest in 360 CDIP.

6.9 STRUCTURE OF 360 CDIP

360 CDIP is currently anticipated to comprise the following, however this structure is subject to change:

- 360 Capital Digital Infrastructure No. 1;
- 360 Capital Digital Infrastructure No. 2;

(each being Australian domiciled unregistered unit trusts, with a 360 Capital Group entity as the trustee (each a Trust and collectively, the **Trusts**)),

- 360 Capital Digital Infrastructure, (a Jersey limited partnership (yet to be established) with an affiliate of the Investment Manager or 360 Capital Group as the general partner) (OLP); and
- such other vehicle as required from time to time.

It is currently expected that the vehicles which comprise 360 CDIP will be stapled in substance or effect. As at the date of the PDS, only the Trusts have been established and as such, 360 CDIP currently only comprises the Trusts. These entities hold the Initial Assets via Australian domiciled wholly owned and controlled subsidiaries. The structure of 360 CDIP may change prior to being offered to Wholesale Investors.

The Directors of 360 CDIP No. 1 Pty Ltd, the trustee of 360 Capital Digital Infrastructure No. 1 are:

- Glenn Butterworth; and
- David Yuile.

The Directors of 360 CDIP No. 2 Pty Ltd, the trustee of 360 Capital Digital Infrastructure No. 2 are:

- Tony Pitt; and
- James Storey.

Refer to Section 9.1.1 for the biographies of the above directors.

6.9.1 Borrowings

At the completion of the Offer, there will be no gearing in 360 CDIP. Refer to Section 5.7.

360 CDIP will target a maximum loan to value ratio of 50% of gross assets on a look through basis.

If 360 CDIP determines to take leverage, it will do so in the best interests of investors having regard to, amongst other things, the terms and the identity of the lender.

The use of leverage may affect the 360 CDIP's ability to deliver returns and may magnify 360 CDIP's gains and losses.

7



Section 7

Industry Overview

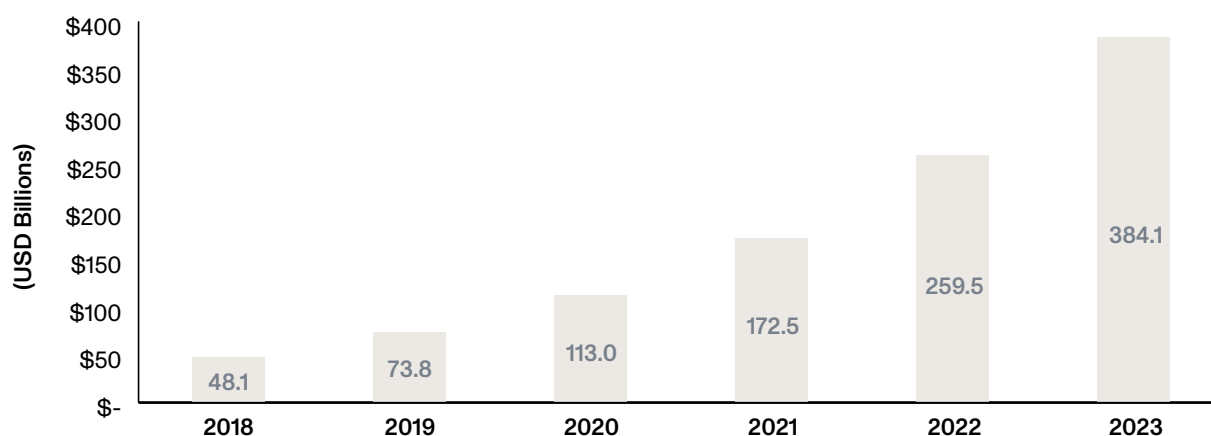
7.1 INTRODUCTION

Global trends continue to drive long term growth of internet, data and mobile traffic which needs to be processed, transported and stored. This ongoing demand will create a strong opportunity for owners and investors in digital infrastructure.

- More data has been created in the last two years than in the history of the human race.
- In 2017, mobile traffic grew 71% with more than 50% of traffic now being video.

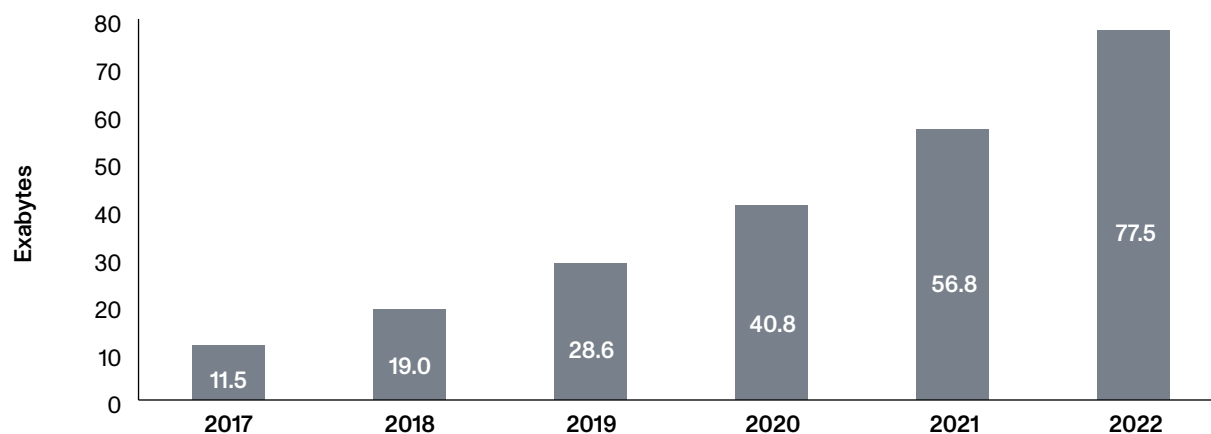
Graph 1: Hyperscale Cloud: Market Size

Forecast Total HSC Revenue: 2018–2023



Source: Structure Research, Hyperscale Cloud, Feb 2019

Graph 2: Global Mobile Data and Internet Traffic Forecast



Source: Cisco VNI 2019

There is also strong evidence that growth will continue and be buoyed by the following drivers:

- **Cloud adoption:** As highlighted in Graph 1 cloud growth across key providers such as Amazon, Microsoft and Google is forecast to grow at significant rates which is expected to create ongoing demand for additional data centre capacity.
- **Artificial Intelligence (AI):** AI adoption is growing and is computing intensive, and typically needs access to very large data sets, all of which are stored in data centres.
- **5G roll out:** The significant increases in speeds from current and planned 5G roll outs is expected to further increase mobile data volumes and fibre roll outs to wireless sites.
- **Driverless cars:** Programs developed to oversee the function of driverless cars will need to be run in data centres, with fast and reliable upload and downloads to facilitate communication between the program and sensors and other outputs on a moving vehicle.
- **Gaming:** Currently the 3rd largest data consumption activity on the internet with an estimated 30% of all data used playing games streamed live via internet.

- UHD (ultra-high definition) video: Continued upgrades to video quality and the ongoing shift from broadcast TV to streaming will further fuel data demand.
- Internet of Things: Interrelated computing devices, mechanical and digital machines or objects which provide unique identifiers and the ability to transfer data over a network without requiring human input or interaction.

7.2 DIGITAL INFRASTRUCTURE OVERVIEW

Mobile and internet infrastructure is a part of our everyday lives. Global communications networks, wireless communication and the cloud, are all reliant on physical infrastructure assets

Example of how digital infrastructure is used:

- (1) Mobile phone user selects a video to watch.
- (2) Request goes over the air to wireless tower and then through fibre to a data centre.
- (3) Data Centre finds video in the relevant cloud and initiates streaming.
- (4) Video stream travels out through fibre to a cell site and then over the air to the user.

Figure 1



7.3 OVERVIEW OF DATA CENTRE MARKET

7.3.1 What is a data centre?

Data centres should be seen as the factories of the digital world where data is stored and processed.

They are often purpose-built, warehouse like, facilities with highly redundant power, large amounts of cooling, strong physical security and are connected to major telecommunication and fibre optic networks.

Typically, a data centre is a centralised location used to house and facilitate the operation of information technology infrastructure such as servers, storage devices, switches, routers and fibre optic transmission equipment for corporates, government bodies, network carriers and more recently cloud providers.

The size and complexity of a data centre can vary widely, dependent on a range of factors such as the end user, geography and local conditions.

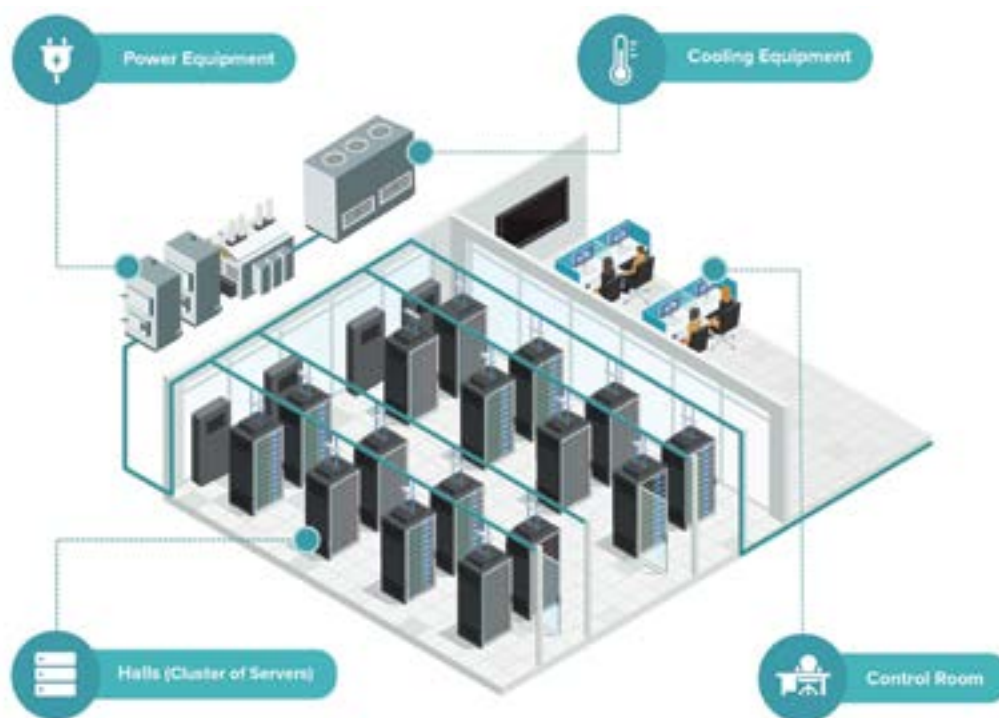
Data centres typically follow a tenant charging model, which is typically a function of provisioned amount of power per IT rack per month or a provisioned amount of power per square meter per month over a larger leased area, with both options typically having annual escalations pegged to CPI or fixed amounts.

Power usage charges can sometimes be bundled into rack cost but is often on a 'cost plus' model for larger deals.

Section 7

Industry Overview

Figure 2: Illustrative concept of a data centre



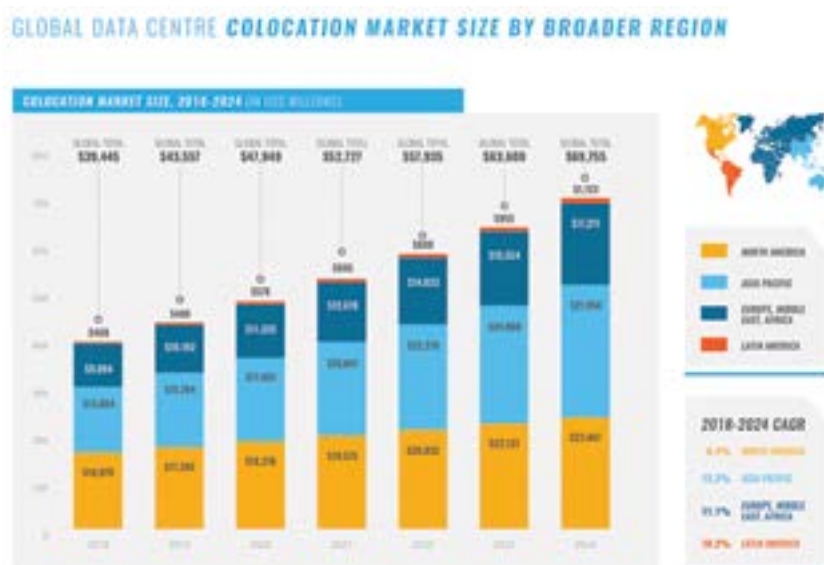
7.3.2 Data centre market, size and demand drivers

Historically, companies would build and operate their own data centres on site. But as IT needs have dramatically increased, this has become unsustainable both economically and practically, which has led to a strong trend to outsource data centre needs. Additionally, and more significantly, the recent advent of large cloud-based platforms from companies like Google, Microsoft, Amazon and Facebook (Hyperscalers) has led to a significant increase in demand for large amounts of data centre capacity (co-location).

Market Size

Structure Research have estimated that the global data centre co-location and interconnection market is forecast to be worth US\$44b in 2019, and to grow on a five-year CAGR basis at 10% to US\$70bn in 2024.

Graph 3



Source: Structure Research, Global Data Centre Colocation 2019

Growth Drivers

Beyond the continued migration from in-house data centres, the advent of large cloud/hyperscalers, such as Amazon, Microsoft and Google, has driven additional significant downstream demand for new and larger data centres.

Hyperscale Cloud (HSC) demand

Hyperscale, as defined by Structure Research, is a cloud operator with more than a billion dollars annually of cloud revenue.

According to Structure Research “the hyperscale cloud market continues to grow and there is increasing evidence that the pace is accelerating. In 2018, the hyperscale cloud infrastructure market grew 56.3% y/y and is projected to have generated \$48.1b in total revenue” (see Graph 1).

7.3.3 Operating and pricing models

Data centre operators are often broadly categorised as:

- Hyperscale e.g. Digital Reality, CyrusOne and Airtrunk;
- Ecosystem e.g. Equinix, NextDC and CoreSite; or
- Services/Integrator e.g. Fujitsu and IBM.

Some operators work across multiple categories to maximise their addressable market.

Hyperscale pricing is typically based on wholesale rates for provisioned power per square metre per month over long periods (for example 5-15 years) whereas Ecosystem pricing can also be per rack per month including power for shorter durations (for example 1-3 years) with additional income derived from cross connects. Services/integrator pricing is typically for a whole of IT solution with data centre charge being just part of the overall cost model.

In most cases, apart from the Services/Integrator category, the IT equipment such as servers, are owned and operated by the end customer.

7.4 DARK FIBRE AND FIBRE-BASED NETWORKS

7.4.1 What is a dark fibre network?

Fibre optics cables are bundles of hundreds to thousands of glass-like strands used to transport large amounts of data over distance. These cables are often laid in duct/conduit and enable digital communications across infrastructure such as buildings, data centres and wireless sites. Historically, telecommunication companies have laid fibre optic networks to provide managed and metered network services to customers, using networking equipment to send light over the fibre optic which is then considered ‘lit’. Where the optical fibre remains unlit or unused and, is yet to be connected to telecommunications transmission equipment, it is referred to as ‘dark fibre’.

The significant growth of internet usage and data has created a strong demand for high-capacity unmetered networks between key devices and high traffic locations, which is often being met with rented dark fibre.

The advantage of dark fibre is that it provides users flexibility to set up their own high-capacity network connection, typically for a flat monthly fee with no management or metering fees.

Figure 3: Example fibre optic site to site connection

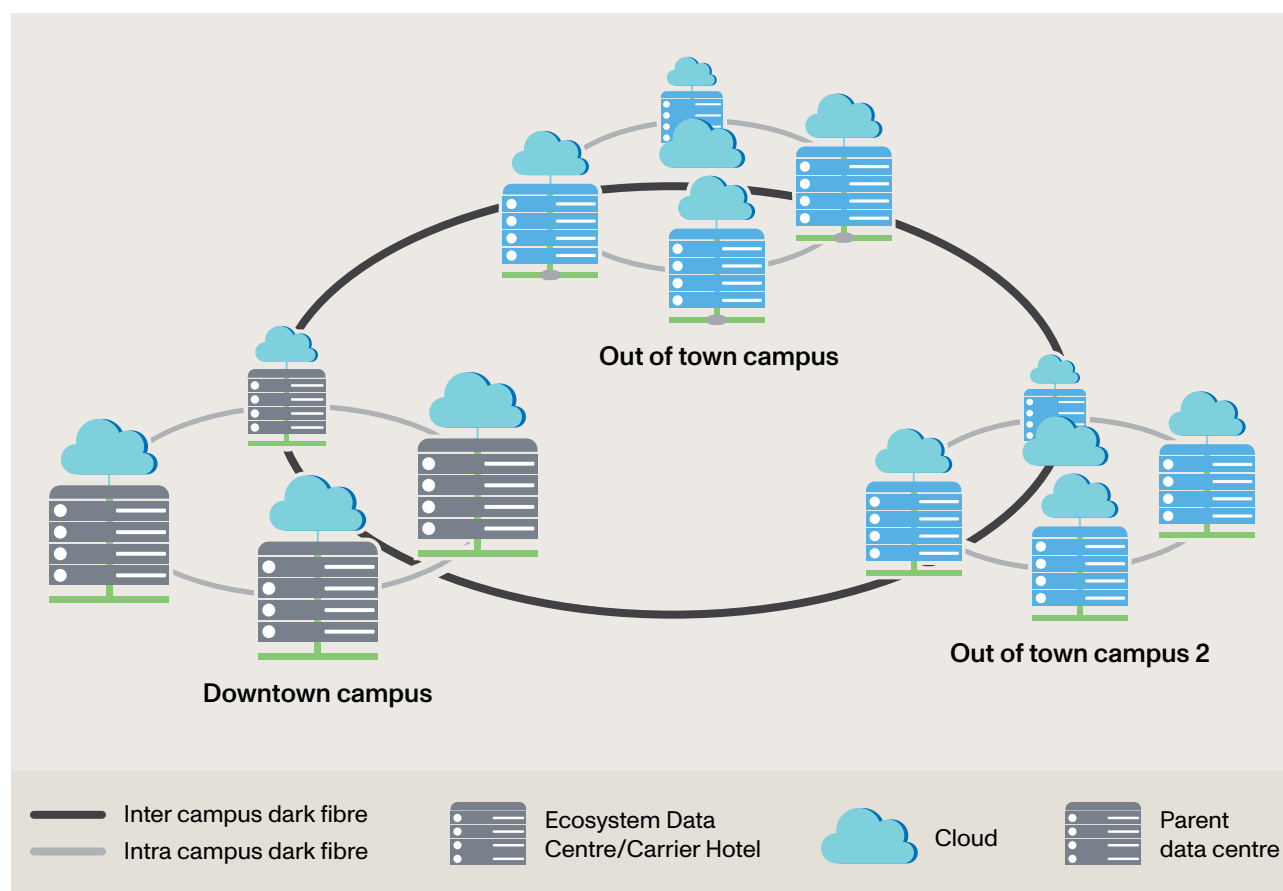


For additional risk reduction, dark fibre can provide organisations with the optionality to operate a redundant connection referred to as a ‘ring-structure’, where locations are linked via two separate fibre optic connections so that data transmission is not interrupted if one fibre optic connection is interrupted.

Section 7

Industry Overview

Figure 4: Example fibre optic ring structure for data centres



7.4.2 Operating models

Dark fibre, once connected end to end, is typically operated as a passive infrastructure asset with income derived from renting individual fibre pairs or multiple pairs to end customers for a monthly fee or for multi-year terms, for larger upfront payments and small annual maintenance fees. Sample operators of dark fibre are Zayo, PIPE Networks and more recently we have seen the emergence of specialist dark fibre operators to data centre such as Summit IG and Dark Fiber and Infrastructure, LLC.

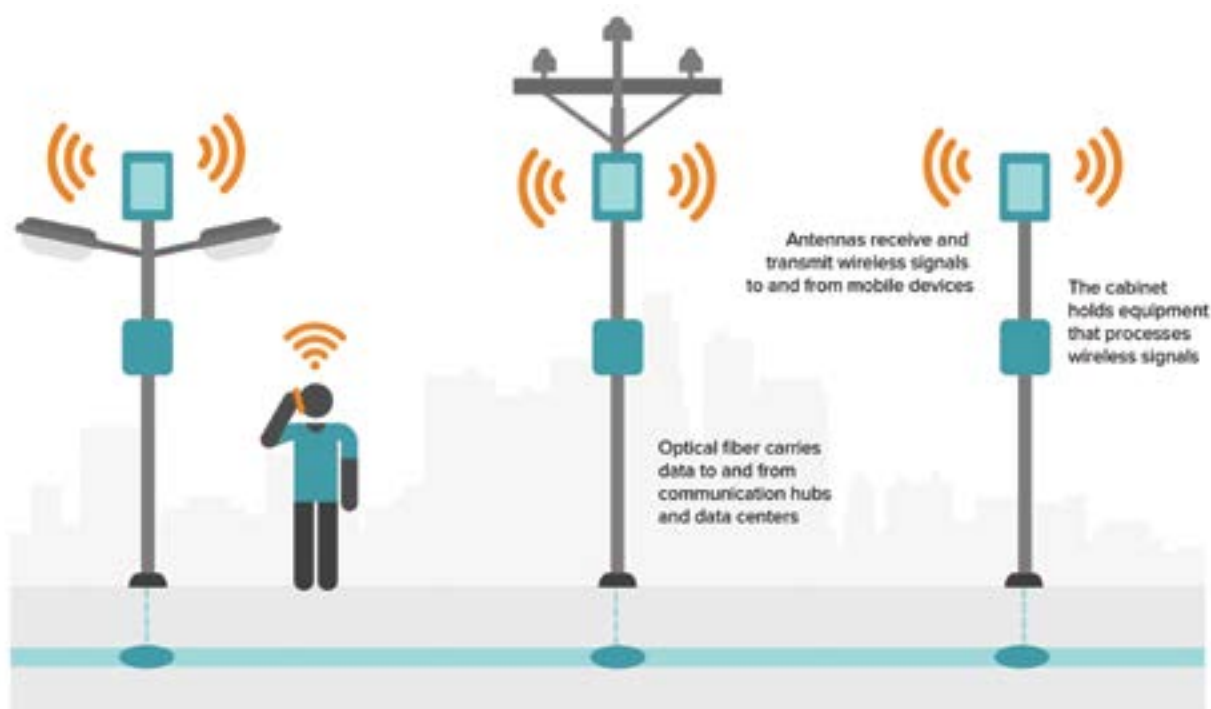
7.5 SMALL CELL SITES

7.5.1 What is a small cell site?

Small cell sites are used to mount small, low-powered antennas connected to power and fibre, typically used to improve coverage and speeds, closer to customers than a macro site. They are often mounted on street poles or traffic lights, similar in size to a shoe box or electrical box.

These sites facilitate improved wireless signals into areas that need better coverage or increased capacity due to higher user demand. Small cells may provide a cost-effective solution for filling coverage gaps, increasing bandwidths, and getting the networks ready for 5G without the need to build more expensive macro sites.

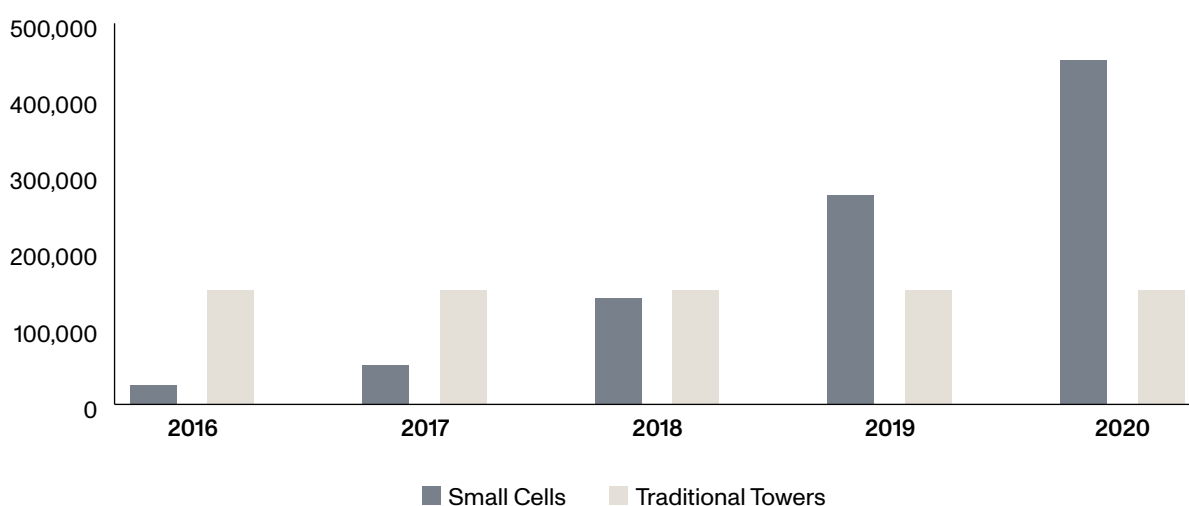
Figure 5: Small Cell Deployment



7.5.2 Operating models

Rental income is typically derived from renting space on poles to wireless operators and government bodies for CCTV and air quality monitoring, complemented with power and fibre optic access.

Graph 4: Projected Growth in Number of U.S. Small Cells vs Traditional Towers by 2020



Source: Kagan Research, an offering of S&P Global Market Intelligence

7.6 OTHER SECTOR OPPORTUNITIES

In line with the mandate of the Fund and 360 CDIP, the Investment Manager will seek to invest in digital infrastructure assets outlined in this Section as well as other digital infrastructure investment opportunities.

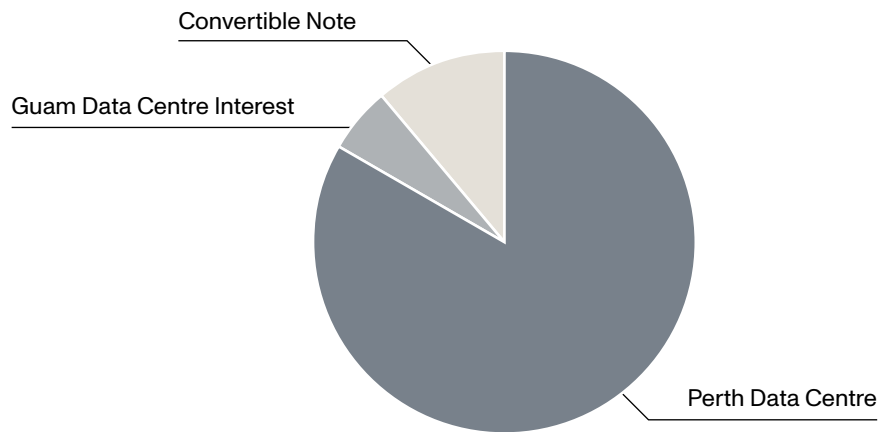
8



Prior to the IPO, the Fund secured three Initial Assets for a total consideration of \$55.4 million. Of the Initial Assets, the Perth Data Centre (Section 8.1.1) acquisition was completed on 13 September 2019 and the Guam investment (Section 8.1.2) was completed on 2 July 2019. These acquisitions were funded from the \$50.0 million pre-IPO funding, Units in respect of which were allotted on 17 September 2019.

Through an investment in the Fund, Unitholders gain exposure to the Initial Assets via 360 CDIP which at the time of the Offer, comprise the following:

Graph 5: Initial Assets by Asset Value



8.1 INVESTMENT SUMMARIES
8.1.1 Data Centre – Perth Australia

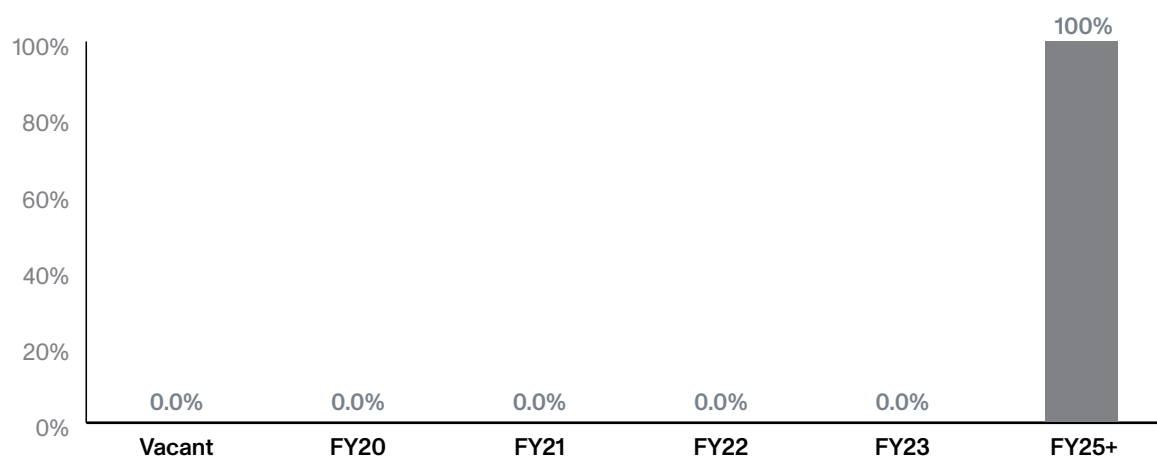


Constructed in 2010 as a purpose-built Tier III certified data centre, the property is located in Malaga, Perth. The entire property facility is leased on a 15 year lease (with 6.2 years remaining), on a triple net lease structure to Fujitsu Australia Limited who operate the facility as a major international multi-tenanted data centre operator as part of their portfolio of data centres throughout Australia. The lease provides for a market rent review (with ratchet clause) in 2022 and otherwise, annual CPI rent reviews.

Section 8

Initial Assets

Graph 6: Lease Expiry Profile (by area)



Fujitsu Australia currently operates 8 high-quality, continuous-availability data centres nationally, with six primary sites strategically located in Sydney, Melbourne, Brisbane and Perth.

Figure 6:



The facility was purchased for \$37.0 million (before costs), representing an initial passing yield of 6.5%. The data centre has a gross lettable area of 6,561 sq.m. with raised data hall, plant and equipment area, office space and parking for 100 cars on a total site area of 9,441 sqm. The centre has been in operation since 2010 and recently underwent an upgrade.

Further details on the facility, the majority of which are provided by the operator include:

Architecture

- Purpose built 2-level data centre, commissioned 2010.
- Sole tenanted by Fujitsu Australia.
- 1:100 natural disaster event resilience.
- 2-hour fire rating on all data hall doors.
- Absence of external windows and signage.

Facilities

- Raised data hall 3200m².
- Plant and equipment area 3300m².
- Office area, work area and amenities 2000m².
- Shared parking area for more than 100 vehicles.

Electrical System

- 2 × 22kV mains feeds via diverse entry points and pathways.
- Diesel Rotary UPSs.
- Dual fuel tanks and redundant pumping system.
- On-site fuel storage sufficient for 72 hours non-stop operations.
- Power allocation design of 1500W per m².

Mechanical System

- Closed loop chilled water piping system installed in diverse underfloor runs.
- Underfloor pipe manifolds to support in-row high-density cooling solutions.
- Hybrid closed loop chiller system.
- CRAC unit placement providing hot/cold aisle cooling.
- Underfloor leak detection and off-floor drainage system.
- Mechanical system supported by diesel power generation.

Fire System

- Early warning smoke detection (VESDA). Smoke and fire detection installed under and above floor.
- Dry-pipe, pre-action fire suppression within data halls.

Security & Certification

- 24×7 manned security office and personnel entrance checkpoint.
- Perimeter vehicular security check-points.
- Anti-scaling perimeter fencing.
- CCTV monitoring and capture of perimeter and internal access by digital cameras.
- Single person interlock entrance out of lobby.
- Proximity card access points to data hall and other secure areas.
- Certification to ISO-27001 Information Systems Security.
- Management, 28000 + 14001 + 9001.
- 24×7 access permitted to authorised personnel.

Telecommunications

- Carrier-neutrality.
- 2 diverse under-ground cable pathways to the building.
- 2 internal hand-off rooms, with diverse inter-room pathways.

Data Hall

- 700mm raised floor.
- Floor rating to 1400kg per m² load.
- Floor tile system resistant to zinc whiskers.
- Earthing system.

Service Level Targets

- 100% availability on all electrical and mechanical systems.
- Ambient temperature of 18°-27°C.
- Relative humidity of 30-70%.

Maintenance and Support

- All infrastructure components monitored 24×7 by a nationally integrated BMS.
- Core infrastructure tested and maintained to manufacturers suggestion or better.
- Load banks utilised.

Section 8

Initial Assets

Shipping and Receiving

- Loading dock available 24x7 for shipping and receiving.
- Site-suitable lifting and moving equipment available.

Green Initiatives

- PUE & DCIE monitored and reported.
- High performance closed loop chilled water systems.
- Sensor lighting installed in data hall.

8.1.2 Data Centre – Guam

Guam, a US territory in the Western Pacific, is an established subsea cable hub with three cable landing stations and 9 existing subsea cables.

On 2 July 2019, the Fund entered into a subscription agreement to acquire 37% of Asia Connectivity Elements, Inc. (ACE), a company incorporated in Guam. ACE was established in January 2019 and owns 51% of Gateway Network Connections LLC (GNC) in joint venture with TeleGuam Holdings LLC, Guam's local telecommunications operator.

David Yuile, the Managing Director of the Investment Manager, has been appointed as a director of ACE and is a shareholder in ACE.

The total equity interest cost approximately US\$5.5 million (A\$7.8m). The Fund has a preference return of 8.0% p.a. on its invested capital until June 2022 (unless earlier converted into common stock upon the occurrence of specified trigger events), at which stage the preferred return converts to ordinary equity return. It is expected that no more capital will be required from the Fund to complete the project.

GNC will own and operate a new data centre which is expected to house subsea cable nodes for several committed projects connecting Guam to Sydney, Tokyo and Hong Kong with upside growth from additional subsea cables and cloud nodes.

The data centre is currently under construction, and will be the first carrier neutral cable landing station and data centre in Piti, Guam. This makes it an attractive location for international customers seeking space as they have historically been unable to access capacity other cable landing stations.

The data centre is designed to Tier III standards with initial/max capacity 59/260 racks of capacity, and an initial/max 0.8MW/1.5MW IT load.

Figure 7: Guam. Aerial photo.



Figure 8: Artist Impression of Data Centre



Artists impression and currently under construction.

8.1.3 Convertible Note

A S\$10.0 million (A\$10.6 million) unsecured convertible note issued by an investor in a major global hyperscale data centre operator. The convertible note is for a term of 3 years, at an annual coupon of 10% (interest to be capitalised). The convertible note has conversion rights (at the option of the Fund) at the end of year 2 to acquire shares in the issuer¹. The convertible note gives the holder a right to convert into non-voting preference equity in the issuer. The conversion formula is based on the financial position of the operator at the time of conversion and the issuer's interest in the operator. Pending conversion, the issuer must not make any substantial changes to its business which is being an investor in the aforementioned operator. If the convertible note is, not converted, it will be redeemable from 2 years 8 months following the issue of the convertible note. There is no certainty conversion will occur. In deciding whether to convert the convertible note, the Responsible Entity will assess whether conversion is in the best interests of Unitholders, having regard to the conversion formula and its assessment of the financial position of the issuer and the abovementioned data centre operator at the relevant time.

As at the date of the proforma historical statement of financial position, the convertible note has not been issued, however on 18 September 2019, the Fund received a drawdown notice whereby the Fund has paid the full amount on 25 September 2019. 360 Capital Group has agreed to provide a loan to the Fund on arms-lengths terms to enable the Fund to meet its subscription obligations under the convertible note. That loan will be repaid from the proceeds of the issue of Units under the PDS. The loan is not expected to have any material financial impact on the Fund returns.

1. The conversion will be to a variable number of shares equivalent to the amount of outstanding principal and interest at the time of conversion.

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9.1 RESPONSIBLE ENTITY

9.1.1 Responsible Entity Board of Directors

The Board of the Responsible Entity are responsible for the management of the operations of the Fund. While the Responsible Entity delegates investment management services to other entities, it retains ultimate responsibility for these functions.

The Board of the Responsible Entity is comprised of five Directors, four of whom are independent non-executive Directors, including the Chairman.



David Van Aanholt
Non-executive Chairman

David has over 30 years' experience in the property and funds management industry. Prior to establishing his own property group in 2007, David worked for the ASX listed Goodman Group where he was the Chief Executive Officer (Asia Pacific) and was responsible for Goodman's operations in Australia, New Zealand, Hong Kong and Singapore. Prior to working for Goodman David held senior roles at Paladin Australia and CDH Properties (acquired by KPMG). David holds a Bachelor of Business (Land Economy), a Post Graduate Diploma in Management, a Masters in Business Administration and he is a Fellow of the Australian Property Institute.

David is a non-executive Director and Chair of Kennard's Self Storage Group and a Councillor at the University of New England where he sits on the Audit and Risk, Finance and Infrastructure, Innovation and Remuneration Committees.



Tony Pitt
Executive Director

Tony is a founding Director of 360 Capital Group and has worked in the property and property funds management industries for over 20 years. As Managing Director, Tony is responsible for the Group's investments, strategic direction and overall Group strategy. He has overseen the IPO on the ASX of three AREITs since 2012 as well as the creation of various unlisted funds, undertaken various corporate acquisitions and disposals, mergers and acquisitions and the ASX listing of 360 Capital Group.

Tony has formerly held numerous senior roles and directorships at Mirvac Group, James Fielding Group and Paladin Australia. He also held positions at Jones Lang LaSalle and CB Richard Ellis.

He graduated from Curtin University with a Bachelor of Commerce (Property), has a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australasia.

Section 9

Key people



John Ballhausen
Non-executive Director

John is a financial services professional with over 35 years' experience. He is a founder of Quay Fund Services Limited providing trustee and responsible entity services to fund managers. He is also a non-executive director of Arctic Intelligence.

John founded Rimcorp Property Limited and became its Managing Director. In 2008, Rimcorp was successfully sold with approximately \$100 million in funds under management spread over four registered property schemes. Before 2002 John held the position of Chief Investment Officer with HIH Insurance, with responsibility for more than \$3 billion of funds across fixed interest, equities and property asset classes. John has a Bachelor of Commerce from the University of NSW, is a Fellow of the Financial Services Institute of Australasia and a Graduate of the Australian Institute of Company Directors.



Graham Lenzner
Non-executive Director

Graham has had a career spanning four decades, with particular emphasis on funds management and financial markets. Graham was an Executive Director of the Armstrong Jones Group for 12 years, the last four years as Joint Managing Director. Other previous roles include Finance and Deputy Managing Director of Aquila Steel, General Manager Finance and Investments of MMI Insurance Limited and Director Head of Equities with Schroder Darling Management Limited. Graham has served on the board of a number of public and private companies.



Andrew Moffat
Non-executive Director

Andrew has in excess of 23 years of corporate and investment banking experience, including serving as a director of Equity Capital markets and Advisory for BNP Paribas Equities (Australia) Limited. Andrew is the sole principal of Cowoso Capital Pty Ltd, a company providing corporate advisory services. Andrew is also a Director of Pacific Star Network Limited and a Director of ICP Funding Pty Ltd. His past public company directorships include Rubik Financial limited, Keybridge Capital Limited, CCK Financial Solutions Limited, itX Group Limited and Infomedia Limited.

9.2 THE INVESTMENT MANAGER

The Responsible Entity has entered into the Fund IMA, and the 360 CDIP has entered into the 360 CDIP IMA (collectively with the Fund IMA, IMAs) with the Investment Manager. Pursuant to the IMAs the Investment Manager will be responsible for strategic direction, investment and divestment decisions and day-to-day general operations of the Fund and 360 CDIP. The general partner of the OLP will be an affiliate of the Investment Manager or 360 Capital Group.

9.2.1 The Investment Manager - Board of Directors



David Yuile

Managing Director & Executive Director

David is the Managing Director of the Investment Manager and has more than 25 years' experience in listed, private equity and pension fund financed companies specialising in the telecommunications and data centre industries. He was most recently the CEO of data centre provider, Metronode Group and was instrumental in the sale of the business to Equinix in April 2018 for \$1.035 bn. Prior to Metronode, David was the CEO of Nextgen Group, where he led the sale of Nextgen Networks, the North West Cable System to Vocus Communications in October 2016 for \$806M. David has held other senior executive roles in telecommunications including CEO of AAPT until its sale to TPG. Separately, David is an investor and board member of RTI, an independent pan asian subsea cable operator.

David holds a BEng (Hons) from The University of Glasgow and is a Fellow of the Australian Institute of Directors.



Tony Pitt

Executive Director

Refer to Section 9.1.1 above.



Andrew Moffat

Independent Non-Executive Director

Refer to Section 9.1.1 above.



James Orlando

Independent Non-Executive Director

James has held senior finance positions driving growth and shareholder value in the United States, Asia and Australia. He currently serves as Director and Interim CFO of Catapult Group Ltd., (CAT.ASX), prior to that he was CFO of Veda Group Ltd (VED.ASX), leading the company through its successful IPO in December 2013. Before joining Veda, James was the CFO of AAPT where he focused on improving the company's earnings and strategic focus. He also served as the CFO of PowerTEL Ltd, an ASX-listed telecommunications service provider which was sold to Telecom New Zealand in 2007. James also held various international treasury positions at AT&T and Lucent Technologies in the US and Hong Kong including running Lucent's international project and export finance organisation.

Section 9

Key people

9.2.2 The Investment Manager - Executive Leadership Team



David Yuile
Managing Director and Executive Director

Refer to Section 9.2.1 above.



Tony Pitt,
Director

Refer to Section 9.1.1 above.



Glenn Butterworth
Chief Financial Officer

Glenn is a key executive within the business and is responsible for all 360 Capital Group's financial management activities. Glenn has over 25 years' experience and joined 360 Capital Group from Mirvac where he spent 11 years, most recently as Financial Controller of the Mirvac's Investment Division where he was responsible for Mirvac Property Trust, listed and wholesale managed funds and partnership structures and has a wealth of transactional and financial management experience. Glenn is a Chartered Accountant and holds a Bachelor of Commerce and commenced his career at Deloitte.



James Storey
Head of Real Assets

James has over 12 years' experience in real estate funds management including such areas as asset management, capital transactions, analytics and valuations. Prior to his current role, James was the Fund Manager of the 360 Capital Office Fund (ASX: TOF) and 360 Capital Industrial Fund (ASX: TIX) with a combined gross asset of over \$1.1b. Prior to his tenure at 360 Capital Group, James held the role of Investment Manager at Brookfield Office Properties, Senior Analyst at Valad Property Group and worked for Ernst & Young within its Transaction Advisory Services team.

James has a Bachelor of Business (Property Economics) from the University of Western Sydney and a graduate certificate of applied finance and investment. He is also a licensed real estate agent.



Matt Bowden
Financial Controller

Matt has worked in finance and professional services since 2005. His most recent role was as an Associate Director in Macquarie Capital's financial management group focused on providing financial transaction advice. Prior to that he was based in London and had various financial controllership roles with GE Capital Real Estate, GIC and Logicor Europe. Matt commenced his career with EY Sydney where he became a Chartered Accountant. He holds a Bachelor of Commerce degree from the University of New South Wales.



Libby Langtry
Investor Relations

Libby oversees Investor Relations for the group, focussed on ensuring that all investor and stakeholder communications to the market are clear, on time and effective. Additionally, Libby oversees all registry related requirements and assists on corporate actions and corporate positioning. She has 13 years' experience across a variety of related disciplines including business development, pursuit management, marketing and communications within the Australian Funds Management Sector. Prior to 360 Capital Group, Libby worked at CBRE, Propertylink, Forum Partners, AMP Capital and ING Real Estate.



Jennifer Vercoe
Company Secretary and Head of Compliance

Jennifer has worked in finance and funds management within the commercial property industry since 2001. She was appointed Company Secretary of 360 Capital Group in February 2017 and has worked alongside 360 Capital Group since 2015 as Financial Controller of TT Investments. Prior to this, she held finance and funds management roles at Stockland, Valad Property Group and AMP Capital. Jennifer is a Chartered Accountant and has a certificate in Applied Finance and Bachelor of Commerce and Business Administration from Macquarie University.



Alan Wang
Senior Analyst

Alan joined 360 Capital Group as a Senior Analyst in 2019. He is experienced in portfolio analysis, capital transactions, valuations and capital raisings. Prior to his current role, Alan was a Senior Portfolio Analyst at GSA and an Investment Analyst at Barwon Investment Partners. Alan holds a Bachelor of Commerce and Bachelor of Laws (Honours) from the University of Melbourne, and an MPhil in Banking & Finance at the University of New South Wales.



Jonathon Nguyen
Analyst

Jonathon joined 360 Capital Group as an Analyst in 2018. Prior to this, Jonathon was a Treasury Analyst (ALM) for a mutual bank, responsible for the liquidity/funding requirements and management of fixed income investments in the banking portfolio. He initially started his career as a Graduate at State Street Bank & Trust Co., working in the Global Markets Division. Jonathon holds a Bachelor of Commerce from the University of New South Wales.

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This Section describes what the Responsible Entity believes to be the major risks associated with an investment in the Fund. It does not purport to be an exhaustive list of every risk that may be associated with an investment in the Fund now or in the future. The consequences associated with each risk are partially or completely outside the control of the Responsible Entity and, if they were to eventuate, may adversely affect the future operating performance of, and the value of an investment in, the Fund.

Before applying for Units, you should satisfy yourself that you have a sufficient understanding of the risks described in this Section and consider whether the Units are a suitable investment for you, having regard to your own investment objectives, financial circumstances and taxation position. If you do not understand any part of this PDS or are in any doubt as to whether to invest in the Units, you should seek advice from your broker, solicitor, accountant, tax adviser or other independent and qualified professional adviser before deciding whether to invest in the Fund.

10.1 RISKS SPECIFIC TO AN INVESTMENT IN THE FUND

10.1.1 Investment Manager risk

By investing in the Fund, investment decisions are delegated to the Investment Manager. The performance of the Fund is affected by the performance of the Investment Manager and that of the external service providers engaged by the Investment Manager and is therefore not assured. The Investment Manager requires staff to have a variety of skills and expertise, some of which may be considered niche specialities in which there are limited practitioners available for recruitment.

10.1.2 Dependence on key personnel

The Investment Manager depends on the skills and experience of its staff and employees. With only a small number of employees, it is essential that appropriately skilled staff be available in sufficient numbers to support the Investment Manager's business. The Investment Manager requires staff to have a variety of skills and expertise, some of which may be considered niche specialities in which there are limited practitioners available for recruitment. While the Investment Manager has initiatives to mitigate this risk, the loss of key staff may have a negative impact on the Investment Manager. The loss of key staff to a competitor may amplify this impact.

10.1.3 Dilution

Future capital raisings and equity-funded acquisitions by the Fund may dilute the holdings of Unitholders. In the normal course of managing the Fund the Investment Manager is seeking to increase distribution income to Unitholders and to provide the potential for capital growth. In order to provide this growth, capital raisings may be undertaken to acquire investments. At the extreme, a capital raising may need to be undertaken to reduce debt in order that the Fund remain compliant with its debt covenants.

10.1.4 Distributions may vary

The ability of the Fund to pay distributions is dependent upon the Fund having sufficient cash resources and distributable income. Amongst other matters, default in payment of rent by any of the lessees or variances in the costs of operating the Fund may affect the level of income available for distribution, as well as the timing of distributions.

10.1.5 Liquidity

If it becomes necessary for the Fund to dispose of one or more of its investments (for example, to reduce the Fund's LVR) there is a risk that the Fund may not be able to realise sufficient assets in a timely manner or at an optimal sale price. This may adversely affect the NTA per Unit or trading price per Unit.

10.1.6 General fundamental exposures

Underlying risks in investments may include: changes in Australian and international economic conditions, inflation, changes in interest rates, changes in equity market conditions, environmental concerns, regulatory/compliance issues, geopolitical instability or changes in investor sentiment.

Section 10

Risks

10.1.7 Trading price of Units if the Fund is listed

The Fund is expected to be listed on the ASX and trading in Units on a deferred settlement basis is expected to commence on or about 31 October 2019. Trading in Units on a normal basis is expected to commence on or about 4 November 2019. The market price of the Units will fluctuate due to numerous factors including general movements in interest rates, the Australian and international general investment markets, economic conditions, global geo-political events and hostilities, investor perceptions and other factors that may affect the financial performance and position of the Fund. The price of the Units may also fluctuate due to changes in the market rating of the Units relative to other listed and unlisted investments, other investment options such as debentures or interest bearing deposits and investor sentiment towards the Fund. There can be no guarantee that liquidity will be maintained, and the number of potential buyers or sellers of the Units on the ASX at any given time may vary. This may increase the volatility of the market price of the Units and therefore affect the market price at which holders are able to buy or sell Units. Unitholders who wish to sell their Units may be unable to do so at a price acceptable to them. The market price of the Units could trade on the ASX at a discount to NTA per Unit.

10.1.8 Ranking

If the Fund is wound-up, Unitholders will rank behind secured and unsecured creditors of the Fund. If there is a shortfall of funds on winding-up, there is a risk that Unitholders will receive less than the NTA per Unit.

10.1.9 Conflict of interest risk

The Responsible Entity is a member of the 360 Capital Group. The directors of the 360 Capital Group are the same as the Directors of the Responsible Entity. The 360 Capital Group owns 50% of the Investment Manager. This creates the potential for a conflict of interest in assessing and procuring investment opportunities. The Responsible Entity and the Investment Manager have implemented policies, and the arrangement is structured in such a way that so as to avoid potential conflicts. Please refer to Sections 6.7 and 17 for more information.

10.1.10 No Operating Performance History of the Fund

The Fund is a newly formed entity with no financial, operating or performance history and no track record which could be used by an investor to make an assessment of the ability of the Responsible Entity or the Investment Manager to achieve the investment objective of the Fund. The information in this PDS about the investment objective of the Fund are not projections or the result of any simulated future performance. There is a risk the Fund's investment objective will not be achieved.

10.1.11 Availability of suitable investment opportunities

The performance of the Fund is to a large extent dependent on the ability of the senior management team within the Investment Manager to identify and source suitable investment opportunities. Such opportunities are subject to market conditions and other factors outside the control of the senior management team. Failure of the Investment Manager to identify, source and enter into suitable investments will adversely affect returns available to the Fund. As the Fund's investment mandate is opportunistic and not definitive it is not possible to quantify income and capital returns of any new investments.

10.1.12 Low customer uptake of service

The performance of the Fund portfolio relies on the successful uptake of the services associated with the underlying assets. The Fund could be exposed to the risk of loss if the services associated with the underlying assets do not achieve a profitable level of customer uptake.

10.1.13 Planning, development and construction risks

The Fund may undertake investment in new digital infrastructure still being developed, expanded or refurbished. Any delays or unexpected costs associated with such projects may harm growth prospects, future operating results and financial conditions.

Additionally, there are a number of general risks that might impinge on companies involved in the development, construction, manufacture and installation of facilities as a prerequisite to the management of those assets in an operational sense. The Fund might be exposed to these risks from time to time by relying on these corporations and/or other third parties which could include any and/or all of the following:

- Development approvals, slow decision-making by counterparties, complex construction specifications, changes to design briefs, legal issues and other documentation changes may give rise to delays in completion, loss of revenue and cost over-runs.
- Other time delays that may arise in relation to construction and development include supply of labour, scarcity of construction materials, lower than expected productivity levels, inclement weather conditions, land contamination, cultural heritage claims, difficult site access, or industrial relations issues.
- Objections aired by community interest, environmental and/or neighbourhood groups which may cause delays in the granting of approvals and/or the overall progress of a project.
- Notwithstanding appropriate safeguards, parties with whom the Fund has contracted may experience financial or other difficulties with consequential adverse effects for the relevant project or asset.

10.1.14 Breach of debt covenants

From time to time, the Fund may enter into debt facilities which will contain covenants that have income and asset value tests. Falling asset values, declining rental income or other unforeseen circumstances may cause covenants under such debt facilities to be breached. A breach of a debt facility covenant may result in a financier enforcing its security over the relevant assets. The financier may require repayment of the facility, possibly prior to its expected expiry. This could result in an early sale of assets at a less than optimal sale price; for instance, in a depressed market, additional equity being required, or distributions being reduced or suspended to repay the borrowings.

10.1.15 Minority interests

Due to the nature of the investment strategy the Fund will, from time to time, hold minority interests in unlisted entities. In such circumstances, the Fund may have limited control of the entity and its assets and may be unable to obtain satisfactory terms or a desirable price for the sale of that minority interest.

In respect of the Fund's investment in ACE (Guam Data Centre refer to Section 8.1.2), the Fund does not have any specific minority protection, control, Board representation, veto or anti-dilution rights. David Yuile is currently a director of ACE.

Similarly, if the Fund exercises its right to convert the Convertible Note (see Section 8.1.3), the Fund will only have a very small interest in the issuer with no minority protection, veto or anti-dilution rights. These matters will be assessed by the Responsible Entity in deciding whether to convert the Convertible Note.

10.1.16 Ownership of physical real estate

The Fund will own a number of real estate assets operating as digital infrastructure assets, and as such is exposed to real estate fundamentals. The real estate market is affected by many factors external to the Fund and its operations, including:

- Adverse changes in national and local economic and market conditions.
- Changes in interest rates and in the availability, cost and terms of debt financing.
- Changes in governmental laws and regulations, fiscal policies and zoning ordinances and costs of compliance therewith.
- The ongoing cost of capital improvements that are not passed onto customers, particularly in older structures.
- Changes in operating expenses.
- Civil unrest, acts of war, terrorist attacks and natural disasters, including earthquakes and floods, which may result in uninsured and insured losses.

The risks associated with the illiquidity of real estate investments may be even greater for special purpose facilities such as data centres, which are highly specialised facilities containing extensive electrical and mechanical systems, that are uniquely designed to house and maintain customers' equipment. As a result, most data centres are not suited for use by customers for other purposes without major renovation and expenditure.

Section 10

Risks

10.1.17 Interruptions to operations, including infrastructure and technology failure

The Fund will rely on its infrastructure and technology to provide its customers with a highly reliable service. There may be a failure to deliver this level of service as a result of numerous factors, including:

- Human error.
- Power loss.
- Improper building maintenance by landlords in leased premises.
- Physical or electronic security breaches.
- Fire, earthquake, hurricane, flood and other natural disasters.
- Water damage.
- War, terrorism and any related conflicts or similar events worldwide.
- Sabotage and vandalism.

Service interruptions, regardless of cause, may trigger clauses in lease contracts, which may result in a number of remedies including: termination of lease; future credit or rental subsidy; compensation; and other financial and non-financial remedies incurred by the Fund. Service interruptions may also expose the Fund to additional legal liability and erosion of brand and reputation. The Fund's facilities will be designed to mitigate these risks to the extent possible.

10.1.18 Competitive landscape and action of others

The Fund will operate in a competitive landscape alongside a number of other developers, owners and operators of digital infrastructure assets competing product offerings and geographic presence. In addition, The Fund may face competition from new entrants into the digital infrastructure market from competitors that may have significant advantages including greater name recognition, longer operating history, lower operating costs, pre-existing relationships with current or potential customers and greater financial, marketing and other resources. If competitor product offerings are perceived to be superior to the Fund's, or competitors are able to offer more competitive offers, the Fund may lose existing or potential customers, fail to renew expiring leases, incur costs to improve facilities, or be forced to reduce rental rates. If the rental rates for facilities decrease, existing customers do not renew expiring leases or vacant data centre space cannot be leased, the growth prospects and financial performance and/or financial position of the Fund may be materially adversely affected.

10.1.19 Due diligence on investments

Some investments by the Fund may be made based on limited due diligence conducted only in respect of publicly available information. This may increase the risk of individual investments and could lead to material adverse effects on the performance of the Fund.

10.1.20 International investment and exchange rate risk

The Fund may invest an amount of capital in foreign currency denominated assets, although any such foreign currency investments are expected to be funded by foreign currency funding facilities, limiting any foreign currency exposure.

Investing in foreign currency denominated assets poses additional risks. The performance of foreign currency denominated assets can be adversely affected by the different political, regulatory and economic environments in countries where the investments are made, and fluctuations in foreign currency exchange rates may also adversely affect the value of foreign currency denominated assets. Potentially adverse political, economic, legal and tax, or social conditions in international markets may affect the value of the Fund's investments. Deriving income in overseas jurisdictions and returning that income to Australia may also give rise to tax inefficiencies and tax charges. In addition, the laws of foreign jurisdictions may offer less legal rights and protections to holders of assets in foreign entities in such foreign jurisdictions compared to the laws in Australia.

10.1.21 Regulatory environment

The Fund is exposed to potential future regulations and legislation that apply to both the industry in which it operates and the industries in which its customers operate. Relevant customer industry regulation may require specific digital infrastructure requirements that the Fund is unable to provide. These may include physical security requirements and privacy and security regulations. Introduction of new industry regulation could lead to the loss of some customers, or additional expenditure requirement to upgrade facilities to required specifications, the cost of which may not be able to be passed to customers.

10.1.22 Reputational damage

The reputation of the Fund could be adversely impacted by a number of factors including failure to provide customers with the quality of service they expect, significant construction delays or cost overruns, disputes or litigation with third parties such as customers, contracted constructors, employees, or suppliers or adverse media coverage. A significant decline in the reputation of the Fund could have an adverse effect on the Fund's future financial performance and position.

10.1.23 Relationships with key intellectual property licensors and technology

The Fund uses intellectual property and technology developed in the course of its business that is owned by the Fund. The Fund also relies on relationships with key intellectual property licensors and technology partners, from whom it licenses the right to use particular intellectual property and technology. The Fund's ability to construct, maintain and manage its digital infrastructure is dependent on its ability to use particular intellectual property and technology, and any change in the ability to use intellectual property the Fund relies on may have an effect on the Fund's future financial performance and position.

10.1.24 Regulatory approvals

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

10.1.25 Valuation risk

The value of the portfolio may be determined based on valuations provided by the Investment Manager. Given the Investment Manager is entitled to a Performance Fee and a Management Fee, there is a risk that the Investment Manager will value the portfolio in a way that prefers the Investment Manager's interests to the potential detriment of the Fund. In respect of assets it owns and controls, the Fund intends to engage an external valuation firm to undertake an independent valuation of the assets at least once in each two-year period.

10.1.26 Counterparty risk

There is a risk that parties with whom the Fund contracts may default on their contractual obligations. For example, in relation to the Convertible Note (Section 8.1.3) there is a risk that the issuer may default. The Responsible Entity has considered the financial position of the issuer of the Convertible Note and has formed the view the issuer is an entity of substance.

10.2 RISKS SPECIFIC TO 360 CDIP, WHERE IT CEASES TO BE WHOLLY OWNED BY THE FUND

In addition to the risks outlined in Section 10.1, the investment by the Fund in 360 CDIP presents the following risks:

10.2.1 Dilution

Future capital raisings and equity-funded acquisitions by 360 CDIP may dilute the interest of the Fund in 360 CDIP and its assets if the Fund does not participate in the capital raising on a pro-rata basis. In order to mitigate this risk, the Fund will have the right to participate on a pro rata basis in any new 360 CDIP capital raising.

10.2.2 Control

Currently, the Fund holds 100% of and controls 360 CDIP. However, should 360 CDIP be made available to external Wholesale Investors it will cease to be controlled by the Fund. In those circumstances 360 CDIP will act independently, in the best interests of all its investors (including the Fund). In addition, as the Fund's proportionate holding of 360 CDIP reduces, the degree of influence it may exert (including through matters requiring an investor resolution) may reduce. The interests held by the Fund will have equal voting rights with other 360 CDIP interests.

10.2.3 Conflict of interest risk

The Responsible Entity is a member of the 360 Capital Group. The Investment Manager is 50% owned by the 360 Capital Group and the Investment Manager is the investment manager of both the Fund and 360 CDIP. This creates the potential for a conflict of interest in assessing and procuring investment opportunities.

The Responsible Entity and the Investment Manager have implemented policies in such a way that so as to mitigate potential conflicts. Where the Investment Manager is the manager of both the Fund and 360 CDIP, the Investment Manager must first present investment opportunities to 360 CDIP. Please refer to Section 6.7 for more information.

Section 10

Risks

10.3 GENERAL INVESTMENT RISKS

10.3.1 Unit price

The price at which Units are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the Units to trade below the Offer Price. There is no assurance that the price of the Units will increase following the quotation on the ASX, even if the Fund's earnings and/or NTA per Unit increases.

The market price of Units will fluctuate due to numerous factors including general movements in interest rates, the Australian and international general investment markets, economic conditions, global geo-political events and hostilities, investor perceptions and other factors that may affect the Fund's financial performance and position. The price of the Units also fluctuates due to changes in the market rating of the Units relative to other listed and unlisted property investments, other investment options such as debentures or interest-bearing deposits and investor sentiment towards the Fund. There can be no guarantee that liquidity will be maintained and the number of potential buyers or sellers of the Units on the ASX at any given time may vary. This may increase the volatility of the market price of the Units and therefore affect the market price at which Unitholders are able to buy or sell Units. Unitholders who wish to sell their Units may be unable to do so at a price acceptable to them. The market price of Units could trade on the ASX at a discount to NTA per Unit.

10.3.2 Unit trading liquidity

There is currently no public market through which the Units of the Fund may be sold. There can be no guarantee that an active market in the Units will develop or that the price of the Units will increase. There may be relatively few potential buyers or sellers of the Units on the ASX at any time. This may increase the volatility of the market price of the Units. It may also affect the prevailing market price at which Unitholders are able to sell their Units. This may result in Unitholders receiving a market price for their Units that is less or more than the price paid.

10.3.3 Leverage and cash management risk

The Fund is targeting a maximum loan to value ratio of 50% of gross assets on a look through basis.

While the Fund's use of borrowing presents opportunities for enhancing Unitholder returns (where the borrowings are used for investment purposes), it also results in certain additional risks which can increase the loss to Unitholders. Further, the Fund may offer borrowers facilities, which allow borrowers to draw down on their loan at different times.

Where the Fund borrows money for the purpose of making investments, and then the Fund is not able to repay its finance provider, then the Fund may be required to forfeit its assets in order to repay the debt owed. Further, where the Fund offers draw down facilities, and it does not have the cash available to meet its obligations, the Fund may be required to fund such shortfall by either borrowing or selling the loan in the secondary market (which may be at a loss to the market value of the loan). This situation may arise where the Fund experiences defaults in the portfolio or fails to manage its cash management appropriately.

10.3.4 Interest rate

As a potential borrower of money, 360 CDIP and the Fund may be exposed to fluctuations in interest rates which would increase the cost of servicing debt. Increases in interest rates may also affect the level of customer demand. Accordingly, an increase in interest rates may have an adverse effect on the Fund's future financial performance and position.

10.3.5 Bribery, corruption, or other improper acts

The Investment Manager, the Responsible Entity, the Fund or 360 CDIP may incur fines or penalties, damage to its reputation or suffer other adverse consequences if its Directors, officers, employees, consultants, agents, service providers or business partners (as applicable) violate, or are alleged to have violated, anti-bribery and corruption laws in any of the jurisdictions in which it operates.

Each of the Investment Manager, the Responsible Entity, the Fund or 360 CDIP cannot guarantee that its internal policies and controls will be effective in each case, to ensure that it is protected from reckless or criminal acts committed by its Directors, officers, employees, consultants, agents, service providers or business partners (as applicable) that would violate Australian laws or the laws of any other country in which the Investment Manager, the Responsible Entity, the Fund or 360 CDIP operate. Any such improper actions could subject the Investment Manager, the Responsible Entity, the Fund or 360 CDIP to civil or criminal investigations in Australia or overseas, could lead to substantial civil or criminal monetary and non-monetary penalties, and could damage the reputation of the Investment Manager, the Responsible Entity, the Fund or 360 CDIP. Even the allegation or appearance of improper or illegal actions could damage the reputation of the Investment Manager, the Responsible Entity, the Fund or 360 CDIP and result in significant expenditures in investigating and responding to such actions and may in turn have an adverse effect on future financial performance and position.

10.3.6 Natural phenomena (including flooding, terrorist attacks or force majeure events)

There is a risk that natural phenomena may affect an investment. There are certain events for which insurance cover is not available or for which the Fund or 360 CDIP does not have cover. If the Fund or 360 CDIP is affected by an event for which it has no insurance cover, this would result in a loss of capital and a reduction to the Fund's NTA and Unitholder returns. This could also result in an increase in insurance premiums applicable to other areas of cover.

10.3.7 General economic conditions

There is the risk that changes in economic and market conditions may affect asset returns and values and may decrease the Unit price. The overall performance of Units may be affected 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.

10.3.8 Insurance

Any losses incurred due to uninsured risks may adversely affect 360 CDIP or the Fund's performance. Increases in insurance premiums may also affect the performance of 360 CDIP or the Fund. Insurance premium increases could occur if the Fund claims under any insurance policy for significant losses in respect of an asset. Any failure by the company or companies providing insurance (or reinsurance) may adversely affect 360 CDIP or the Fund's ability to make claims under its insurance. All insurance policies have a minimum excess.

10.3.9 Litigation

In the ordinary course of operations, the Fund or the Responsible Entity may be involved in disputes and possible litigation. These include tenancy disputes, environmental and occupational health and safety claims, industrial disputes, native title claims, and any legal claims or third-party losses. It is possible that a material or costly dispute or litigation could affect the value of the assets or expected income of the Fund.

10.3.10 Legal and regulatory matters

There is the risk that changes in any law, regulation or government policy affecting the Fund's operations (which may or may not have a retrospective effect) will have an effect on the asset portfolio and/or the Fund's performance. This may include changes to taxation regimes.

10.3.11 Forward-looking statements

There can be no guarantee that the assumptions and contingencies on which the forward-looking statements, opinions and estimates are based will ultimately prove to be valid or accurate. The forward-looking statements, opinions and estimates depend on various factors, many of which are outside the control of the Responsible Entity.

10.3.12 Tax rules

Tax rules or their interpretation in relation to equity investments may change. In particular, both the level and basis of taxation may change. In addition, an investment in the Units involves tax considerations that may differ for each Unitholder. Each prospective Unitholder is encouraged to seek professional tax advice in connection with any investment in the Fund.

Tax law is complex and is subject to regular change. Changes in tax law, including various proposed but as yet not enacted changes in tax law may adversely impact the Fund's future financial performance and position.

Resulting changes in tax arrangements may adversely impact the Fund's future financial performance and position. In addition, future changes to other laws and regulations or accounting standards, which apply to the Fund from time to time, could materially adversely affect the Fund's future financial performance and position.

10.3.13 No guarantee in respect of investment

The above list of risk factors should not be taken as an exhaustive list of the risks faced by the Fund or by investors in the Fund. The above factors, and others not specifically referred to above, may materially affect the financial performance or position of the Fund and the value of the Units under the Offer. The Units issued under the Offer carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on the ASX. Furthermore, there is no guarantee that the Units will remain continuously quoted on the ASX, which could impact the ability of prospective Unitholders to sell their Units.

You should consult your professional adviser before deciding whether to apply for Units under the Offer.

11



11.1 OVERVIEW

The Fund was established on 2 July 2019, and since commencement it has raised \$50.0 million in capital (**Pre-IPO Funding**) and invested in interests in 360 CDIP, which is currently wholly owned by the Fund. 360 CDIP holds the Initial Assets. As at the date of this PDS, the Fund has 25,750,000 Units on issue to the Existing Unitholders relating to Pre-IPO Funding. Refer to Section 8 for further information on the Initial Assets.

This Financial Information in Section 11 has been prepared by the Responsible Entity for the Fund and its controlled entities, which comprises:

- The historical consolidated statement of financial position as at 17 September 2019 (**Historical Statement of Financial Position**) (see Section 11.3).
- The pro forma historical consolidated statement of financial position as at 17 September 2019 (**Pro Forma Historical Statement of Financial Position**) (see Section 11.3).

(The Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position is collectively referred to as the **Financial Information**).

In addition, Section 11 summarises:

- The basis of preparation and presentation of the Financial Information (see Section 11.2).
- The Historical and Pro Forma Historical Statements of Financial Position (see Section 11.3).
- Significant accounting policies of the Fund (see Section 11.4).

All amounts disclosed in this Section 11 are presented in Australian dollars and have been rounded to the nearest \$0.1 million, unless otherwise stated.

The Financial Information as defined above has been reviewed by Ernst & Young Transaction Advisory Services Limited, in accordance with Australian Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraising and/or Prospective Financial Information*, as stated in its Independent Limited Assurance Report. Investors should note the scope and limitations of the Independent Limited Assurance Report (contained in Section 14).

The information in this Section 11 should also be read in conjunction with the Risk Factors set out in Section 10 and other information contained in this PDS.

11.2 BASIS OF PREPARATION AND PRESENTATION OF THE FINANCIAL INFORMATION

The Financial Information included in this PDS is intended to present potential investors with information to assist them in understanding the historical financial position of the Fund.

The Directors of 360 Capital FM Limited, as the Responsible Entity for the Fund, are responsible for the preparation and presentation of the Financial Information.

The Historical Statement of Financial Position of the Fund as at 17 September 2019 has been derived from its unaudited trial balance at that date, on which no audit opinion or limited assurance conclusion has been issued. This date has been chosen as it is the date on which the latest financial information was available.

The Historical Statement of Financial Position has been prepared in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards (**AAS**), issued by the Australian Accounting Standards Board.

The Pro Forma Historical Statement of Financial Position has been derived from the Historical Statement of Financial Position of the Fund, and adjusted for the effects of pro forma adjustments relating to the Offer (less transaction costs), which will be used to invest in a Convertible Note as described in Section 11.3.

The Pro Forma Historical Statement of Financial Position has been prepared in accordance with the recognition and measurement principles contained in AAS, other than it includes adjustments which have been prepared in a manner consistent with AAS, that reflect the impact of certain transactions as if they had occurred as at 17 September 2019.

Due to its nature, the Pro Forma Historical Statement of Financial Position does not represent the Fund's actual or prospective financial position.

The significant accounting policies adopted in the preparation of the Financial Information is disclosed in Section 11.4.

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Financial information

The Financial Information is presented in an abbreviated form insofar as it does not include all the disclosures, presentation, statements or comparative information as required by the AAS applicable to annual financial reports prepared in accordance with the Corporations Act.

11.3 HISTORICAL AND PRO FORMA HISTORICAL STATEMENTS OF FINANCIAL POSITION

The table below sets out the pro forma adjustments that have been made to the Historical Statement of Financial Position of the Fund in order to prepare the Pro Forma Historical Statement of Financial Position of the Fund as at 17 September 2019. These adjustments reflect the events and assumptions discussed in the notes to the table, including the receipt of the Offer proceeds (less transaction costs), and investment in a Convertible Note, as if they had occurred as at 17 September 2019. The Pro Forma Historical Statement of Financial Position is intended to be illustrative only and will not reflect the actual position and balances of the Fund as at the date of this PDS or at the completion of the Offer.

	Historical 17 September 2019	Pro forma adjustments	Pro forma Historical 17 September 2019
	(\$m)	(\$m)	(\$m)
Current assets			
Cash	3.3 ⁽¹⁾	51.7 ⁽⁴⁾	55.0
Total Current Assets	3.3	51.7	55.0
Non-Current Assets			
Unlisted Equities	7.8 ⁽²⁾	-	7.8
Convertible Note	-	10.6 ⁽⁵⁾	10.6
Investment Property	37.0 ⁽³⁾	-	37.0
Total Non-Current Assets	44.8	10.6	55.4
Total Assets	48.1	62.3	110.4
Total Liabilities	-	-	-
Net Assets	48.1	62.3	110.4
Equity			
Issued Equity	50.0 ⁽¹⁾	62.3 ⁽⁴⁾	112.3
Accumulated Losses	(1.9) ⁽³⁾	-	(1.9)
Total Equity	48.1	62.3	110.4
Number of Units On Issue	25,750,000	32,500,000	58,250,000
NTA per unit	1.87		1.90

Notes:

- (1) Receipt of \$50.0 million relating to the issue of new Units prior to the Offer; less payment for investments described in notes (2) and (3).
- (2) Acquisition of a \$7.8 million (37%) equity interest in Asia Connectivity Elements, Inc. (refer to Section 8.1.2). Initial investment was for USD\$5.5 million and conversion to AUD uses an AUD/USD exchange rate of 0.706. It is assumed the exchange rate will not materially change from acquisition date to Offer date.
- (3) Acquisition of a data centre in Western Australia for \$37.0 million plus \$1.9 million in transaction cost (refer to Section 8.1.1). The transaction costs have been expensed as a fair value adjustment through the profit or loss and are recorded in Accumulated Losses.
- (4) Receipt of \$65.0 million relating to the issue of new Units as part of the Offer; less payment of \$2.7 million in offer costs directly off-set against issued equity; less payment for the investment described in note (5).
- (5) Drawdown of the Convertible Note (refer to Section 8.1.3) by its issuer for full face value of \$10.6 million. The face value of the Convertible Note is SGD\$10.0 million and conversion to AUD assumes an AUD/SGD exchange rate of 0.94. As the drawdown has occurred prior to funds from the Offer being available, the Convertible Note will be funded through a loan from the 360 Capital Group on an arms length basis. The loan will then be repaid by the Fund once proceeds from the Offer have been received.

11.4 SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies that have been adopted in the preparation of the Financial Information set out in Section 11.3, and which will be applied prospectively in the preparation of the financial statements of the Fund for the financial year ending 30 June each year, is set out as follows:

Basis of measurement

The Financial Information has been prepared on the historical cost basis with the exception of investment property and unlisted equities which are measured at their fair value.

Functional and presentation currency

The Financial Information is presented in the currency of the primary economic environment in which the Fund operates (its functional currency). For the purpose of the Financial Information, the results and financial position of the Fund are expressed in Australian dollars, which is the functional currency of the Fund, and the presentation currency for the Financial Information.

In preparing the Financial Information of the Fund, transactions in currencies other than the Fund's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit and loss in the period in which they arise.

Use of estimates and judgements

The preparation of the Financial Information requires management to make judgements, estimates and assumptions, that affect the application of policies and reported amounts of assets and liabilities, income and expenses.

These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements and carrying values of assets and liabilities that are not readily apparent from other sources.

Actual results may differ from these estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Consolidation and Group accounting

The consolidated Financial Information of the Fund comprises the Fund and its controlled entities.

A controlled entity is any entity over which the Fund has control of the financial and operating policies so as to obtain benefits from its activities. All inter-entity unrealised profits or losses are eliminated on consolidation.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Fund's cash management.

Financial assets – Convertible Note and unlisted equities

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost or fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Fund's business model for managing them. The Fund initially measures a financial asset at its fair value plus, in the case of financial assets at amortised cost, transaction costs.

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Financial information

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding.

This assessment is referred to as the SPPI test and is performed at an instrument level.

The Fund's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

Financial assets at amortised cost (Convertible Note)

The Convertible Note is carried at amortised cost. The Fund measures financial assets at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model, with the objective to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

The Fund's investment in unlisted equities is measured at fair value through profit or loss. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value, with net changes in fair value recognised in the statement of profit or loss.

Dividends on the unlisted securities are recognised as other income in the statement of profit or loss when the right of payment has been established.

Fair value measurement principles

Assets measured at fair value, are classified into three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements, as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

Impairment

The Fund recognises an allowance for expected credit losses (ECLs) for all financial assets not held at fair value through profit or loss. ECLs are forward looking and are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Fund expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise, including the corresponding tax effect. Fair values are determined based on a valuation performed by an accredited external independent valuer.

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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 account 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 adviser.

TO FIND OUT MORE

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

12.1 FEES AND OTHER COSTS

This Section 12 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 assets of the Fund as a whole. Taxes are set out in Section 13 of this PDS. You should read all the information about fees and costs as it is important to understand their impact on your investment.

All fees and costs set out in the following table are expressed inclusive of GST, less the maximum applicable reduced input tax credits.

360 Capital Digital Infrastructure Fund		
Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the Fund		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment	Nil	Not applicable
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Exit fee The fee to close your investment	Nil	Not applicable

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Fees and costs

Management costs ¹		
The fees and costs for managing your investment	<p>Responsible Entity Management Fee equal to 0.05% p.a. of the NAV of the Fund during the year; plus</p> <p>Indirect Costs</p> <p>The Investment Manager is entitled to a Management Fee of 1.03% p.a. of the NAV of the Fund (see Section 12.3.2.1) and a Performance Fee (see Section 12.3.2.2)².</p> <p>Ongoing Expenses are estimated to be 0.27% p.a. of the NAV of the Fund.</p>	<p>The Responsible Entity Management Fee is calculated and accrued on a daily basis and is payable quarterly in arrears from the assets of the Fund.</p> <p>Indirect costs will be recovered from the assets of the Fund once they are incurred. They are reflected in the returns generated in any underlying asset and reflected in the NAV of the Fund.</p> <p>The ongoing expenses are reimbursable to the Responsible Entity from the Fund's assets when incurred from time to time.</p>
Service Fees		
Switching Fee: The fee charged on switching from one investment type to another	Nil	Not applicable

12.2 EXAMPLE OF ANNUAL FEES AND COSTS

The following table gives an example of how the fees and costs for the Fund can affect your investment over a 1 year period. You should use this table to compare this product with other managed investment products.

Example		BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR³
Contribution fee	Nil	Nil
PLUS Management costs¹ Comprising of the Responsible Entity Management Fee, indirect costs, (excluding the Performance Fee) and estimated ongoing expenses	1.35% calculated against the NAV of the Fund.	For every \$50,000 you have invested you will be charged \$674 each year

- These amounts exclude the Performance Fee and one-off costs associated with the Offer (see Section 12.3.1.3) and transaction costs in acquiring the Initial Assets (see Section 12.3.3).
- The indirect costs are estimated costs calculated on the basis of the Responsible Entity's reasonable estimate. Actual indirect costs may differ materially from the estimated indirect costs. See Section 12.3.2 for more information.
- This table assumes that a total of \$50,000 is invested under the Offer. If you were to invest \$50,000 in Units subsequent to the offer, the amount of fees applicable to that investment may differ if a greater or lesser number of Units are acquired. This table also assumes that the additional \$5,000 worth of Units are acquired at the same price as the original \$50,000 worth of Units. There is no guarantee that Units will be acquired at the Offer Price subsequent to the Offer.

EQUALS Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you invested an additional \$5,000 during that year, you would be charged fees and expenses between \$674 and \$741 for that year*
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* Additional fees may apply.

12.3 ADDITIONAL EXPLANATION OF FEES AND COSTS

12.3.1 Management costs

The management costs are the fees and costs charged for the management and administration of the Fund, as well as an estimate of all ordinary expenses recoverable by the Responsible Entity in operating the Fund. Management costs also include estimated indirect costs. Management costs reduce the NAV of the Fund and are reflected in the NAV per Unit.

12.3.1.1 Responsible Entity Management Fees

The maximum Management Fee payable to the Responsible Entity under the Constitution is 0.10% p.a. (exclusive of GST) of the gross value of the assets of the Fund which equates to 0.10% p.a. of the NAV of the Fund.¹

Despite this, the Responsible Entity intends to charge a Management Fee of 0.05% p.a. (exclusive of GST) of the gross value of the assets of the Fund during the relevant year for its role in managing and administering the Fund which equates to 0.05% p.a. of the NAV of the Fund.¹ The Management Fee may be paid out of income or capital.

12.3.1.2 Ongoing expenses

The Responsible Entity is entitled to recover all expenses properly incurred in managing and administering the Fund, including relation to the following:

- costs incurred by the Responsible Entity in accordance with the Constitution;
- compliance committee costs;
- audit fees;
- legal fees;
- independent consulting and report preparation fees;
- asset custody expenses; and
- bank fees, government fees and taxes.

The Responsible Entity estimates that the Fund will incur expenses of approximately 0.27% of the NAV of the Fund p.a. The estimate has been included in the tables set out in Sections 12.1 and 12.2.

In addition to ordinary expenses described above, the Responsible Entity reserves the right to recover extraordinary expenses out of the Fund. Extraordinary expenses are the costs or expenses incurred outside the normal day-to-day operation and administration of the Fund (such as costs of Unitholder meetings, legal advice/proceedings, indemnity claims, restructuring costs, costs associated with Unit pricing errors or any other unforeseen costs or irregular expenses that may occur from time to time).

12.3.1.3 Offer Costs

The Fund will pay one off costs associated with the Offer, if the Offer proceeds, the total estimated cash expenses in connection with the Offer (including advisory, underwriting fees, legal, accounting, tax, listing and administrative fees) are estimated to be \$2.7 million (net of recoverable GST). For the avoidance of doubt these costs are one off and expensed prior to the issue of Units under the Offer and therefore have not been included in the ongoing expenses in 12.3.1.3 or the fee example in Section 12.2. These one off costs equate to 2.44% of the NAV of the Fund. The dollar value of these net costs based on an average account balance of \$50,000 is \$1,221.

12.3.1.4 Fees to related parties

Members of the 360 Capital Group may also earn additional fees in relation to services with the Fund engages them to undertake from time to time on an arm's-length basis. Currently no such service arrangements exist. The Fund IMA and 360 CDIP IMA costs are summarised below in Section 12.3.2.1 and 12.3.2.2. 360 Capital Group has agreed to sub-underwrite the Priority Offer, see Section 16.6.

¹ This reflects that there is currently no gearing.

Section 12

Fees and costs

12.3.2 Indirect Costs

In general, indirect costs are any amounts that directly or indirectly reduce the returns on the Units that are paid from the Fund (other than the Management Fee, ongoing expenses and transactional and operational costs), or the amount or value of the income or assets of the Fund (including any underlying asset of the Fund such as 360 CDIP).

The Responsible Entity estimates indirect costs (excluding any Performance Fees) for the Fund to be 1.03% p.a. of the NAV of the Fund.

The amount of indirect costs set out in the fees and costs table are an estimate in respect of the financial year ending 30 June 2020 (adjusted to reflect a 12-month period). The indirect costs are based on the Responsible Entity's reasonable estimates of indirect costs, and are based on the assumptions noted above, however, actual indirect costs for future years may differ. Indirect costs are deducted from the returns on your investment in the Fund or the Fund's assets as a whole. They are reflected in the NAV per Unit and are not an additional cost to Unitholders. Details of any future changes to indirect costs may be provided on the Fund Website.

12.3.2.1 Management Fees in relation to the Fund and 360 CDIP

The Investment Manager is entitled to a Management Fee equal to 1% p.a. (exclusive of GST) of the gross asset value of the Fund which equates to 1.03% p.a. of the NAV of the Fund.¹ This amount is calculated and accrued on a daily basis, and is payable in arrears.

The Investment Manager is also appointed as manager of 360 CDIP and is entitled to receive a Management Fee pursuant to the terms of the 360 CDIP IMA in respect of the investment management services provided to 360 CDIP equal to 1% p.a. (exclusive of GST) of the gross asset value of 360 CDIP which equates to 1.03% p.a. of the NAV of 360 CDIP.¹ These Management Fees increase the indirect costs incurred by the Fund.

However, for so long as the Investment Manager is the investment manager of both the Fund and 360 CDIP, it will waive its Management Fee entitlement in respect of the Fund to the extent it receives a fee out of 360 CDIP, which is attributable to the Fund's investment in 360 CDIP. This means there will be no double charging of fees by the Investment Manager. The Management Fee may be paid out of income or capital.

12.3.2.2 Performance Fees in relation to the Fund and 360 CDIP

The Investment Manager is entitled to a Performance Fee from the Fund which is calculated and paid every 3 years, and in certain circumstances such as where the Fund is wound up or subject to a takeover. The Performance Fee is based on the total realised and unrealised returns of the Fund before withholding tax having regard to the NAV of the Fund on the Performance Fee calculation date. The Performance Fee is equal to:

- to the extent that the Fund IRR is more than 10.0% but not more than 12.0%, the amount which if included as a Fund outflow on the calculation date would reduce the Fund IRR to 10.0%;
- where the Fund has achieved a Fund IRR of more than 12.0%:
 - an amount which if included as a Fund outflow on the calculation date represents the difference between a 10.0% Fund IRR and a 12.0% Fund IRR; plus
 - 20.0% of the amount which if included as a Fund outflow on the calculation date would reduce the Fund IRR to 12.0%.

The Investment Manager is entitled to a Performance Fee from 360 CDIP which is calculated and paid every 3 years, and in certain circumstances such as where 360 CDIP is wound up or subject to a takeover. The Performance Fee is based on the total realised and unrealised returns before withholding tax having regard to the NAV of 360 CDIP on the Performance Fee calculation date. The Performance Fee is equal to:

- to the extent that the 360 CDIP IRR is more than 10.0% but not more than 12.0%, the amount by which if included as a 360 CDIP outflow on the calculation date would reduce the 360 CDIP IRR to 10.0%;
- where the 360 CDIP has achieved a 360 CDIP IRR of more than 12.0%:
 - an amount which if included as a 360 CDIP outflow on the calculation date represents the difference between a 10.0% 360 CDIP IRR and a 12.0% 360 CDIP IRR; plus
 - 20.0% of the amount which if included as 360 CDIP outflow on the calculation date would reduce the 360 CDIP IRR to 12.0%.

¹ This reflects that there is currently no gearing.

However, for so long as the Investment Manager is the investment manager of both the Fund and 360 CDIP, the Investment Manager will waive its Performance Fee entitlement in respect of the Fund to the extent it receives a Performance Fee out of 360 CDIP, which is attributable to the Fund's investment in 360 CDIP. This means there will be no double charging of fees by the Investment Manager.

The Performance Fees paid from 360 CDIP increase the indirect costs incurred by the Fund.

As the amount of the Performance Fee payable will depend on the performance of the Fund which will depend on the performance of assets not yet known or acquired, no Performance Fee estimate has been given. Examples of different calculations of the Performance Fee are set out in the table below.

The Investment Manager may (subject to any applicable laws) elect to take part or all of the Performance Fee as interests in the Fund or 360 CDIP (as applicable). The Performance Fee may be paid out of income or capital.

Performance Fee examples

These examples are provided for information purposes only to illustrate the calculation of the Performance Fee and do not forecast future performance. Actual results may vary significantly from those in these examples.

	Example 1 IRR < 10%	Example 2 IRR > 10% but < 12%	Example 3 IRR > 12%
3 year example			
Issue price per Unit	\$2.00	\$2.00	\$2.00
Closing NAV per Unit	\$2.27	\$2.40	\$2.62
Distributions ⁽¹⁾	\$0.30	\$0.30	\$0.30
IRR	9%	11%	14%
Performance Fee per Unit for:			
Component of IRR below 10%	-	-	-
Component of IRR between 10% and 12%	N/A	\$0.07	\$0.14
Component of IRR above 12%	N/A	N/A	\$0.03
Total Performance Fee per Unit	-	\$0.07	\$0.17

(1) Assumes a per Unit distribution of \$0.10 annually over the 3 year period.

12.3.3 Transactional and Operational Costs

The Fund incurs certain transactional and operational costs associated with the operation of the Fund's assets, such as buying and selling Fund assets. These include brokerage, settlement costs, clearing costs, stamp duty and other government taxes or charges, as well as costs such as due diligence costs, property operating costs, OTC derivative hedging costs and include the transaction costs incurred by the underlying assets of the Fund.

These costs are paid for by the Fund when they are incurred and may vary depending on the number and frequency of Fund transactions. This cost is not paid to the Responsible Entity as a fee and is not charged directly to investors. However, these costs are an additional cost to the investor as they are deducted from the income or assets of the Fund. The costs incurred in connection with the acquisition of the Initial Assets are estimated to represent 1.75% of the Fund's average NAV for the current financial year. This estimate includes an estimate of any transactional and operational costs that may be incurred indirectly by 360 CDIP. The dollar value of these net costs based on an average account balance of AUD\$50,000 is AUD\$875.

Section 12

Fees and costs

12.3.4 Total fees and costs

Based on the estimated costs outlined in this Section, the estimated total of the amounts for management costs (excluding the Performance Fee) and net transactional and operational costs and Offer costs is estimated as 5.54% p.a. of the NAV of the Fund, including property stamp duty of \$1.9 million on property acquisition of the Perth data centre and Offer costs of \$2.7 million. The dollar figure of these estimated total management costs and net transactional and operational costs based on an investment balance of AUD\$50,000 is AUD\$2,770.

12.3.5 Potential fees in certain circumstances

The Investment Manager may be entitled to further fees payable out of the Fund's assets in circumstances where the Fund IMA is terminated. Such fees include in respect of the Fund IMA, any incurred and unpaid fees and other monies payable, the Performance Fee entitlement as of that date, an amount equal to the Management Fee entitlement for a period of up to 18 months prior to termination and all charges and any expenses in handing over to a replacement. The Investment Manager is entitled to similar fees under the 360 CDIP IMA. See Sections 16.3 and 16.4 for further information.

12.3.6 GST

Unless otherwise stated, all fees in this Section of the PDS are inclusive of GST and reduced input tax credits. Where the Fund is entitled to input tax credits or reduced input tax credits under the GST legislation for GST paid in respect of the services provided to it, the cost to the Fund of paying GST will be reduced proportionally. For additional information in relation to the taxation implications of an investment in the Fund, please see Section 13.

12.3.7 Adviser Fees

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

12.3.8 Can fees be different for different Unitholders?

The Investment Manager and the Responsible Entity may, from time to time, negotiate a different fee arrangement (by way of a rebate of fees or reduced fees) with certain Wholesale Investors or otherwise in accordance with ASIC requirements. Any fee rebates will be paid out of the assets of the Investment Manager or the Responsible Entity (as applicable) and will not be paid from the assets of the Fund. The size of the investment and other relevant factors may be taken into account.

The terms of these arrangements are at the discretion of the Investment Manager and the Responsible Entity (as applicable). The contact details of the Investment Manager and the Responsible Entity are contained in Section 15.19.

12.3.9 Can the fees change

All fees in this PDS can change. Reasons for a change may include changing economic conditions and changes in regulation. Fees may also change due to an increase in GST payable or a change to RITCs entitled to be claimed by the Fund.

Any estimates of fees and costs in this PDS are based on information available as at the date of this PDS. As such, the actual fees and costs may differ and are subject to change from time to time. The Constitution sets the maximum amount the Responsible Entity can charge for all fees. If the Responsible Entity wishes to raise fees above the amounts allowed for in the Constitution, the Responsible Entity would need to amend the Constitution in accordance with the Corporations Act, ASX Listing Rules and the relevant provisions in the Constitution.

The Responsible Entity can change the fees referred to in this PDS without consent, subject to the maximum fee amounts specified in the Constitution. The Responsible Entity will give Unitholders at least 30 days' advanced notice of any proposed change to these fees, if applicable.

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Section 13

Taxation

A summary of the general Australian taxation considerations for the Fund and Unitholders in the Fund is set out below. The summary has been prepared on the basis that Unitholders:

- are Australian tax resident individuals;
- are subject to Australian tax (that is, are not exempt from Australian tax); and
- hold their investments on capital account.

This summary does not consider the Australian tax considerations that may be relevant for:

- Unitholders in the Fund who are not Australian tax resident individuals;
- Unitholders who hold units in the Fund as trading stock or revenue assets;
- Financial institutions, insurance/life insurance companies, partnerships, tax exempt organisations or temporary residents;
- Dealers in the Units;
- Australian residents who hold their Units as part of an enterprise carried on at or through a permanent establishment in a foreign country;
- Unitholders who change their tax residence while holding Units; or
- Unitholders who invest indirectly into the Fund through directed portfolio services, master funds or other portfolio administration services.

It is recommended that all Unitholders seek independent professional advice on the tax consequences of acquiring, owning and disposing of units, based on their particular circumstances as the commentary in this summary is necessarily general in nature.

This summary is based on the provisions of the Income Tax Assessment Act 1936, the Income Tax Assessment Act 1997 (combined **Australian Tax Acts**), the A New Tax System (Goods and Services Tax) Act 1999, related acts, regulations, Australian Taxation Office (**ATO**) rulings and determinations applicable as at the date of this summary.

The information contained below is intended to be of a general nature only and is not intended to be an authoritative or complete statement of all potential tax implications for each Unitholder. It does not constitute tax advice and should not be relied on as such. During the period of ownership of the investment by Unitholders, the taxation laws of Australia, or their interpretation, may change. The precise implications of ownership or disposal will depend upon each Unitholder's specific circumstances. Unitholders should seek their own professional advice on the taxation implications of holding or disposing of their investment in the Fund, taking into account their specific circumstances.

This summary does not constitute financial product advice as defined in the Corporations Act 2001. This summary is confined to taxation issues and is only one of the matters you need to consider when making a decision about your investments. You should consider taking advice from a licensed adviser, before making a decision about your investments.

13.1 TAX POSITION OF THE FUND

It is intended that the Fund will qualify as a managed investment trust (**MIT**) for Australian tax purposes. Where possible, the Responsible Entity will make an irrevocable election for the Fund to be an Attribution Managed Investment Trust (**AMIT**). If such election is made, the election will apply for all income years while the Fund continues to meet certain criteria.

The Responsible Entity should not generally be subject to tax in respect of the income and gains derived by the Fund in each financial year (except if Division 6C of the ITAA 1936 applies – refer below), provided Investors are presently entitled to the income of the Fund or, where the Fund is an AMIT, the Responsible Entity attributes all of the taxable income of the Fund to Unitholders in accordance with the AMIT rules and the Constitution in each income year. It is noted that, under the AMIT rules, the cash paid to Unitholders does not need to be equal to amounts attributed to those Unitholders.

Where the Fund qualifies as a MIT, the Responsible Entity intends to elect for deemed capital gains tax (**CGT**) treatment to apply to the Fund. The election applies to investments in shares, units in a unit trust, land and rights or options to acquire shares, units or land. The election does not apply to other assets or derivatives.

Where the Fund incurs a revenue loss in a financial year, the Fund may carry this tax loss forward to offset against future taxable income of the Fund, subject to the satisfaction of the trust loss carry forward rules. Any capital losses made by the Fund can be offset against capital gains in the same financial year or carried forward to offset future capital gains. Capital losses are not subject to the tax loss recoupment rules, however, they cannot offset revenue gains.

Where the Fund controls a trading business in a particular income year, the provisions of Division 6C may apply, such that the Responsible Entity will be taxed on the net income of the Fund (at the Responsible Entity's company tax rate) as opposed to the Unitholders.

13.2 TAXATION OF DISTRIBUTIONS FROM THE FUND

Resident taxpaying Unitholders will include in their assessable income, their share of the "taxable income" of the Fund or the amount attributed to them by Responsible Entity and this will be advised to Unitholders via the annual distribution statement or Attribution MIT Member Annual (AMMA) statement. Where the Fund is an AMIT during an income year, the amount attributed to Unitholders will represent a fair and reasonable attribution of the Fund's taxable income determined by the Responsible Entity in accordance with the Constitution.

The Fund may derive foreign sourced income that might be subject to foreign tax. Australian resident Unitholders should include their share of both foreign income and the amount of any foreign tax withheld in their assessable income. In such circumstances, Unitholders may be entitled to a Foreign Income Tax Offset (FITO) for the foreign tax paid, against the Australian tax payable on the foreign sourced income. FITOs that are not utilised cannot be carried forward to a future income year.

Where the Fund receives franking credits from an underlying investment, the Fund may be able to distribute such franking credits to the Unitholders subject to satisfying certain conditions (such as the holding period rule).

If the Fund is subject to Division 6C, distributions to Unitholders may qualify as frankable dividends (subject to the availability of franking credits).

13.3 COST BASE ADJUSTMENTS

The cost base of the Unitholder's Units in the Fund will generally be the amount the Unitholder paid for the Units (including incidental costs of acquisitions and disposals). However, changes to the cost base will be required to be calculated by each of the Unitholders on an annual basis. Where the Fund qualifies as an AMIT, broadly, the cost base will increase where the Fund attributes an amount of assessable income (including grossed up capital gains) or non-assessable non-exempt income and the cost base will decrease for amounts of cash distribution to which a Unitholder becomes entitled to tax offsets attributed to the Unitholders by the Responsible Entity.

A reasonable estimate of the AMIT cost base net amount will be provided to members as part of the AMMA statement. Similarly, where the Fund does not qualify as an AMIT, Unitholders' cost bases should also be required to be reduced where a Unitholder's cash distribution entitlement exceeds their share of taxable income of the Fund. These distributions are known as tax deferred distributions.

Where a Unitholder's cost base is reduced to nil via the payment of tax deferred distributions, further reductions in the cost base will be taken to be a capital gain for the Unitholders.

13.4 DISPOSAL OR REDEMPTION OF UNITS

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

Under current law, where the Unitholder is an individual and the Units have been held for more than 12 months, any capital gain arising from disposal or redemption of the Units may be reduced by the relevant CGT discount (if applicable).

13.5 ANNUAL TAX STATEMENT

Unitholders should expect to receive an annual tax statement or, where the Fund qualifies as an AMIT for an income year, an AMMA tax statement for the Fund within 3 months after the end of each financial year. The statement will show the cash distributed and the taxable and non-taxable components and, where the Fund qualifies as an AMIT, a reasonable estimate of any adjustments to the Unitholders' cost base of their Units.

Section 13

Taxation

13.6 TAX FILE NUMBER (TFN) AND AUSTRALIAN BUSINESS NUMBER (ABN) REQUIREMENTS

The Responsible Entity is authorised under Australian tax laws to collect TFNs and ABNs in connection with investments in the Fund.

It is not compulsory for a Unitholder to provide their TFN, but without a TFN (or ABN in some circumstances) or the appropriate exemption information, the Responsible Entity must withhold tax from distributions (and undistributed amounts to which they are presently entitled) at the 'top rate', being the highest marginal tax rate (plus Medicare levy) until the TFN or exemption is provided.

Unitholders may prefer to provide an ABN as an alternative to their TFN if their investment is made as part of an enterprise.

Unitholders who have not quoted their TFN or ABN (or a relevant exemption) will need to claim a credit in their income tax return for the tax withheld (or, if this is not appropriate, they can apply to the Australian Taxation Office (ATO) for a refund).

13.7 GOODS AND SERVICES TAX

The acquisition and disposal of Units in the Fund by the Unitholders will not be subject to Goods and Services Tax (GST). However, GST may apply to fees charged to the Unitholders by the Fund, the Responsible Entity or the Investment Manager. All fees are quoted inclusive of GST and Reduced Input Tax Credits.

13.8 FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA)

In compliance with the US income tax laws commonly referred to as the FATCA and the Intergovernmental Agreement signed with the Australian Government in relation to FATCA, the Fund will be required to provide information to the ATO in relation to:

- Unitholders who are individuals that are US citizens or tax residents (US persons);
- Unitholders which are entities that are US tax residents or controlled by US persons; and
- Unitholders which are financial institutions that do not comply with FATCA.

The Fund is intending to conduct its appropriate due diligence (as required) to collect information about Unitholders (and their controlling persons). Where the Unitholders do not provide appropriate information to the Fund, the Fund may be required to report those accounts to the ATO.

13.9 COMMON REPORTING STANDARDS (CRS)

The CRS is the single global standard for the collection of financial account information of Unitholders (and their controlling persons, where applicable) and the reporting and exchange of financial account information of those Unitholders (and their controlling persons, where applicable) who have tax residency of a foreign jurisdiction, which regime commenced on 1 July 2017. The CRS is similar to FATCA, whereby the Fund will need to collect information relating to the tax residency of each Unitholder (subject to limited exceptions at the Responsible Entity's determination) and report similar financial account information of Unitholders (and their controlling persons) who have tax residency of a foreign jurisdiction to the ATO. Where the Unitholders do not provide appropriate information to the Fund, the Fund may be required to report those accounts to the ATO. The ATO may exchange this information with the participating foreign tax authorities of those non-residents.

By making an Application for Units, each prospective Unitholder agrees to provide the required information (related to its and its controlling persons, if applicable, tax residency and related information) requested by the Responsible Entity, on behalf of the Fund, in order to comply with the FATCA and CRS regimes and upon becoming a Unitholder, to update the Responsible Entity promptly if there is any change to this information provided.

13.10 NEW ZEALAND TAXATION OF NEW ZEALAND RESIDENT INVESTORS

GST

The issue and redemption of Units in the Fund will not be subject to New Zealand GST.

Income Tax

The summary set out below assumes that you and your associates do not together hold more than 10% or more of the total Units on issue in the Fund. Unitholders will be taxed on their Units under one of two regimes: the ordinary tax regime or the Foreign Investment Fund (FIF) regime.

Tax Treatment under the Ordinary Tax Regime

A Unitholder will be taxed under the ordinary tax rules if the Investor is a New Zealand resident natural person and does not hold offshore equities (including units in a unit fund but excluding, amongst other things, shares in most Australian resident companies listed on the ASX) the total cost of which is more than NZ\$50,000 unless the Unitholder elects otherwise.

Under the ordinary tax rules:

- Any distributions will be dividend income for the Unitholder;
- Withdrawal by redemption of Units will give rise to dividend income for the Unitholder equal to the difference between:
 - the redemption proceeds; and
 - the average issue price of all the Units multiplied by the number of the Unitholders' Units which are redeemed; and
- In addition to tax on dividends, a Unitholder will be taxed on any gains from the sale or redemption of Units only if the Unitholder acquired the Units either:
 - for the purpose of disposal;
 - as part of a profit making scheme or undertaking; or
 - as part of a business in respect of which the sale of such investments is an ordinary incident.

Amounts taxed as dividends will not be taxed again as gains from sale.

Tax treatment under FIF Regime

Other Investors will be taxed under the FIF regime (**FIF Unitholders**). Broadly speaking, a FIF Unitholder will be deemed to derive income equal to 5% of the market value of the Units it holds at the beginning of the income year (fair dividend rate, or FDR method).

Any profits from selling or redeeming the Units and any dividends or redemption proceeds received are ignored (except as described in the following paragraphs).

If a FIF Unitholder bought and later sold Units in the same income year, then the FIF Unitholder has additional taxable income equal to either:

- the actual gain from the Units both bought and sold during the income year (including any distributions paid on them) (actual gain method). For this purpose the last Unit acquired is deemed to be the first sold; or
- 5% of:
 - the difference between the greatest number of Units the FIF Unitholder held at any time during the income year and the number of Units the FIF Unitholder held at the beginning or end of the year (whichever produces the smaller difference), multiplied by the average cost of all Units acquired during the income year (peak holding method).

The FIF Unitholder must apply the method which produces the lesser amount of additional income when applied consistently to all of their FIF interests bought and sold in the same income year.

A slightly different version of this method is used by Unitholders that are managed funds.

If a FIF Unitholder is a natural person or a family trust and its actual realised and unrealised return from its total portfolio of offshore equity investments is lower than the amount calculated under the FDR method described above, then the Unitholder can elect to be taxed on its actual realised and unrealised returns – including dividends (the comparative or CV method). This method must be applied across all the Unitholders' FIF interests.

It is noted that the Application by a Unitholder of a certain method for calculating taxable income under the FIF regime in respect of Units held in the Fund may have implications for other investments that the Unitholder holds that are also subject to the FIF regime.

A Unitholder will also need to make certain elections in respect of how amounts are converted to New Zealand dollars.

The FIF regime described above is subject to various exceptions. Unitholders should seek specific tax advice if they believe the FIF regime may apply to them.

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1 October 2019

The Board of Directors
360 Capital FM Limited as responsible entity
for the 360 Capital Digital Infrastructure Fund
Level 8, 56 Pitt Street
Sydney NSW 2000 Australia

Dear Directors

PART 1 - INDEPENDENT LIMITED ASSURANCE REPORT ON HISTORICAL STATEMENT OF FINANCIAL POSITION AND PRO FORMA HISTORICAL STATEMENT OF FINANCIAL POSITION

1. Introduction

We have been engaged by 360 Capital FM Limited as responsible entity (the "Responsible Entity") for 360 Capital Digital Infrastructure Fund (the "Fund") to report on the historical statement of financial position and pro forma historical statement of financial position of the Fund for inclusion in the product disclosure statement to be dated on or about 1 October 2019 ("PDS"), and to be issued by the Responsible Entity, in respect of an offer of 32.5 million fully paid ordinary units in the Fund at an offer price of \$2.00 per unit to raise \$65.0 million (the "Offer").

Expressions and terms defined in the PDS have the same meaning in this report.

The nature of this report is such that it can only be issued by an entity which holds an Australian Financial Services Licence under the *Corporations Act 2001*. Ernst & Young Transaction Advisory Services Limited ("Ernst & Young Transaction Advisory Services") holds an appropriate Australian Financial Services Licence (AFS Licence Number 240585). Gavin Sultana is a Director and Representative of Ernst & Young Transaction Advisory Services. We have included our Financial Services Guide as Part 2 of this report.

2. Scope

Historical Statement of Financial Position

You have requested Ernst & Young Transaction Advisory Services to review the historical consolidated statement of financial position of the Fund as at 17 September 2019 as set out in Section 11.3 of the PDS (the "Historical Statement of Financial Position").

The Historical Statement of Financial Position of the Fund as at 17 September 2019 has been derived from its unaudited trial balance at that date, on which no audit opinion or limited assurance conclusion has been issued.

Independent Limited Assurance Report



The Historical Statement of Financial Position has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles prescribed in Australian Accounting Standards ("AAS"), issued by the Australian Accounting Standards Board.

Pro Forma Historical Statement of Financial Position

You have requested Ernst & Young Transaction Advisory Services to review the pro forma historical consolidated statement of financial position of the Fund as at 17 September 2019 as set out in Section 11.3 of the PDS (the "Pro Forma Historical Statement of Financial Position").

(the Historical Statement of Financial Position and the Pro Forma Historical Statement of Financial Position is collectively referred to as the "Financial Information").

The Pro Forma Historical Statement of Financial Position has been derived from the Historical Statement of Financial Position of the Fund, and adjusted for the effects of pro forma adjustments described in Notes 4 and 5 to Section 11.3 of the PDS.

The Pro Forma Historical Statement of Financial Position has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in AAS, other than that it includes adjustments which have been prepared in a manner consistent with AAS, that reflect the impact of certain transactions as if they had occurred as at 17 September 2019.

Due to its nature, the Pro Forma Historical Statement of Financial Position does not represent the Fund's actual or prospective financial position.

The Financial Information is presented in the PDS in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

3. Directors' Responsibility

The directors of the Responsible Entity are responsible for the preparation and presentation of the Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position, including the basis of preparation, selection and determination of pro forma adjustments made to the Historical Statement of Financial Position and included in the Pro Forma Historical Statement of Financial Position. This includes responsibility for such internal controls as the directors of the Responsible Entity determine are necessary to enable the preparation of Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position that are free from material misstatement, whether due to fraud or error.

4. Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position based on the procedures performed and the evidence we have obtained.

We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other limited assurance procedures. A

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limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the Financial Information.

5. Conclusions

Historical Statement of Financial Position

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Statement of Financial Position of the Fund as at 17 September 2019 as set out in Section 11.3 of the PDS, is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 11.2 of the PDS.

Pro Forma Historical Statement of Financial Position

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Statement of Financial Position of the Fund as at 17 September 2019 as set out in Section 11.3 of the PDS, is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 11.2 of the PDS.

6. Restriction on Use

Without modifying our conclusions, we draw attention to Section 11.2 of the PDS, which describes the purpose of the Financial Information. As a result, the Financial Information may not be suitable for use for another purpose.

7. Consent

Ernst & Young Transaction Advisory Services has consented to the inclusion of this limited assurance report in the PDS in the form and context in which it is included.

8. Independence or Disclosure of Interest

Ernst & Young Transaction Advisory Services does not have any interests in the outcome of this Offer other than in the preparation of this report for which normal professional fees will be received.

Yours faithfully

Ernst & Young Transaction Advisory Services Limited

Gavin Sultana
Director and Representative

Independent Limited Assurance Report



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THIS FINANCIAL SERVICES GUIDE FORMS PART OF THE INDEPENDENT
LIMITED ASSURANCE REPORT

PART 2 - FINANCIAL SERVICES GUIDE

1. Ernst & Young Transaction Advisory Services

Ernst & Young Transaction Advisory Services Limited ("Ernst & Young Transaction Advisory Services" or "we," or "us" or "our") has been engaged to provide general financial product advice in the form of an Independent Limited Assurance Report ("Report") in connection with a financial product of another person. The Report is to be included in documentation being sent to you by that person.

2. Financial Services Guide

This Financial Services Guide ("FSG") provides important information to help retail clients make a decision as to their use of the general financial product advice in a Report, information about us, the financial services we offer, our dispute resolution process and how we are remunerated.

3. Financial services we offer

We hold an Australian Financial Services Licence which authorises us to provide the following services:

- financial product advice in relation to securities, derivatives, general insurance, life insurance, managed investments, superannuation, and government debentures, stocks and bonds; and
- arranging to deal in securities.

4. General financial product advice

In our Report we provide general financial product advice. The advice in a Report does not take into account your personal objectives, financial situation or needs.

You should consider the appropriateness of a Report having regard to your own objectives, financial situation and needs before you act on the advice in a Report. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain an offer document relating to the financial product and consider that document before making any decision about whether to acquire the financial product.

We have been engaged to issue a Report in connection with a financial product of another person. Our Report will include a description of the circumstances of our engagement and identify the person who has engaged us. Although you have not engaged us directly, a copy of the Report will be provided to you as a retail client because of your connection to the matters on which we have been engaged to report.



5. Remuneration for our services

We charge fees for providing Reports. These fees have been agreed with, and will be paid by, the person who engaged us to provide a Report. Our fees for Reports are based on a time cost or fixed fee basis. Our directors and employees providing financial services receive an annual salary, a performance bonus or profit share depending on their level of seniority. The estimated fee for this Report is \$38,500 (inclusive of GST).

Ernst & Young Transaction Advisory Services is ultimately owned by Ernst & Young, which is a professional advisory and accounting practice. Ernst & Young may provide professional services, including audit, tax and financial advisory services, to the person who engaged us and receive fees for those services.

Except for the fees and benefits disclosed in Section 18.5 of this PDS, Ernst & Young Transaction Advisory Services, including any of its directors, employees or associated entities should not receive any fees or other benefits, directly or indirectly, for or in connection with the provision of a Report.

6. Associations with product issuers

Ernst & Young Transaction Advisory Services and any of its associated entities may at any time provide professional services to financial product issuers in the ordinary course of business.

7. Responsibility

The liability of Ernst & Young Transaction Advisory Services is limited to the contents of this Financial Services Guide and the Report.

8. Complaints process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial services. All complaints must be in writing and addressed to the AFS Compliance Manager or the Chief Complaints Officer and sent to the address below. We will make every effort to resolve a complaint within 30 days of receiving the complaint. If the complaint has not been satisfactorily dealt with, the complaint can be referred to the Financial Ombudsman Service Limited.

9. Compensation Arrangements

The Company and its related entities hold Professional Indemnity insurance for the purpose of compensation should this become relevant. Representatives who have left the Company's employment are covered by our insurances in respect of events occurring during their employment. These arrangements and the level of cover held by the Company satisfy the requirements of section 912B of the Corporations Act 2001.

Independent Limited Assurance Report



Contacting Ernst & Young Transaction Advisory Services AFS Compliance Manager Ernst & Young 200 George Street Sydney NSW 2000 Telephone: (02) 9248 5555	Contacting the Independent Dispute Resolution Scheme: Australian Financial Complaints Authority Limited GPO Box 3 Melbourne, VIC 3001 Telephone: 1800 931 678
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This Financial Services Guide has been issued in accordance with ASIC Corporations (Financial Services Guides) Instrument 2015/541.

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Section 15

Details of the offer

15.1 DESCRIPTION OF THE OFFER?

The Responsible Entity is offering Units for subscription at an Offer Price of \$2.00 per Unit to raise up to a maximum of \$65,000,000 for the Fund.

The new Units will rank equally in all respects with all other Units issued by the Fund. The rights and liabilities attaching to Units are detailed in the Constitution and a summary of the major provisions is set out in Section 16.1.

The Offer is made on the terms, and is subject to the conditions set out in this PDS. The Offer is fully underwritten by the Joint Lead Managers and Underwriters, and comprises:

- (a) the Broker Firm Offer, which is open to Australian and New Zealand resident retail clients who have received a firm allocation from their Broker;
- (b) the Institutional Offer, which consists of an invitation to bid for Units made to Institutional Investors; and
- (c) the Priority Offer, which consists of an invitation to bid for Units made to 360 Capital Group (ASX:TGP) and 360 Capital Total Return Fund (ASX:TOT) Australian and New Zealand securityholders.

15.2 OFFER OPENING AND CLOSING DATES

The opening date for acceptance of the Offer is anticipated to be 9 October 2019, or such later date as may be prescribed by ASIC.

The Offer will remain open until 28 October 2019.

The Directors reserve the right to open and close the Offer at any other date and time, without prior notice.

15.3 SOURCE AND USE OF FUNDS

The proceeds of the \$65.0 million raised under the Offer will be applied as follows:

Use of funds	Amount (\$m)
Convertible Note	10.6m
Working Capital	51.7m
Offer costs	2.7m
Total	65.0m

The Responsible Entity believes that on completion of the Offer, the Fund will have sufficient funds available from the cash proceeds of the Offer and the Fund's operations, to fulfil the purposes of the Offer and meet the Fund's stated business objectives.

Other than as disclosed in the PDS, in respect of the Initial Assets, the Responsible Entity does not expect any material capital requirements in the next 12 months.

15.4 CAPITAL STRUCTURE

The capital structure of the Fund as at PDS date and on completion of the Offer and Listing are set out below.

Issued Capital	Ordinary Units held as at PDS date	Percentage of issued Ordinary Units	Expected Ordinary Units on Listing	Percentage of issued Ordinary Units
Ordinary Units held by the 360 Capital Group ^{2,4}	20,196,240 ¹	78.4%	20,196,240	34.7%
Ordinary Units held by pre-IPO investors	5,553,760 ³	21.6%	5,553,760	9.5%
New Unitholders	-	-	32,500,000	55.8%
Total Units	25,750,000	100%	58,250,000	100%

- 12,875,001 of which were allotted on 2 July 2019 for consideration of \$25,000,002 and 7,321,239 of which were allotted on 17 September for \$14,215,998.
- 360 Capital Group intends to maintain a long-term co-investment in the Fund of \$25.0 million amounting to 12,875,001 Units.
- Allotted on 17 September 2019 for consideration of \$10,784,000.
- 360 Capital Group has agreed to sub-underwrite the issue of 5 million Units (see Section 16.6). If it is required to subscribe for those Units it will on completion of the Offer hold 25,196,240 units representing 43.3% of issued Units.

15.5 TERMS AND CONDITIONS OF THE OFFER

Topic	Summary
What is the type of security being offered?	Ordinary Units in the Fund.
What are the rights attaching to the Units?	Refer to Section 16.1.
What is the Offer Price?	The Offer Price is \$2.00 per Unit.
What is the Offer Period?	The opening and closing dates for acceptance of the Offer are set out in Section 15.2. The Responsible Entity reserves the right to change the opening and closing dates without prior notice.
What are the cash proceeds to be raised under the Offer?	\$65.0 million is expected to be raised under the Offer for the issue of 32,500,000 new Units.
Is the Offer underwritten?	<p>Yes. The Offer is fully underwritten by Moelis Australia Advisory Pty Ltd, Morgans Corporate Limited and Shaw and Partners Limited.</p> <p>If the Fund does not receive valid Applications for the full amount of 32,500,000 Units under this Offer, the Underwriters will subscribe for, or procure subscriptions for, any shortfall.</p> <p>Details of the Underwriting Agreement, including the circumstances in which the Underwriters may terminate its obligations are set out in Section 16.5.</p>
What is the minimum Application size?	The minimum Application size is \$2,000 worth of Units in aggregate (1,000 Units) and increments of \$500 thereafter.
What is the allocation policy?	<p>The basis of allocation of Units under the Offer will be determined by the Responsible Entity and the Joint Lead Managers and Underwriters, subject to any firm allocations under the Broker Firm Offer and Priority Offer. Certain Applicants nominated by the Responsible Entity may be given preference in allotment of Units.</p> <p>The allocation of Units among the Applicants under the Institutional Offer has been determined by the Joint Lead Managers and Underwriters in consultation with the Responsible Entity.</p> <p>The allocation of Units under the Priority Offer will be determined by the Responsible Entity.</p>

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Details of the offer

Topic	Summary
When will I receive confirmation that my Application has been successful?	<p>It is expected that initial holding statements will be dispatched by prepaid post on or about 1 November 2019.</p> <p>It is the responsibility of each Applicant to confirm their holding before trading in Units. Applicants who sell Units before they receive an initial holding statement do so at their own risk. The Responsible Entity, the Registry and the Joint Lead Managers and Underwriters disclaim all liability, whether in negligence or otherwise, if you sell Units before receiving your holding statement, even if you confirmed your firm allocation through a Broker or otherwise.</p>
Will the Units be quoted on the ASX?	<p>The Responsible Entity will apply to the ASX for admission to the Official List within seven days of the date of this PDS.</p> <p>If permission is not granted for official quotation of the Units on ASX within three months of the date of this PDS, all Application Monies received will be refunded without interest as soon as practicable in accordance with requirements of the Corporations Act.</p> <p>It is expected that the trading of Units on the ASX will commence on 31 October 2019 on a deferred settlement basis.</p>
Are there any escrow arrangements?	No.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on acquisition of Units under the Offer.
Are there tax implications?	The taxation consequences of an investment in the Fund will depend upon the Unitholder's particular circumstances. Unitholders should make their own enquiries about the taxation consequences of an investment in the Fund.
Further questions?	<p>If you have questions in relation to the Offer, please contact the Responsible Entity on 1300 080 794 (free call from Australia) or +61 2 8016 2881 (from outside Australia) or email: investor.relations@360capital.com.au.</p> <p>All enquiries in relation to your Broker Firm Offer should be directed to your Broker.</p> <p>If you are unclear in relation to any matter or are uncertain as to whether the Fund is a suitable investment for you, you should seek professional advice from your stockbroker, solicitor, accountant or other independent professional adviser.</p>

15.6 BROKER FIRM OFFER

15.6.1 Who can apply

The Broker Firm Offer is open to retail investors who have received a firm allocation of Units from their Broker and who have a registered address in Australia or New Zealand. You should contact your Broker to determine whether you can receive an allocation of Units from them under the Broker Firm Offer.

15.6.2 How to apply

If you receive an invitation to apply for Units from your Broker and wish to apply for those Units under the Broker Firm Offer, you should contact your Broker to request a PDS and Application Form, or download a copy at www.360capital.com.au. Your Broker will act as your agent and it is your Broker's responsibility to ensure that your Application Form and Application Monies are received before 5pm (AEST) on the Closing Date or any earlier closing date as determined by your Broker.

Broker clients should complete and lodge their Application Form and Application Monies with the Broker from whom you received your invitation to acquire Units under this PDS. Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the back of the Application Form. Applicants under the Broker Firm Offer must not send their Application Forms or Application Monies to the Registry.

By making an Application, you declare that you were given access to the PDS, together with an Application Form. Applications for the Units under this PDS may only be made on either printed copy of the Application Form attached to or accompanying this PDS or via the electronic Application Form attached to the electronic version of this PDS, available on the Fund Website. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of the PDS or the complete and unaltered electronic version of the PDS. The Responsible Entity is entitled to refuse Applications for the Units under this PDS if it believes that the Applicant did not receive the Offer in Australia or New Zealand.

The minimum Application size under the Broker Firm Offer is \$2,000 worth of Units in aggregate (1,000 Units) and increments of \$500 thereafter. There is no maximum Application under the Broker Firm Offer. The Responsible Entity and the Joint Lead Managers and Underwriters reserve the right to not accept Applications in the Broker Firm Offer that are from persons who they believe may be Institutional Investors, to reject any Application, or to scale back any Application.

The Responsible Entity, the Joint Lead Managers and Underwriters and the Registry take no responsibility for any acts or omissions committed by your Broker in connection with your Application.

15.6.3 How to pay

Applicants under the Broker Firm Offer must pay their Application Monies to their Broker in accordance with the instructions provided by that Broker.

15.6.4 Broker Firm Offer allocation policy

The allocation of Units under the Broker Firm Offer will be determined by the Responsible Entity in consultation with the Joint Lead Managers and Underwriters. There is no assurance that any person will be allocated any Units or the number of Units for which they apply.

The Responsible Entity reserves the right in its absolute discretion to not issue Units to Applicants under the Broker Firm Offer and may reject any Application or allocate a less amount of Units than those applied for at its absolute discretion.

15.7 INSTITUTIONAL OFFER

15.7.1 Invitations to Institutional Investors

Certain Institutional Investors in Australia and other eligible jurisdictions have been invited prior to or after the PDS date to take part in the Institutional Offer. The Joint Lead Managers and Underwriters will advise the Application procedures for Institutional Investors.

15.7.2 Institutional Offer allocation policy

The allocation of Units among Applicants under the Institutional Offer, including Brokers, was determined by the Joint Lead Managers and Underwriters, in consultation with the Responsible Entity.

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Participants in the Institutional Offer have been advised of their allocation of Units, if any, by the Joint Lead Managers and Underwriters. The allocation policy under the Institutional Offer was influenced by a range of factors, including:

- (a) the number of Units applied for by particular Applicants;
- (b) the timeliness of the application by particular Applicants;
- (c) the Fund's desire for an informed and active trading market following listing;
- (d) the Fund's desire to establish a wide spread of institutional Unitholders;
- (e) the anticipated level of demand under the Broker Firm Offer and Priority Offer;
- (f) the size and type of funds under management, and the investment style, of particular Applicants;
- (g) the likelihood that particular Applicants will be long term Unitholders; and
- (h) any other factors that the Fund and the Joint Lead Managers and Underwriters considered appropriate.

15.8 PRIORITY OFFER

360 Capital Group and 360 Capital Total Return securityholders as at the record date of 30 September 2019 who have a registered address in Australia or New Zealand. Up to \$10.0 million has been set aside for Applicants under the Priority Offer. If the Responsible Entity receives Applications under the Priority Offer greater than \$10.0m, the Responsible Entity may scale back applications.

If securityholders under the Priority Offer apply for less than their respective allocations, the Responsible Entity intends to reallocate any shortfall.

15.8.1 How to apply

Applicants can apply online at www.360offer.com.au by using their priority code to log-in and submit an application and pay their Application Amount by BPAY or EFT as described below. Alternatively, Applicants can request a PDS and personalised Fund Investor Priority Offer Application Form to be mailed to them or by calling the Fund on 1300 080 794 (free call from within Australia) or +61 2 8016 2881 (from outside Australia).

15.9 ALLOTMENT

The allotment of the Units offered by this PDS will take place as soon as possible following the Closing Date, subject to the Fund's admission to the Official List.

If the Responsible Entity believes the Application does not comply with applicable laws or regulations, they reserve the right to allot the Units in full for any Application or to allot any lesser number or to decline any Application.

15.10 UNDERWRITING OF THE OFFER

The Offer is fully underwritten by the Joint Lead Managers and Underwriters. A summary of the Underwriting Agreement, including the events which would entitle the Underwriters to terminate the Underwriting Agreement, is set out in Section 16.5.

15.11 CONFIRMATION OF ALLOCATIONS

Applications under the Broker Firm Offer will be able to confirm their allocations by calling the Joint Lead Managers and Underwriters during the Offer Period (within Australia) from 8.30am to 5.30pm (Sydney time), Monday to Friday (Business Days only) or through the Broker from whom they received their allocation.

It is the responsibility of each Applicant to confirm their holding before trading in Units. Applicants who sell Units before they receive an initial holding statement do so at their own risk. The Responsible Entity, the Registry and the Joint Lead Managers and Underwriters disclaim all liability, whether in negligence or otherwise, if you sell Units before receiving your holding statement, even if you confirmed your firm allocation through a Broker or otherwise.

15.12 VALIDITY OF APPLICATION FORMS

An Application Form may only be distributed with, attached to or accompany a complete and unaltered copy of this PDS. An Application Form is an irrevocable acceptance of the Offer.

By completing and lodging an Application Form received with this PDS, the Applicant represents and warrants that the Applicant has personally received a complete and unaltered copy of this PDS prior to completing the Application Form.

The Responsible Entity will not accept a completed Application Form if it has reason to believe the Applicant has not received a complete copy of the PDS or it has reason to believe that the Application Form has been altered or tampered with in any way.

The Responsible Entity reserves the right to reject any Application for any reason, including an Application Form which is not correctly completed or which is submitted by a person whom they believe is ineligible to participate in the Broker Firm Offer, or to waive or correct any errors made by the Applicant in completing their Application.

15.13 ASX LISTING

The Fund will be applying for admission to the Official List and for the Units to be granted official quotation by the ASX. The fact that the ASX may admit the Fund to the Official List and grant official quotation of the Units is not to be taken in any way as an indication of the merits of the Fund or the Units offered for subscription under the Offer. The ASX takes no responsibility for the contents of this PDS.

An application will be made to ASX no later than seven days after the date of this PDS for the Fund to be admitted to ASX, and for official quotation of the Units.

The reserved ASX code is TDI and if TDI is admitted to the Official List, quotation of the Units will commence as soon as practicable following the issue of holding statements to successful Applicants. It is expected that trading of the Units on ASX will commence on or about 31 October 2019 on a deferred settlement basis.

If permission is not granted for official quotation of the Units on ASX within three months of the date of this PDS, all Application Monies received will be refunded without interest as soon as practicable in accordance with requirements of the Corporations Act.

15.14 CHESS

The Fund will apply for the Units to participate in CHESS, in accordance with the ASX Settlement Rules. CHESS is an automated transfer and settlement system for transactions in units quoted on ASX, under which transfers are affected in an electronic form.

Applicants who are issued Units under this Offer will receive unitholding statements in lieu of unit certificates. The unitholding statements set out the number of Units issued to each successful Applicant.

The unitholding statement will also provide details of the Unitholder's Holder Identification Number (**HIN**) (in the case of a holding on the CHESS sub-register) or Shareholder Reference Number (**SRN**) (in the case of a holding on the issuer sponsored sub-register).

Unitholders need to quote their HIN or SRN, as applicable, in all dealings with a stockbroker or the Registry. Further statements will be provided to Unitholders showing changes in their unitholding during a particular month. Additional statements may be requested at any time, although the Responsible Entity reserves the right to charge a fee.

15.15 WITHDRAWAL

The Fund reserves the right to withdraw the Offer, at any time before the allotment of Units. If the Offer does not proceed, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.

15.16 TAXATION CONSIDERATIONS

The taxation consequences of an investment in the Fund will depend upon the investor's particular circumstances. Investors should make their own enquiries about the taxation consequences of an investment in the Fund. If you are in doubt as to the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.

15.17 FOREIGN SELLING RESTRICTIONS

No action has been taken to register or qualify the Units or the Offer in any jurisdiction outside Australia and New Zealand, or otherwise to permit a public offering of the Units outside Australia and New Zealand.

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The PDS does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, such an offer or invitation would be unlawful. The distribution of this PDS in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this PDS should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Each Applicant in the Broker Firm Offer and Priority Offer and each person to whom the Institutional Offer has been made under this PDS, will be taken to have represented, warranted and agreed as follows:

- (a) it is an Australian or New Zealand citizen or resident in Australia or New Zealand, is located in Australia or New Zealand at the time of the Application and is not acting for the account or benefit of any person in the United States or any other foreign person;
- (b) it understands that the Units have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**) or the securities laws of any state of the United States and may not be offered, sold or resold in the United States, except in accordance with US Securities Act regulation requirements or in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable state securities laws;
- (c) it is not in the United States or a person resident in the United States;
- (d) it has not sent and will not send the PDS or any other material relating to the Offer to any person in the United States; and
- (e) it will not offer or sell the Units in any other jurisdiction outside Australia or New Zealand except to the extent set out in Section 15.

15.18 ACKNOWLEDGEMENTS

Each Applicant under the Offer agrees to be bound by the terms of the Constitution and the terms and conditions of the Offer:

- (a) acknowledged having personally received a printed or electronic copy of the PDS (and any supplementary or replacement PDS) including or accompanied by the Application Form and having read them all in full;
- (b) declared that all details and statements in their Application Form are complete and accurate;
- (c) declared that the Applicant(s), if a natural person, is/are over 18 years of age;
- (d) acknowledged that, once the Responsible Entity or a Broker receives an Application Form, it may not be withdrawn;
- (e) applied for the number of Units at the Australian dollar amount shown on the front of the Application Form;
- (f) agreed to being allocated the number of Units applied for (or a lower number allocated in a way described in this PDS), or no Units at all;
- (g) authorised the Responsible Entity, the Joint Lead Managers and Underwriters and their respective officers or agents, to do anything on behalf of the Applicant(s) necessary for Units to be allocated to the Applicant(s), including to act on instructions received by the Registry upon using the contact details in the Application Form;
- (h) acknowledged that the Fund may not pay distributions, or that any distributions paid may not be franked;
- (i) acknowledged that the information contained in this PDS (or any supplementary or replacement PDS) is not financial product advice or a recommendation that Units are suitable for the Applicant(s), given the investment objectives, financial situation or particular needs (including financial and tax issues) of the Applicant(s);
- (j) acknowledged and agreed that the Offer may be withdrawn by the Responsible Entity or may otherwise not proceed in the circumstances described in this PDS; and
- (k) acknowledged and agreed that if Listing does not occur for any reason, the Offer will not proceed.

15.19 FURTHER INFORMATION

The PDS (including the Application Form) and information about the Offer can be accessed in electronic form on the Fund Website.

If you have questions or would like more information in relation to the Offer, please contact the Fund on 1300 080 794 (free call from within Australia) or +61 2 8016 2881 (from outside Australia).

All enquiries in relation to your Broker Firm Offer should be directed to your Broker.

If you are unclear in relation to any matter or are uncertain as to whether the Fund is a suitable investment for you, you should seek professional advice from your stockbroker, solicitor, accountant or other independent professional adviser.

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Section 16

Key Documents and Material Contracts

16.1 FUND CONSTITUTION

The Fund is governed by the Constitution and applicable laws. A summary of the key rights and obligations attaching to the Units and a description of the material provisions of the Constitution while the Fund is listed, are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the terms of the Constitution. It does not contain information about certain provisions that would apply if the Fund is not listed. The rights and obligations attaching to ownership of Units are also governed by the Corporations Act, the ASX Listing Rules and general law which are not discussed in full. If you invest in the Fund, you will be bound by the terms of the Constitution. Copies of the Constitution are available, free of charge, on request from the Responsible Entity. Please consider the Constitution and this PDS before investing in the Fund.

Units	The beneficial interests in the Fund are divided into Units. A Unit confers on the Unitholder an undivided beneficial interest in the assets of the Fund as a whole, subject to Fund liabilities and not in parts or single assets. A Unitholder holds a Unit subject to the rights, restrictions and obligations attaching to that Unit.
Unit Pricing	<p>The Constitution makes provision for the issue price for Units. The Offer Price for ordinary Units issued pursuant to this PDS is \$2.00.</p> <p>The Constitution gives the Responsible Entity the discretion to determine the issue price in relation to Units where permitted by the ASX Listing Rules and any applicable ASIC relief.</p>
No Redemption of Rights	Unitholders have no redemption rights. A buy-back may be implemented at the discretion of the Responsible Entity and must satisfy the Corporations Act and the ASX Listing Rules.
Amendments to Constitution	Subject to the Corporations Act, the Constitution may be amended by a Special Resolution. Alternatively, the Responsible Entity can amend the Constitution by executing a deed if the Responsible Entity reasonably considers that the amendment will not adversely affect Unitholders' rights.
Liability of Unitholders	Subject to any separate agreement of acknowledgement by the Unitholder or any tax amount arising in connection with the Unitholder as set out in the Constitution, the liability of each Unitholder is stated in the Constitution to be limited to the amount unpaid (if any) in relation to the Unitholder's subscription for their Units.
Responsible Entity's powers and duties	The Responsible Entity has all the legal capacity and powers both inside and outside Australia in respect of the Fund, that it is possible under the law to confer on a trustee and as though the Responsible Entity were an individual, who is the absolute owner of the assets of the Fund and acting in their personal capacity.
The Responsible Entity may appoint agents or delegates	The Responsible Entity may authorise any person to act as its agent or delegate, to assist with its duties and functions. The Responsible Entity may include in the authorisation, provisions to protect and assist those dealing with the agent or delegate as the Responsible Entity thinks fit.
The Responsible Entity has discretion in deciding how and when to exercise its powers	Subject to the law, the Responsible Entity may determine whether to exercise and, if so, the manner, mode and time of exercise of its duties, powers and discretions in its absolute discretion.
Entitlement to fees/expense reimbursement	The Responsible Entity is entitled to be paid a fee as provided for in the Constitution (see Section 12.3.1.1) and to recover expenses from Fund assets, that are incurred by it in performing its role in connection with the Fund, subject in each case to the proper performance of its duties.

Responsible Entity's indemnity	The Responsible Entity is indemnified out of the assets of the Fund and can be reimbursed for any liability incurred by it, in its own capacity or through a delegate in relation to the proper performance of any of its duties in relation to the operation, administration and management of the Fund or otherwise in connection with the Fund.
Small holdings	In certain circumstances while the Fund is listed, the Responsible Entity may sell any Units held by a Unitholder that is a less than marketable parcel, as provided in the Constitution and the ASX Listing Rules.
Meetings	Meetings may be convened and conducted in accordance with the Corporations Act and the Constitution. A resolution by Unitholders will bind all Unitholders whether or not they voted or were present at the meeting, or whether or not they signed the resolution.
Distributions/reinvestment	The Constitution provides for the Responsible Entity to make distributions and the Responsible Entity may decide whether to permit the Unitholders to reinvest some or all of any distribution, to acquire Units.
Removal and retirement of the Responsible Entity	The Responsible Entity may voluntarily or compulsorily retire as permitted by law, which includes by calling a meeting of Unitholders to pass a resolution with respect to appointing a new responsible entity. Unitholders may also call a meeting to vote on a resolution to remove the Responsible Entity.
Termination of the Fund	The Unitholders may terminate the Fund through an extraordinary resolution (as defined in the Corporations Act). Alternatively, the Fund terminates at the earliest of a date determined by the Responsible Entity acting on a recommendation from the Investment Manager (or where no Investment Manager is appointed, the date determined by the Responsible Entity in its discretion) and advised to Unitholders by notice in writing or the date on which the Fund otherwise terminates in accordance with the Constitution.
ASX Listing Rules	If the Fund is admitted to the Official List of the ASX, then, despite anything in the Constitution, if the ASX Listing Rules prohibit an act being done, that act must not be done. Nothing in the Constitution prevents an act being done that the ASX Listing Rules requires to be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the ASX Listing Rules require the Constitution to contain a provision or not to contain a provision, the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If any provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

16.2 360 CDIP KEY TERMS

The following is a summary only of the key terms of 360 CDIP as currently proposed. Please note, should it be offered to wholesale investors these terms are subject to change, including changes which may be made to accommodate the requirements of Wholesale Investors.

Trustees/General Partner	A separate trustee will be established for each trust comprising 360 CDIP. The general partner of the OLP will be an affiliate of the Investment Manager or 360 Capital Group.
Investment Manager	360 Capital Digital Management Pty Limited (ACN 632 422 916). The Investment Manager will be responsible for all investment and management decisions in relation to 360 CDIP.
Investment Strategy	The 360 CDIP will invest in digital infrastructure assets on both a full and fractional basis globally.
Eligible Investors	360 CDIP is only open to certain qualifying investors such as Wholesale Investors.

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Key Documents and Material Contracts

Capital structure	<p>Interests will initially be issued at \$2.00 per interest until such time as the relevant entity determines.</p> <p>Interests issued thereafter will be at NAV per interest and adjusted for any transaction costs.</p> <p>Any issues at a discount to the above price will be offered pro-rata to 360 CDIP investors.</p>
Minimum Investment	\$5 million unless otherwise approved by the Investment Manager.
Term	<p>360 CDIP will be open ended provided that on the 10th anniversary of the first close and every 10 years thereafter (each a Review Date), the Investment Manager will ask investors in 360 CDIP whether they wish to exit 360 CDIP at a price equal to the prevailing NAV less transaction costs, in which case the following will apply:</p> <ul style="list-style-type: none"> • should exit requests be received which relate to less than 50% of the interests, subject to the best interests of the remaining investors, the Investment Manager will use reasonable endeavours to exit those interests at price based on the prevailing NAV, less transaction costs; and • should exit requests relate to more than 50% of the interests, the Investment Manager must arrange for those interests to be exited at a price based on the prevailing NAV, less transaction costs, and if it is unable to do so, then the 360 CDIP will be terminated and wound up.
Denomination	<p>Units in the Trusts will be denominated in Australian dollars. The Investment Manager may agree to issue a USD class of interests in 360 CDIP in its absolute discretion.</p> <p>The interests in the OLP will be USD denominated.</p>
Fees	The Investment Manager will receive fees and will be entitled to recover its costs, as set out in Section 16.4.
Distributions	Distributions from 360 CDIP may be made at any time at the discretion of the 360 CDIP GP or the 360 CDP Trustees (as the case may be).
Liquidity during Term	Investors in 360 CDIP will be able to redeem/transfer their interests in 360 CDIP in accordance with the provisions described below (Redemption Requests).
Redemption Requests	On every five year anniversary of 360 CDIP, which is not a Review Date (each a Redemption Date), investors in 360 CDIP may make a Redemption Request, by giving at least 6 months written notice before that Redemption Date to have their interests redeemed at a price based on the prevailing NAV per interest in 360 CDIP, less transaction costs. Those interests will be redeemed using 50% of the capital contributions raised from the future issue of new interests, which must be applied to pay out (on a pro rata basis) those investors in 360 CDIP who have made a Redemption Request, at the relevant Redemption Date. Any Redemption Request not satisfied within 12 months of the Redemption Date will lapse.
Gearing	360 CDIP will target a maximum loan to value ratio of 50% of 360 CDIP's gross asset value.
Valuations	360 CDIP intends to engage an external valuation firm to undertake independent valuation of its assets at least once in each two-year period.
Co-investment right	The Investment Manger may, in its discretion, offer co-investment rights to investors as it determines.
Transactions with affiliates	360 CDIP will be permitted to enter into contracts or otherwise deal with any affiliate of the 360 CDIP GP, the 360 CDIP Trustees or the Investment Manager.

Affiliates entitled to vote	<p>An investor in 360 CDIP who is an affiliate of the 360 CDIP GP, the 360 CDIP Trustees or the Investment Manager, will be entitled to participate in a vote relating to all matters including:</p> <ul style="list-style-type: none"> • a proposal to remove the 360 CDIP GP, the 360 CDIP Trustees or the Investment Manager (whether for a Cause Event (see below) or otherwise); and • a matter involving on the one hand, 360 CDIP or any 360 CDIP alternative investment vehicle, and, on the other hand, the 360 CDIP GP, the 360 CDIP Trustees or the Investment Manager (or any affiliate of the same).
Amendments	<p>After the first close, amendments to the investment documents require approval by Special Resolution (75% of invested capital), unless the amendments:</p> <ul style="list-style-type: none"> • are of a formal or technical nature, made to correct a manifest error or inconsistency or are necessary to comply with the provisions of any law; • will not have a materially adverse effect on the rights of any investors; or • are to maintain the tax position or treatment of 360 CDIP.
Transfer of 360 CDIP interests	<p>An investor in 360 CDIP is permitted to transfer its interest in 360 CDIP to an affiliate (subject to certain conditions). All other transfers are to be in accordance with the investment documents and require the consent of the 360 CDIP GP, the 360 CDIP Trustees and the Investment Manager (which may be withheld in their absolute discretion).</p>
Removal of the Investment Manager	<p>The Investment Manager may be removed in the circumstances referred to in Section 16.4 .</p>
Removal of the 360 CDIP GP and the 360 CDIP Trustees	<p>The investors in 360 CDIP may, by Special Resolution (75% of invested capital), remove the 360 CDIP GP or 360 CDIP Trustees (as the case may be) by written notice in any of the following circumstances:</p> <ul style="list-style-type: none"> • gross negligence that has a material adverse effect on 360 CDIP or which constitutes wilful misconduct, fraud or bad faith of the relevant entity in connection with its obligations under the relevant investment document; • insolvency of the relevant entity; or • material breach of a provision of the relevant investment document by the relevant entity, that causes a material adverse effect on 360 CDIP, <p>(each a Cause Event) provided the 360 CDIP investors have, by Special Resolution (75% of invested capital), approved a replacement.</p> <p>In all other circumstances, following the expiry of the 10th anniversary of the commencement of 360 CDIP, the 360 CDIP investors may, by Special Resolution (75% of invested capital), remove the 360 CDIP GP or 360 CDIP Trustees (as the case may be) provided the 360 CDIP investors have, by Special Resolution, approved a replacement.</p>
Effect of termination	<p>Where the 360 CDIP IMA is terminated, the consequences summarised in Section 16.4 will follow.</p>
Alternative Investment Vehicles	<p>The Investment Manager may, from time to time, establish additional trusts or other entities to which committed capital may be paid, and investors in 360 CDIP may be admitted as members or equivalent.</p>
Investor meetings	<p>Investors in 360 CDIP holding more than 25% of Committed Capital may, by notice in writing, convene a meeting of investors.</p> <p>Each reference to a resolution of 360 CDIP is a reference to separate resolutions of the investors, of each of the Trusts and OLP or such other vehicle.</p>
Expenses	<p>The OLP and each of the Trusts, must pay and indemnify the 360 CDIP GP, the 360 CDIP Trustees and Investment Manager, as applicable, for all expenses, liabilities and other outgoings properly incurred and related to their operation of or 360 CDIP.</p>

Section 16

Key Documents and Material Contracts

16.3 FUND INVESTMENT MANAGEMENT AGREEMENT

The Responsible Entity has appointed the Investment Manager on an exclusive basis, to be the manager of the Fund and has entered into the Fund Investment Management Agreement (**Fund IMA**).

A summary only of the material terms of the Fund IMA are set out below.

Parties	The Responsible Entity and the Investment Manager
Services	<p>The services include:</p> <ul style="list-style-type: none"> • investment and asset management; • asset due diligence; • investment strategy review; • administrative assistance; • procuring asset valuations; and • arranging for the Fund records to be properly kept.
Term	<p>The initial term of the Fund IMA is ten years.</p> <p>The Unitholders in the Fund may, by Special Resolution, remove the Investment Manager by written notice in any of the following circumstances:</p> <ul style="list-style-type: none"> • gross negligence that has a material adverse effect on the Fund or which constitutes wilful misconduct, fraud or bad faith of the relevant entity in connection with its obligations under the relevant investment document; • insolvency of the relevant entity; or • unremedied material breach of a provision of the relevant investment document, by the relevant entity, which is not remedied that causes a material adverse effect on the Fund, <p>(each a Cause Event) provided the Responsible Entity have, by Special Resolution, approved a replacement.</p> <p>In all other circumstances, following the expiry of the 10th anniversary of the commencement of the Fund, the Responsible Entity may remove the Investment Manager on six months' notice.</p>
Fees	<p>Management Fees The Investment Manager will be paid an amount equal to 1% per annum (exclusive of GST) of the Fund gross asset value, payable quarterly in advance from the Fund commencement (being 2 July 2019) and consolidating the gross asset value of partial investments.</p> <p>Performance Fee The Investment Manager is entitled to a Performance Fee from the Fund, which is calculated and paid every 3 years, and in certain circumstances such as where the Fund is wound up or subject to a takeover. The Performance Fee is based on the total realised and unrealised returns of the Fund before withholding tax having regard to the NAV on the Performance Fee calculation date. The Performance Fee is equal to:</p> <ul style="list-style-type: none"> • to the extent that the Fund IRR is more than 10% but not more than 12%, the amount which if included as a Fund outflow on the calculation date would reduce the Fund IRR to 10%; • where the Fund has achieved a Fund IRR of more than 12%: <ul style="list-style-type: none"> – an amount which if included as a Fund outflow on the calculation date, represents the difference between a 10% Fund IRR and a 12% Fund IRR; plus – 20% of the amount, which if included as a Fund outflow on the calculation date would reduce the Fund IRR to 12%.

	<p>The Investment Manager may (subject to any applicable laws) elect to take part or all of the Performance Fee in Units. The Management Fee and Performance Fee may be paid out of income or capital.</p> <p>The Investment Manager will be entitled to similar fees in respect of 360 CDIP but for so long as it is the investment manager of both 360 CDIP and the Fund, it will waive its fee entitlement in respect of the Fund to the extent it receives a fee out of 360 CDIP, which is attributable to the Fund's investment in 360 CDIP. This means there will be no double charging of fees by the Investment Manager.</p>
Expense Recovery	The Investment Manager is entitled to recover all taxes, costs charges and expenses properly incurred in connection with it carrying out its functions under the Fund IMA, including in connection with the investment and management of the assets of the Fund.
Powers and discretions	In carrying out its functions under the Fund IMA, the Investment Manager has the powers of a natural person to deal with the assets of the Fund.
Effect of Termination	<p>In circumstances where the Investment Manager has been removed other than for a Cause Event, or the Responsible Entity has terminated the Fund IMA, the following must be paid:</p> <ul style="list-style-type: none"> • any accrued (as at the date of removal) and unpaid fees and other monies payable to the Responsible Entity or the Investment Manager (as the case may be); • an amount equal to Management Fees for an 18 month period must be paid; • all charges and expenses incurred in enacting a handover to a replacement; and • the Performance Fee as if it were a Performance Fee payment date. <p>In circumstances where the Investment Manager has been removed for a Cause Event, the following must be paid:</p> <ul style="list-style-type: none"> • any accrued (as at the date of removal) and unpaid fees and other monies payable to the Responsible Entity or the Investment Manager (as the case may be) ; • an amount equal to Management Fees for a 6 month period must be paid; • all charges and expenses incurred in enacting a handover to a replacement; and • the Performance Fee as if it were a Performance Fee payment date.
Indemnity	<ul style="list-style-type: none"> • The Responsible Entity will indemnify the Investment Manager for any loss it suffers in connection with the proper performance by it under the Fund IMA. • The Investment Manager will indemnify the Fund for any loss arising as a result of its default.
Conflicts	The Investment Manager may provide services to other entities in conflict with its obligations under the Fund IMA. However, the Investment Manager must maintain policies and procedures for the purposes of managing any such potential conflicts.
Retirement	The Investment Manager may retire on 60 days' notice to the Fund.
Amendment	Subject to the ASX Listing Rules and any relevant laws, the Fund IMA may be amended by the written agreement between the Responsible Entity and the Investment Manager.

Section 16

Key Documents and Material Contracts

16.4 360 CDIP INVESTMENT MANAGEMENT AGREEMENT

The 360 CDIP IMA is on similar terms to the Fund IMA. The material differences are summarised below.

Parties	The entities comprising 360 CDIP and the Investment Manager.
Services	<p>The services include:</p> <ul style="list-style-type: none"> • investment and asset management; • asset due diligence; • investment strategy review; • administrative assistance; • procuring asset valuations; and • arranging for the 360 CDIP records to be properly kept.
Term	<p>The initial term of the 360 CDIP IMA is ten years.</p> <p>The investors in 360 CDIP may, by Special Resolution (75% of invested capital), remove the Investment Manager by written notice in any of the following circumstances:</p> <ul style="list-style-type: none"> • gross negligence that has a material adverse effect on 360 CDIP or which constitutes wilful misconduct, fraud or bad faith of the relevant entity in connection with its obligations under the relevant investment document; • insolvency of the relevant entity; or • unremedied material breach of a provision of the relevant investment document by the relevant entity, that causes a material adverse effect on 360 CDIP. <p>(each a Cause Event) provided the investors have, by Special Resolution (75% of Investors capital), approved a replacement.</p> <p>In all other circumstances, following the expiry of the 10th anniversary of the commencement of 360 CDIP, the 360 CDIP investors may, by Special Resolution, remove the Investment Manager provided the investors have, by Special Resolution, approved a replacement.</p>
Fees	<p>Management Fees The Investment Manager will be paid an amount equal to 1% per annum (exclusive of GST) of 360 CDIP gross asset value, payable quarterly in advance from 360 CDIP commencement (being 2 July 2019) and consolidating the gross asset value of partial investments.</p> <p>Performance Fee The Investment Manager is entitled to a Performance Fee from 360 CDIP, which is calculated and paid every 3 years and in certain circumstances such as where 360 CDIP is wound up or subject to a takeover. The Performance Fee is based on the total realised and unrealised returns of 360 CDIP before withholding tax having regard to the NAV on the Performance Fee calculation date. The Performance Fee is equal to:</p> <ul style="list-style-type: none"> • to the extent that the 360 CDIP IRR is more than 10% but not more than 12%, the amount which if included as a 360 CDIP outflow on the calculation date would reduce the 360 CDIP IRR to 10%; • where 360 CDIP has achieved a 360 CDIP IRR of more than 12%: <ul style="list-style-type: none"> – an amount which if included as a 360 CDIP outflow on the calculation date represents the difference between a 10% 360 CDIP IRR and a 12% 360 CDIP IRR; plus – 20% of the amount which if included as a 360 CDIP outflow on the calculation date would reduce the 360 CDIP IRR to 12%.

	<p>The Investment Manager may (subject to any applicable laws) elect to take part or all of the Performance Fee in 360 CDIP interests. The Management Fee and Performance Fee may be paid out of income or capital.</p> <p>The Investment Manager will be entitled to similar fees in respect of the Fund but for so long as it is the investment manager of both 360 CDIP and the Fund it will waive its fee entitlement in respect of the Fund to the extent it receives a fee out of 360 CDIP which is attributable to the Fund's investment in 360 CDIP. This means there will be no double charging of fees by the Investment Manager.</p>
Expense Recovery	The Investment Manager is entitled to recover all taxes, costs charges and expenses properly incurred in connection with it carrying out its functions under the 360 CDIP IMA, including in connection with the investment and management of the assets of 360 CDIP.
Powers and discretions	In carrying out its functions under the 360 CDIP IMA the Investment Manager has the powers of a natural person to deal with the assets of 360 CDIP.
Effect of Termination	<p>In circumstances where the Investment Manager has been removed other than for a Cause Event, or 360 CDIP has terminated the 360 CDIP IMA, the following must be paid:</p> <ul style="list-style-type: none"> • any accrued (as at the date of removal) and unpaid fees and other monies payable to the general partner of the OLP, any trustee or the Investment Manager (as the case may be); • an amount equal to Management Fees for an 18 month period must be paid; • all charges and expenses incurred in enacting a handover to replacement; and • the Performance Fee as if it were a Performance Fee payment date. <p>In circumstances where the Investment Manager has been removed for a Cause Event, the following must be paid:</p> <ul style="list-style-type: none"> • any accrued (as at the date of removal) and unpaid fees and other monies payable to the general partner of the OLP, any trustee or the Investment Manager (as the case may be); • an amount equal to Management Fees for a 6 month period must be paid; • all charges and expenses incurred in enacting a handover to replacement; and • the Performance Fee as if it were a Performance Fee payment date.
Indemnity	<ul style="list-style-type: none"> • 360 CDIP will indemnify the Investment Manager for any loss it suffers, in connection with the proper performance by it under the 360 CDIP IMA. • The Investment Manager will indemnify 360 CDIP for any loss arising as a result of its default.
Conflicts	The Investment Manager may provide services to other entities in conflict with its obligations under the 360 CDIP IMA. However, the Investment Manager must maintain policies and procedures for the purposes of managing any such potential conflicts.
Retirement	The Investment Manager may retire on 60 days' notice to 360 CDIP.
Amendment	Subject to any relevant laws, the 360 CDIP IMA may be amended by the written agreement between 360 CDIP and the Investment Manager.

Section 16

Key Documents and Material Contracts

16.5 SUMMARY OF UNDERWRITING AGREEMENT

Parties	The Responsible Entity and the Joint Lead Managers and Underwriters.
Services	The Joint Lead Managers and Underwriters have agreed to manage and underwrite the Offer.
Fees	The Joint Lead Managers and Underwriters will receive fees of approximately \$2.4 million (excluding GST).
Expense Recovery	The Joint Lead Managers and Underwriters may be reimbursed for certain expenses.
Underwriting	Each Joint Lead Manager and Underwriter has severally agreed to underwrite a different amount of Units.
Termination	<p>The Joint Lead Managers and Underwriters may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it, on the occurrence of certain events on or prior to the final settlement date of the Offer, including (but not limited to) where:</p> <ul style="list-style-type: none"> • in a material respect, a statement contained in the offer materials is or becomes misleading or deceptive, or likely to mislead or deceive, or the Offer materials omit any information they are required to contain (having regard to the relevant Corporations Act requirements) and the Responsible Entity fails to take acceptable corrective action; • the ASX does not approve the Listing of the Fund; • there are material adverse changes to the financial markets of key countries, certain falls in the ASX/S&P 300 Index, hostilities commence or escalate in key countries, or a major terrorist act is perpetrated anywhere in the world; • the Fund or the Responsible Entity breaches law; and • there is a material adverse change, or event involving a prospective material adverse change, in the assets, liabilities, financial position or performance, profits, losses or prospects of the Fund.
Indemnity	<p>The Responsible Entity has (subject to certain usual limitations) agreed to indemnify the Joint Lead Managers and Underwriters, their related bodies corporate and affiliates, and their directors, officers, partners, advisers and employees against any losses arising directly or indirectly in connection with the Offer, or a breach by the Responsible Entity of any provision, including representation or warranty of, the Underwriting Agreement.</p> <p>The Responsible Entity and the Joint Lead Managers and Underwriters have given representations, warranties and undertakings in connection with (among other things) the conduct of the Offer.</p>

None of the Joint Lead Managers and Underwriters (whether in that capacity, or otherwise) nor any of their related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives or agents has authorised or caused the issue of this PDS and takes no responsibility for any information in this PDS or any action taken by you on the basis of such information, and have not made or purported to make any statement in this PDS and there is no statement in this PDS which is based on any statement by any of them. To the maximum extent permitted by law, the Joint Lead Managers and Underwriters (whether in that capacity, or otherwise) and each of their related bodies corporate and affiliates and each of their respective directors, officers, partners, employees, representatives or agents excludes and disclaims all liability, for any expenses, losses, damages or costs incurred by you as a result of your participation in the Offer and the information in this PDS being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

16.6 SUMMARY OF SUB-UNDERWRITING AGREEMENT

Parties	The Responsible Entity and 360 Capital Group
Services	The 360 Capital Group has agreed to underwrite the Priority Offer in full, being 5,000,000 Units.
Fees	The 360 Capital Group will receive fees of approximately \$370,000 (being 3.7%) (excluding GST).
Expense Recovery	The 360 Capital Group may be reimbursed for certain expenses.
Unitholding	Should the 360 Capital Group be issued all the Units under the Sub-Underwriting Agreement (being 5,000,000 Units) it will hold 25,196,240 Units, being 43.3% of the Units in the Fund on completion of the Offer.

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17.1 CORPORATE GOVERNANCE

Responsibility for the Fund's proper corporate governance rests with the Responsible Entity. The Responsible Entity's guiding principle in meeting this responsibility is to act honestly, in good faith and in the best interests of the Fund as a whole.

The Responsible Entity has entered into the Fund IMA with the Investment Manager pursuant to which the Investment Manager will provide certain investment management services to the Fund.

The Responsible Entity, with reliance upon the Investment Manager, will monitor the operational and financial position and performance of the Fund. The Directors of the Responsible Entity are committed to implementing high standards of corporate governance in operating the Fund.

Accordingly, the Responsible Entity has created a framework for managing the Fund, including adopting relevant internal controls, risk management processes and corporate governance policies and practices, which it believes are appropriate for the Fund's business and which are designed to promote the responsible management and conduct of the Fund. Under the Fund IMA, the Investment Manager agrees to assist the Responsible Entity to comply with all relevant laws, including the Listing Rules and the Corporations Act.

The Responsible Entity is a wholly-owned subsidiary of 360 Capital Group.

The Responsible Entity is reliant on 360 Capital Group for access to adequate resources, including directors, management, staff, functional support (such as company secretarial, responsible managers, legal, compliance and risk, finance) and financial resources. 360 Capital Group has made such resources available to the Responsible Entity.

17.2 CORPORATE GOVERNANCE POLICIES

The Responsible Entity has adopted the following policies and charters, which have been prepared having regard to the ASX Corporate Governance Principles and Recommendations.

- **Code of Conduct** – This policy sets out the standards of ethical behaviours and integrity that the Responsible Entity expects of its Directors, officers and any employees.
- **Continuous Disclosure** – The Fund must comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act to ensure the Fund discloses to the ASX any information concerning the Fund which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Units. This policy sets out the Fund's procedures and measures which are designed to ensure that the Fund complies with its continuous disclosure obligations.
- **Risk Framework** – This framework is designed to assist the Fund to identify, evaluate, monitor and manage risks affecting the Fund's business.
- **Securities Trading Policy** – This policy is designed to maintain investor confidence in the integrity of the Responsible Entity's internal controls and procedures and in particular to provide guidance to Directors, executives and any employees on avoiding any conflicts of interest or breaches of insider trading laws.
- **Communications Policy** – This policy sets out the practices which the Fund will implement to ensure effective and efficient communication with its Unitholders.
- **Diversity Policy** – This policy sets out the Fund's objectives for achieving diversity amongst its Directors, executives and any employees.
- **Compliance Plan** – Sets out the procedures for the Responsible Entity to comply with the Corporations Act and the Constitution. This plan is overseen by the Board and the Responsible Entity's compliance with it is audited annually.
- **Compliance Committee** – The Board comprises a majority of independent members (in accordance with 601JA of the Corporations Act). See Section 17.2.1 for further information. Accordingly there is no Compliance Committee. The Board considers breaches arising during the course of the operation of the Fund, any audit issues raised, and reports of managers, key employees and service providers throughout the reporting year. Provision is made in the Board's ordinary meeting agenda for the consideration of critical compliance and risk management issues as they arise. Standard compliance and risk management reporting to the Board occurs on a quarterly basis, generally in February, June, August and November of each year.

Corporate governance and Fund policies

17.2.1 Compliance with ASX Corporate Governance Principles and Recommendations

To the extent they are applicable and appropriate for an entity of the size and nature of the Fund, the Responsible Entity has adopted ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Ed) (as modified by the ASX Corporate Governance Council when applied to externally managed listed entities such as the Fund).

In accordance with ASX Listing Rule 4.10.3 and Guidance Note 9, set out below are the ASX Corporate Governance Council's eight principals of corporate governance and the extent to which the Fund has sought to comply with the recommendations for each.

Further details of the Fund's corporate governance regime can be found on the Fund Website and will be included in the Fund's annual Appendix 4G and Corporate Governance Statement.

Principle 1: Lay solid foundations for management and oversight

Recommendation	Fund's response
<p>1.1 The responsible entity of an externally managed listed entity should disclose:</p> <p>a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>The business of the Fund is managed under the direction of the Board comprising Mr David van Aanholt, Mr Tony Pitt, Mr John Ballhausen, Mr Graham Lenzner and Mr Andrew Moffat.</p> <p>The Board meets on a regular basis and is required to discuss pertinent business developments and issues, and review the operations and performance of the Fund.</p> <p>Provision is made at each regular meeting of the Board for the consideration of critical compliance and risk management issues of the Fund as they arise.</p> <p>The conduct of the Board is governed by the Constitution of the Fund, the constitution of the Responsible Entity, the Corporations Act and the Responsible Entity's Board Charter.</p> <p>Pursuant to the Board Charter, the Board of the Responsible Entity will seek to ensure that the investment strategy of the Fund is aligned with the expectations of Unitholders and the Fund is effectively managed in a manner that is properly focused on its investment strategy as well as conforming to regulatory and ethical requirements.</p> <p>The primary objectives of the Board of the Responsible Entity will be to:</p> <ul style="list-style-type: none"> • set and review the strategic direction of the Fund; • approve and monitor key budgets, business plans, financial statements and financial policies; • approve all material transactions; • establish, promote and maintain proper processes and controls to maintain the integrity of financial accounting, financial records and reporting; • develop and implement key corporate policies, procedures and controls as necessary to ensure appropriate standards of accountability, risk management, and corporate governance and responsibility; • ensure that Unitholders receive high quality, relevant, and accurate information in a timely manner; • determine and adopt the Fund's distribution policy in accordance with the Fund's Constitution; and • ensure that the Responsible Entity complies with its AFSL and other rules and regulations, in respect of its management of the Fund. <p>The Board has delegated responsibility for the day-to-day management of the Fund to the Investment Manager.</p>

Recommendation	Fund's response
	<p>The Responsible Entity operates with a flat management structure with the Managing Director delegating a number of the functions, activities and duties required to be performed by the Responsible Entity to executives and personnel of the Responsible Entity and external service providers.</p> <p>The assessments of executive performance are based on reports received from the Managing Director and the consideration of issues by Directors at Board meetings.</p> <p>The Board oversees the performance evaluation of the management team. This is based on the business performance of the Responsible Entity, whether strategic objectives are being achieved and the development of management and personnel.</p>
<p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. 	<p>Not applicable, as the Fund is externally managed.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Not applicable, as the Fund is externally managed.</p>
<p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Not applicable, as the Fund is externally managed.</p>

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Corporate governance and Fund policies

Recommendation	Fund's response
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> a) have and disclose a diversity policy; b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and c) disclose in relation to each reporting period: <ul style="list-style-type: none"> 1) the measurable objectives set for that period to achieve gender diversity; 2) the entity's progress towards achieving those objectives; and 3) either: <ul style="list-style-type: none"> A. the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 	<p>Not applicable, as the Fund is externally managed.</p>

Recommendation	Fund's response
1.6 A listed entity should: a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Not applicable, as the Fund is externally managed.
1.7 A listed entity should: a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Not applicable, as the Fund is externally managed.

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Corporate governance and Fund policies

Principle 2: Structure the board to be effective and add value

Recommendation	Fund's response
<p>2.1 The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, a majority of whom are independent directors; and 2) is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3) the charter of the committee; 4) the members of the committee; and 5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Not applicable, as the Fund is externally managed.</p>
<p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>Not applicable, as the Fund is externally managed.</p>

Recommendation	Fund's response																		
<p>2.3 A listed entity should disclose:</p> <p>a) the names of the directors considered by the board to be independent directors;</p> <p>b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>c) the length of service of each director.</p>	<p>The current Directors of the Responsible Entity comprise:</p> <table><tr><th>Name</th><th>Position</th><th>Tenure</th></tr><tr><td>David van Aanholt</td><td>Non-executive Chair</td><td>10 Feb 2016 – present</td></tr><tr><td>Tony Pitt</td><td>Executive Director</td><td>19 Nov 2009 – present</td></tr><tr><td>John Ballhausen</td><td>Non-executive Director</td><td>10 Feb 2016 – present</td></tr><tr><td>Graham Lenzner</td><td>Non-executive Director</td><td>8 Dec 2016 – present</td></tr><tr><td>Andrew Moffat</td><td>Non-executive Director</td><td>8 Dec 2016 – present</td></tr></table> <p>In determining the independence of Directors, the Board has adopted the criteria set out in section 601JA(2) of the Corporations Act.</p> <p>There are no interests, positions, associations or relationships which prejudice the independence of the independent Directors listed above.</p>	Name	Position	Tenure	David van Aanholt	Non-executive Chair	10 Feb 2016 – present	Tony Pitt	Executive Director	19 Nov 2009 – present	John Ballhausen	Non-executive Director	10 Feb 2016 – present	Graham Lenzner	Non-executive Director	8 Dec 2016 – present	Andrew Moffat	Non-executive Director	8 Dec 2016 – present
Name	Position	Tenure																	
David van Aanholt	Non-executive Chair	10 Feb 2016 – present																	
Tony Pitt	Executive Director	19 Nov 2009 – present																	
John Ballhausen	Non-executive Director	10 Feb 2016 – present																	
Graham Lenzner	Non-executive Director	8 Dec 2016 – present																	
Andrew Moffat	Non-executive Director	8 Dec 2016 – present																	
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>Not applicable, as the Fund is externally managed.</p>																		
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>Not applicable, as the Fund is externally managed.</p>																		
<p>2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>Not applicable, as the Fund is externally managed.</p>																		

Corporate governance and Fund policies

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

Recommendation	Fund's response
3.1 A listed entity should articulate and disclose its values.	The Responsible Entity has adopted a Statement of Values that expresses the standards and behaviours it expects from its Directors, senior executives and employees, to fulfil its purpose and meet its goals. The Statement of Values is available at www.360capital.com.au .
3.2 A listed entity should: <ul style="list-style-type: none"> a) have and disclose a code of conduct for its directors, senior executives and employees; and b) ensure that the board or a committee of the board is informed of any material breaches of that code. 	<p>The Responsible Entity has adopted a Code of Conduct that sets out the minimum acceptable standards of behaviour. Directors, senior executives and employees are required to act with honesty, decency and integrity at all times.</p> <p>In addition, the Responsible Entity aims to promote transparency and market confidence in the 360 Capital Group and the Fund by ensuring that key management personnel and employees of the 360 Capital Group know their responsibilities when dealing in the Fund's Units and the 360 Capital Group securities. Securities dealings by Directors (including dealing by Directors in Units and 360 Capital Group securities) are subject to the restrictions of the Responsible Entity's Personal Dealing – Share Trading Policy. All dealings in Fund and 360 Capital Group securities by directors and key management personnel are reported to the Board quarterly in a Register of Directors' Interests.</p> <p>The Code of Conduct and the Personal Dealing – Share Trading Policy are available at www.360capital.com.au</p> <p>Any breaches of the Code of Conduct and Personal Dealing / Share Trading Policy are reported to the Board of the Responsible Entity at least quarterly.</p>
3.3 A listed entity should: <ul style="list-style-type: none"> a) have and disclose a whistleblower policy; and b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	<p>The Responsible Entity has adopted a Whistleblowing Policy that encourages employees to speak up about any unlawful, unethical or irresponsible behaviour within the organisation. The Whistleblowing Policy is available at www.360capital.com.au.</p> <p>The Board is informed of any material incidents reported under the Whistleblowing Policy as soon as practicable.</p>
3.4 A listed entity should: <ul style="list-style-type: none"> a) have and disclose an anti-bribery and corruption policy; and b) ensure that the board or a committee of the board is informed of any material breaches of that policy. 	<p>The Responsible Entity has adopted an Anti-Bribery Policy that acknowledges giving bribes or other improper payments, or benefits to public officials as a serious criminal offence that can damage a listed entity's reputation and standing in the community. The Anti-Bribery Policy is available at www.360capital.com.au.</p> <p>Any material breaches of the Anti-Bribery Policy are reported to the Board of the Responsible Entity as soon as practicable.</p>

Principle 4: Safeguard the integrity of corporate reports

Recommendation	Fund's response
<p>4.1 The board of a listed entity should:</p> <p>a) have an audit committee which:</p> <ol style="list-style-type: none"> 1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> 3) the charter of the committee; 4) the relevant qualifications and experience of the members of the committee; and 5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The Board of the Responsible Entity has established an Audit Committee in order to perform its role as Responsible Entity of the Fund.</p> <p>The Audit Committee comprises three non-executive, independent Directors.</p> <p>The chair of the Audit Committee is appointed by the Audit Committee and must be a non-executive Director who is not the chair of the Board of the Responsible Entity. The chair reports the activities of the Audit Committee to the Board after each Committee meeting.</p> <p>The Board has adopted an Audit Committee Charter which sets out the Audit Committee's role and responsibilities. The Audit Committee's duties and responsibilities include:</p> <ul style="list-style-type: none"> • monitoring and reviewing compliance with laws and regulations, (including the Fund's compliance plan); • monitoring and reviewing the accuracy and reliability of management and financial reporting; • reporting to the Board of the Responsible Entity on the half-year and annual reports and financial statements of the Fund; • facilitating an effective and efficient audit (including making recommendations regarding the appointment, evaluation and removal of the Fund's external auditor); • monitoring and reviewing the effectiveness of the Fund's internal control environment, including the effectiveness of internal control procedures; and • monitoring the adequacy and effectiveness of compliance systems in relation to the legal exposures of the Fund. <p>The Audit Committee will meet with external auditors at least bi-annually, (and more frequently if required), to review the adequacy of existing external audit arrangements and the scope of the audit. The external auditors will have a direct line of communication at any time to either the Chair of the Audit Committee or the Chair of the Board of the Responsible Entity.</p> <p>The external auditors and Chief Financial Officer may be invited to attend Audit Committee meetings at the discretion of the Audit Committee. The Audit Committee may meet with the external auditors at any time without management being present.</p> <p>The Audit Committee reviews the performance and independence of the external auditor, and makes recommendations to the Board on the appointment, reappointment, replacement, and remuneration of external auditors.</p> <p>The external auditor is required to rotate the partner responsible for the Fund audit and review at least once every five years.</p> <p>The names and qualifications and experience of the Audit Committee members and the Audit Committee Charter are available at www.360capital.com.au.</p>

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Corporate governance and Fund policies

Recommendation	Fund's response
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Financial reports for the Fund are prepared by the Responsible Entity's Chief Financial Officer in collaboration with senior management and the Managing Director. Before the Board of the Responsible Entity approves the Fund's financial statements for a financial period, it receives from the Responsible Entity's Managing Director and Chief Financial Officer a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Any periodic corporate reports released to the market are approved by any two of the Managing Director, Chief Financial Officer and Fund Manager who review the reports and verification undertaken.

Principle 5: Make timely and balanced disclosure

Recommendation	Fund's response
5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<p>The Responsible Entity's Communications Policy includes a written policy for ensuring that the Fund complies with its continuous disclosure obligations under the ASX Listing Rules.</p> <p>The Communications Policy reflects the Board's commitment to ensuring that information that is expected to have a material effect on the price or value of the Fund's Units is immediately notified to the ASX for dissemination to the market in accordance with the continuous disclosure requirements of the Corporations Act and the ASX Listing Rules.</p> <p>A copy of the Communications Policy is available at www.360capital.com.au.</p>
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	The Board of the Responsible Entity automatically receives copies of all market announcements promptly after they have been made.
5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	The Fund will release a copy of any new and substantive investor or analyst presentation/s on the ASX Market Announcements Platform ahead of any presentation/s.

Principle 6: Respect the rights of security holders

Recommendation	Fund's response
6.1 A listed entity should provide information about itself and its governance to investors via its website.	<p>The Responsible Entity includes all relevant corporate governance information in relation to the Fund, on the Group's website (www.360capital.com.au).</p> <p>This website includes information about the Responsible Entity's Directors and senior executives, and all other corporate governance policies.</p> <p>The website will also include the Fund's annual reports and financial statements, copies of the Fund's announcements to the ASX, copies of notices of meetings of Unitholders and copies of media releases the Responsible Entity makes on behalf of the Fund.</p>
6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<p>The Fund will have an investor relations program which will allow investors and other financial market participants to gain a greater undertaking of the Fund's business, governance, financial performance and prospects. It will allow the Fund to communicate with the market and also allow Unitholders and other market participants to express their views to the Responsible Entity on matters of concern or interest to them. The Responsible Entity will respond to any enquiries Unitholders may make from time to time and will also meet with Unitholders on request, where the Responsible Entity believes that this is appropriate.</p>
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<p>Not applicable, as the Fund does not hold periodic meetings of Unitholders.</p>
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<p>Not applicable, as the Fund does not hold periodic meetings of Unitholders.</p>
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>The Responsible Entity gives Unitholders the option to (where appropriate), receive communications from, and send communications to, the Responsible Entity and the Registry electronically.</p>

Section 17

Corporate governance and Fund policies

Principle 7: Recognise and manage risk

Recommendation	Fund's response
<p>7.1 The board of a listed entity should:</p> <ol style="list-style-type: none"> have a committee or committees to oversee risk, each of which: <ol style="list-style-type: none"> has at least three members, a majority of whom are independent directors; and is chaired by an independent director, and disclose: the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 	<p>The Board of the Responsible Entity oversees risk management for the Fund.</p> <p>The Board has adopted a Risk Management Statement which outlines the key material risks faced by the Responsible Entity, and documents the framework and process for identifying, monitoring and mitigating risks.</p> <p>Risk management is a continuous process, with the Managing Director and members of the Responsible Entity's management team constantly interacting with staff, which provides a foundation for monitoring issues on a day-to-day basis.</p> <p>Material business risks are documented in a risk register, which is updated as necessary during management team meetings for any significant new risks or developments on existing risks.</p> <p>While risk identification, assessment and response decisions are made at regular management team meetings, ultimate responsibility for risk oversight and risk management rests with the Board. Managers report to the Board of the Responsible Entity through quarterly compliance reports on new risks identified for their area of responsibility which have been considered by the management team.</p>
<p>7.2 The board or a committee of the board should:</p> <ol style="list-style-type: none"> review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and disclose, in relation to each reporting period, whether such a review has taken place. 	<p>The Board reviews the Responsible Entity's risk management framework at least annually so that the Board can satisfy itself that it continues to be sound and operating with due regard to the risk appetite set by the Board.</p>

Recommendation	Fund's response
<p>7.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> a) if it has an internal audit function, how the function is structured and what role it performs; or b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 	<p>The Responsible Entity does not have an internal audit function. As the Responsible Entity is part of the 360 Capital Group, the Responsible Entity and the Fund will be incorporated into the 360 Capital Group's annual audit plan where applicable. The Board of the Responsible Entity has an audit and risk committee which receives, and reviews reports regarding material business risk as part of the 360 Capital Group's risk management process.</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Section 10 of this PDS discloses to what extent the Fund will have any material exposure to environmental and social risks and how the Responsible Entity intends to manage those risks.</p>

Principle 8: Remunerate fairly and responsibly

Recommendation	Fund's response
<p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>Details of the Responsibility Entity's remuneration in relation to the Fund is set out in Section 12 of this PDS.</p> <p>The Responsible Entity is entitled to claim the Management Fee, and reimbursement for all expenses reasonably and properly incurred in relation to the Fund or in performing its obligations under the Constitution.</p> <p>The fees payable to the Responsible Entity and the expenses for which the Responsible Entity may be reimbursed are set out in clause 15 of the Constitution.</p>

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18.1 FUND AUDITOR

The Responsible Entity is required to appoint an auditor to the Fund within one month after the day the Fund is registered with ASIC. Ernst & Young has been appointed by the Responsible Entity as the independent auditor of the Fund's financial statements.

18.2 360 CDIP AUDITOR

Ernst & Young have been appointed as independent auditor of 360 CDIP.

18.3 RELATED PARTY INTERESTS

Other than as set out in this PDS, there are no existing arrangements and there are no currently proposed transactions in which the Responsible Entity was, or is to be, a participant and in which any related party had or will have, a direct or indirect material interest.

The Fund IMA and 360 CDIP IMA, and other material agreements set out in Section 16 have been entered into on arm's length terms between the Investment Manager and its applicable entities. The Responsible Entity and the Investment Manager may use the services of related parties in the management of the Fund and pay fees for their services. All related party transactions will be conducted on arm's length normal commercial terms and conditions.

From time to time the Responsible Entity, the Investment Manager, their related bodies corporate or their Directors and employees may hold Units in the Fund or interests in 360 CDIP.

18.4 INTERESTS OF RESPONSIBLE ENTITY AND INVESTMENT MANAGER DIRECTORS

This Section 18 sets out the nature and extent of the interest and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this PDS:

- (a) no Director or proposed Director holds at the date of this PDS, or held at any time during the last two years before the date of lodgement of this PDS with ASIC, any interest in:
 - the formation or promotion of the Fund; or
 - any property acquired or proposed to be acquired by the Fund in connection with its formation or in connection with the Offer; or
 - the Offer; and
- (b) no amounts have been paid or agreed to be paid by any person, and no benefits have been given or agreed to be given by any person:
 - to a Director or proposed Director, to induce him to become, or to qualify as, a Director; or
 - for services provided by a Director or proposed Director, in connection with the formation or promotion of the Fund or in connection with the Offer.
- (c) David Yuile, Managing Director of the Investment Manager, is a shareholder in Asia Connectivity Elements, Inc. (ACE). The Fund holds a 37% interest in ACE. Refer to Section 8 for further information.

18.5 INTERESTS OF EXPERTS AND ADVISORS

Except as disclosed in this PDS, no amounts of any kind (whether in cash or otherwise) have been paid or agreed to be paid to any expert, stockbroker, promoter or any other person named in this PDS as performing a function in a professional capacity, in connection with the preparation or distribution of this PDS, or to any firm in which any of those persons is or was a partner, or to any company in which any of those persons is or was associated, for services rendered by that person in connection with the formation or promotion of the Fund or the Offer under this PDS. For the avoidance of doubt this excludes any appointment of rating agencies, research houses, and experts (including legal advisers and auditors) who have provided services in relation to the Offer at market rates and noting that such costs form part of the offer costs and are paid by the Fund.

- Moelis Australia Advisory Pty Ltd, Morgans Corporate Limited and Shaw and Partners Limited have agreed to act as Joint Lead Managers and Underwriters to the Offer. In consideration of these services, Moelis Australia Advisory Pty Ltd, Morgans Corporate Limited and Shaw and Partners Limited will be paid a Financial Advisory Fee, Joint Lead Manager fee of 3.7% (plus GST) of the Offer. In addition to the Management Fee, the Joint Lead Managers and Underwriters will also be paid for additional expenses, as set out in Section 16.5. 360 Capital Group has agreed to sub-underwrite the Priority Offer (refer to Section 16.6).
- Ernst & Young Transaction Advisory Services Limited has acted as the Investigating Accountant to the Offer and has prepared the Independent Limited Assurance Report on the Financial Information in Section 11. In respect of these services, Ernst & Young Transaction Advisory Services Limited will be paid approximately \$35,000 (plus GST and disbursements).

Section 18

Additional Information

- Ernst & Young has provided financial and tax due diligence services in relation to the Offer. In respect of these services, Ernst & Young will be paid approximately \$45,000 (plus GST and disbursements).

18.6 ASX LISTING RULES AND CONFIRMATIONS

18.6.1 Listing Rule 10.1

In the event that 360 CDIP is offered to Wholesale Investors and becomes no longer wholly owned by the Fund, ASX Listing Rule 10.1 requires that Unitholder approval would be required for the Fund to make further investments in 360 CDIP.

In connection with the Listing of the Fund, the Responsible Entity has sought a waiver from ASX Listing Rule 10.1 to permit the Fund to carry out its investment objective, through investing in 360 CDIP without Unitholder approval when Listing Rule 10.1 would otherwise require it. The ASX has indicated that it may impose a 3 year time limit on the Listing Rule 10.1 waiver, after which the Responsible Entity would be required to apply again (if required).

18.6.2 Listing Rule 9.1

Listing Rule 9.1 gives the ASX the discretion to determine that Units should be treated as restricted securities and therefore subject to escrow requirements.

The ASX has confirmed that, on receipt of an application for admission to the Official List by the Responsible Entity on behalf of the Fund, ASX would be likely to form the view that the restrictions in clauses 1, 2, 3, 4, 7, 8 and 9 of Appendix 9B of the Listing Rules do not apply to the Fund as the Fund, has a substantial proportion of assets that are tangible assets or assets with a readily ascertainable value.

18.6.3 Offer Costs

The Fund will pay the costs associated with the Offer. If the Offer proceeds, the total estimated cash expenses in connection with the Offer (including advisory, underwriting, legal, accounting, tax, listing and administrative fees) are estimated to be \$2.7 million (net of recoverable GST).

18.6.4 Consents

The persons listed in the following table have given their written consent and have not, before the date of this PDS, withdrawn their written consent to:

- be named in this PDS in the form and context in which they are named;
- the inclusion of their respective reports or statements noted next to their names in the form and context in which they are included in this PDS; and
- the inclusion of other statements in this PDS, which are based on or referable to statements made in those reports or statements, or which are based or referable to other statements made by those persons in the form and context in which they are included.

Name of Person	Named As
Ernst & Young Transaction Advisory Services Limited	Investigating Accountant and Independent Limited Assurance Report included in Section 14
Moelis Australia Advisory Pty Ltd Morgans Corporate Limited Shaw and Partners Limited	Joint Lead Managers and Underwriters
Clayton Utz	Legal Advisor
Ernst & Young	Auditor of the Fund and provider of financial and tax due diligence services
Boardroom Limited	Registry
Structure Research	Author of the Report

Each of the parties referred to in this Section 18.6.4:

- has not authorised or caused the issue of this PDS;
- does not make, or purport to make, any statement in this PDS other than as specified in this Section;
- has not made any statement on which a statement in this PDS is based, other than as specified in this Section; and
- to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this PDS other than the reference to its name and the statement or report (if any) included in this PDS with the consent of that party, as specified in this Section.

18.6.5 Director's Consents

Each Director of the Responsible Entity has consented to the lodgement with ASIC and issue of this PDS.

18.6.6 Accessing information about the Fund

The Responsible Entity will provide regular communication to Unitholders. The Fund will have a dedicated section on the 360 Capital website (www.360capital.com.au), which provides up to date information on the Fund, including access to half-year and annual reports and distribution information.

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

- the annual financial report most recently lodged with ASIC by the Fund;
- any half year financial report most recently lodged with ASIC by the Fund; and
- any continuous disclosure notices given by the Fund after lodgement of that annual report and before the date of this PDS.

Once the Fund is admitted to the Official List of the ASX, the Fund will be required to make these disclosures to ASX and this information is accessible from ASX's website at www.asx.com.au.

18.6.7 Investor Considerations

Before you decide to participate in this Offer, you should consider whether the Units to be issued are a suitable investment for you. There are general risks associated with any investment in the financial markets. The value of securities listed on the ASX may rise or fall, depending on a range of factors beyond the control of the Fund.

If you are in doubt as to participation in the Offer, you should seek advice on the matters contained in this PDS from a stockbroker, solicitor, accountant or other professional adviser.

The potential tax effects relating to the Offer will vary between investors.

18.6.8 Ethical considerations

The Fund does not take into account labour standards or environmental, social or ethical considerations for the purpose of selecting, retaining or realising the Fund's investments. However, sometimes these matters may indirectly affect the economic factors upon which investment decisions are based. The Responsible Entity has no predetermined view about what it regards to be a labour standard or an environmental, social or ethical considerations and does not adhere to any guidelines on these matters and will determine a case by case approach be taken.

18.6.9 Legal proceedings

The Fund, 360 CDIP, the Responsible Entity and the Investment Manager are not engaged in any litigation at the date of this PDS, and as far as the Responsible Entity is aware, no litigation involving the Fund, 360 CDIP, the Responsible Entity or the Investment Manager is pending or threatened.

18.6.10 Anti-money laundering and Counter-terrorism financing

Notwithstanding any other provision of this PDS, each Unitholder agrees to provide any information and documents reasonably requested by the Responsible Entity to comply with the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and any other applicable anti-money laundering or counter-terrorism financing laws of any country including, without limitation, any applicable laws imposing "know your customer" or other identification checks or procedures to which the Responsible Entity is subject, pursuant to the laws of any country in respect of the Fund (**AML/CTF Laws**).

Australia's AML/CTF laws require the Responsible Entity to adopt and maintain an AML/CTF program. A fundamental part of the AML/CTF program is that the Responsible Entity knows certain information about Unitholders in the Fund. To meet this legal requirement, we need to collect certain identification information and documentation (**KYC Documents**) from new Unitholders. Existing Unitholders may also be asked to provide KYC Documents as part of a re-identification process to comply with AML/CTF laws. Processing of Applications will be delayed or refused if Unitholders do not provide the applicable KYC Documents when requested. Under the AML/CTF laws, the Responsible Entity is required to submit regulatory reports to AUSTRAC. This may include the disclosure of your personal information. The Responsible Entity may not be able to tell you when this occurs.

If the Responsible Entity forms the view that, in its reasonable opinion, it is required to disclose information to any person in order to comply with its obligations under the AML/CTF Laws, to the extent permitted by law, each Unitholder agrees that such disclosure will not be a breach of any obligation or duty, whether such obligation or duty is imposed by contract or law, owed by that party to any other responsible entity or Unitholder, and that party will be released from any claim made against them in respect of such disclosure.

Section 18

Additional Information

18.6.11 Governing Law

This PDS and the contracts that arise from the acceptance of Applications under the Offer are governed by the laws applicable in New South Wales, Australia and each Applicant submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

18.6.12 Customer service and complaints

The Responsible Entity is committed to striving for excellence in relation to its products and services, and wants to ensure that it responds to investors' concerns as quickly and efficiently as possible. Despite its best endeavours, the Responsible Entity realises that complaints will occur from time to time and, to this end, has in place comprehensive complaints resolution processes to ensure they are resolved with minimum inconvenience to all parties. If you have a complaint, please contact the Responsible Entity on 1300 080 794 (free call from within Australia) or +61 2 8016 2881 (from outside Australia) or email investor.relations@360capital.com.au.

We will either try to resolve your complaint or put you in contact with someone who is better placed to resolve the complaint. If you are not satisfied with the response you receive or if you wish to submit a written complaint, you may write to us at:

The Complaints Officer
360 Capital FM Limited
GPO Box 5483
Sydney NSW 2001

Please provide the detail and reason for your complaint and we will attempt to resolve the matter and respond within 45 days of receipt.

If you are dissatisfied with our response, you can lodge a complaint with the Australian Financial Complaints Authority (AFCA), who provides fair and independent financial services complaint resolution that is free to consumers.

Address: Australian Financial Complaints Authority
GPO Box 3, Melbourne Vic 3001
Telephone: 1800 931 678 (free call)
Email: info@afca.org.au
Website: www.afca.org.au

The external dispute resolution body is established to assist you in resolving your complaint, where you have been unable to do so with us. However, it is important that you contact us first.

Time limits apply to lodging a complaint with AFCA. These time limits can be found on the AFCA website.

18.6.13 Privacy and use of personal information

You do not need to give us any personal information requested in the Application Form or in any other document or communication relating to the products or services we supply you. However, without this information, we may not be able to process your Application or provide you with an appropriate level of service.

By completing the Application Form, you agree to the 360 Capital Group:

- collecting, holding and using your personal information to process your Application as well as administering and managing the Fund. This includes monitoring, auditing and evaluating the Fund, modelling data, testing data, communicating with you and dealing with any complaints or enquiries;
- providing your personal information to other entities in the 360 Capital Group, as well as to external service providers situated in Australia or offshore, which provide services in connection with the Fund provided they agree to treat your information in accordance with the Privacy Act 1988 (Cth) (**Privacy Act**). These may include for example, mail houses or professional advisers;
- using your personal information to offer products or services that may be of interest to you, unless you request us not to (including for the purposes of the Spam Act 2003 (Cth), via commercial emails);
- supplying your financial adviser with information about your investment if a financial adviser's stamp appears on an Application Form or there is evidence of their status; and disclosing your personal information to other parties if we believe that the law requires or permits us to do so, or to any person proposing to acquire an interest in our business, provided they agree to treat your information in accordance with the Privacy Act.

Other entities in the 360 Capital Group may use your personal information to offer products or services that may be of interest to you unless you request us not to allow this. Should you not wish to receive this information, please email investor.relations@360capital.com.au.

We will not sell your personal information to other organisations to enable them, to offer products or services to you.

Information you provide in an Application Form is collated by Boardroom Pty Limited as the Fund's Registry provider. The Registry's Privacy Policy can be viewed on its website www.boardroomlimited.com.au

Under the Privacy Act, you may request access to any of your personal information that we hold. You can contact us to make a request relating to the privacy of your personal information by contacting:

The Privacy Officer
360 Capital FM Limited
GPO Box 5483
Sydney NSW 2001

A copy of the 360 Capital's Privacy Policy can be found at www.360capital.com.au

18.6.14 Statement of Directors

The Directors of the Responsible Entity believe that, on completion of the Offer, the Fund will have sufficient working capital to carry out its objectives as stated in this PDS.

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Term	Definition
\$ or A\$ or AUD or dollars or cents	Australian currency
360 Capital Group	The stapled entity comprising 360 Capital Group Limited (ACN 113 569 136) and 360 Capital Investment Trust (ARSN 104 552 598)
360 CDIP	360 Capital Digital Infrastructure Partners, and where the context requires the 360 CDIP Trustees and 360 CDIP GP
360 CDIP IMA	The investment management agreement between 360 CDIP and the Investment Manager
360 CDIP GP	The general partner of the OLP which will form part of 360 CDIP
360 CDIP Trustees	The trustees of the Trusts, from time to time
AAS	Australian Accounting Standards
ACE	Asia Connectivity Elements Inc
AEST	Australian Eastern Standard Time
AFSL	Australian Financial Services Licence
AMIT	Attribution Managed Investment Trust
AML/CTF Laws	The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and any other applicable anti-money laundering or counter-terrorism financing laws of any country including, without limitation, any applicable laws imposing “know your customer” or other identification checks or procedures to which the Responsible Entity is subject, pursuant to the laws of any country in respect of the Fund
Applicant	A person who subscribes for Units under the Offer
Application	An application to subscribe for Units under the Offer, made by an Applicant using an Application Form
Application Amount	Monies paid by an Applicant in respect of their Application for Units
Application Form	The paper and electronic application form enclosed with, attached to or accompanying this PDS
Application Monies	Monies paid by an Applicant in respect of their Application for Units in the Fund
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691) or the market operated by it as the context requires
ASX Listing Rules	The official listing rules of the ASX from time to time, as modified by any express written confirmation, waiver or exemption given by the ASX
ATO	Australian Taxation Office
Board or Board of the Responsible Entity	The Board of Directors of the Responsible Entity

Section 19

Glossary of defined terms

Term	Definition
Broker Firm Offer	As described in Section 15.6
Business Day	A day other than a Saturday or Sunday, on which trading banks are open for general banking business in Sydney and the ASX is conducting trading
CGT	Capital Gains Tax
CHESS	Clearing House Electronic Sub-register System
Cause Event	As defined in Section 16.3 and 16.4, as applicable
Closing Date	28 October 2019
Committed Capital	In respect of a 360 CDIP investor, the total of the committed capital of the investor to 360 CDIP made under a subscription agreement (to the extent accepted by the relevant entity), as determined and adjusted in accordance with the investment documents, excluding late capital interest
Constitution	The constitution of the Fund, as amended from time to time
Convertible Note	As described in Section 8.1.3
Corporations Act	<i>Corporations Act 2001 (Cth)</i>
CPI	Consumer Price Index
Director	A director of the Responsible Entity
DPU	Distributions per Unit
EBITDA	Earnings before interest, tax, depreciation and amortisation
Enterprise Value	Market capitalisation less cash
EPU	Earnings per Unit
Existing Unitholders	The Unitholders prior to the Offer
Exposure Period	As described on Page 1
Financial Information	The financial information described as Financial Information in Section 11
Founding Securityholder	360 Capital Group
FSG	Financial Services Guide
Fund	360 Capital Digital Infrastructure Fund
Fund IMA	The investment management agreement between the Responsible Entity, as responsible entity of the Fund and the Investment Manager
Fund Website	www.360capital.com.au
GNC	Gateway Networks Connections LLC

Term	Definition
GST	Goods and services tax (Australia)
HIN	Holder Identification Number
IBC	The committee described in Section 6.7
IFRS	International Financial Reporting Standards
Initial Assets	The assets set out in Section 8
Institutional Investor	A wholesale client for the purposes of Section 761G of the Corporations Act
Institutional Offer	As described in Section 15.7
Investment Manager	360 Capital Digital Management Pty Limited (ABN 58 632 422 916) as investment manager of the Fund or 360 CDIP, as the context requires
IPO	Initial Public Offering
IRR	Internal Rate of Return
Joint Lead Managers and Underwriters	Shaw and Partners Limited (AFSL 236048), Moelis Australia Advisory Pty Ltd (AFSL 345499) and Morgans Corporate Limited (AFSL 235407)
Listing	The listing of the Fund on the ASX
LVR	Loan to Value Ratio
Management Fee	Fee which the Responsible Entity and the Investment Manager (as applicable) is entitled to for its role in managing and administering the Fund or 360 CDIP (as applicable)
Minimum Application Amount	\$2,000 (and in increments of \$500 thereafter)
MIT	Managed Investment Trust
Moelis	Moelis Australia Advisory Pty Ltd (ACN 142 008 446)
Morgans	Morgans Corporate Limited (ACN 010 539 607)
NTA	Net Tangible Assets
NAV	Net Asset Value
Offer	The offer of Units under this PDS comprising the Broker Firm Offer, Institutional Offer and Priority Offer
Offer Period	The opening and closing dates for acceptance of the Offer are set out in Section 15.2
Offer Price	\$2.00 per Unit
Official List	The official list of the ASX
OLP	The Jersey limited partnership which will form part of 360 CDIP

Section 19

Glossary of defined terms

Term	Definition
Operating Earnings	Net profit after tax excluding specific non-cash adjustments, such as fair value adjustments of investment properties, rental guarantees and derivative financial instruments, straight-lining of rental income, amortisation of incentives, leasing fees and borrowing costs, cash received from rental guarantees and non-recurring items, including transaction costs
PDS	Product Disclosure Statement (this document)
Performance Fee	Fee which the Investment Manager is entitled to in respect of the performance of the Fund or 360 CDIP (as applicable)
Priority Offer	As described in Section 15.8
Privacy Act	Privacy Act 1988 (Cth)
Redemption Date	As described in 16.2
Redemption Requests	As described in 16.2
Registry	Boardroom Pty Limited (ACN 003 209 836)
Report	As described on page 3
Responsible Entity	360 Capital FM Limited (ACN 090 664 396)
Review Date	The 10th anniversary of the first close or 360 CDIP and every 10 years thereafter
\$\$ or SGD	Singapore dollars
Special Resolution	A resolution passed by the holders of 75% of the Units (in the case of the Fund) or Invested Capital (in the case of 360 CDIP)
SRN	Shareholder Reference Number
TFN	Tax File Number
TDI	The ASX Code of the Fund
Trusts	360 Capital Digital Infrastructure No. 1 and 360 Digital Infrastructure No. 2
Unit	A Unit in the Fund
Unitholder	The holder of a Unit in the Fund
US Securities Act	As described on page ii
Wholesale Investor	A wholesale client for the purposes of Section 761G of the Corporations Act

Schedule 1
Broker Firm Offer Application Form

S1



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360 Capital Digital Infrastructure Fund

ARSN 635 566 531

Broker Firm Application Form

This is an Application Form for Units in 360 Digital Infrastructure Fund ARSN 635 566 531 (**Fund**) under the Broker Firm Offer on the terms set out in the Product Disclosure Statement dated 1 October 2019 (**PDS**) issued by 360 Capital FM Limited (ABN 15 090 664 396, AFSL 221 474) (**Responsible Entity**) as responsible entity of the Fund. Defined terms in the PDS have the same meaning in this Application Form. You may apply for a minimum of \$2,000.00 (1,000 Units) and multiples of 250 Units thereafter. This Application Form and your cheque or bank draft must be received by the Closing Date for the Broker Firm Offer (**expected to be 5:00pm (Sydney Time) on 28 October 2019**), unless varied by the Responsible Entity subject to the Corporations Act and other applicable laws.

Applicants must contact their Broker for information on how to submit this Application Form and Application Amount.

This Application Form is important. If you are in doubt as to how to deal with this Application Form, please contact your stockbroker, financial adviser, accountant or other professional adviser. The PDS contains information relevant to a decision to invest in the Units of the Fund and you should read the entire PDS carefully before applying for Units.

To meet the requirements of the Corporations Act and the Financial Markets Conduct Act, this Application Form must not be distributed to another person unless included in, or accompanied by, the PDS. A person who gives another person access to this Application Form must, at the same time and by the same means, give the other person access to the PDS. During the Offer Period, you can obtain a free paper copy of the PDS by contacting the Fund's Offer Information Line.

The Registry's Privacy Policy (**Privacy Policy**) also sets out important information relating to the collection, use and disclosure of all personal information that you provide in relation to your investment in the Fund. Please ensure that you and all relevant individuals have read the Privacy Policy carefully before submitting this Application Form. The Privacy Policy can be found on the Registry's website: <https://www.boardroomlimited.com.au/corp/privacy-policy>.

PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

A Number of Units you are applying for <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <div style="text-align: right; margin-top: 5px;">x \$2.00 per Unit =</div> <div style="text-align: center; font-size: small; margin-top: 5px;">Minimum of 1,000 Units to be applied for and thereafter in multiples of 250 Units</div>	B Total amount payable \$ <div style="border: 1px solid black; height: 20px; width: 100%;"></div>					
C Write the name(s) you wish to register the Units in (see reverse for instructions) Applicant #1 <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Name of Applicant #2 or <Account Designation> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Name of Applicant #3 or <Account Designation> <div style="border: 1px solid black; height: 20px; width: 100%;"></div>						
D Write your postal address here Number/Street <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Suburb/Town <div style="border: 1px solid black; height: 20px; width: 60%;"></div> <div style="display: inline-block; width: 15%; text-align: center;">State <div style="border: 1px solid black; height: 20px; width: 100%;"></div></div> <div style="display: inline-block; width: 25%; text-align: center;">Postcode <div style="border: 1px solid black; height: 20px; width: 100%;"></div></div>						
E CHESS participant – Holder Identification Number (HIN) <div style="display: flex; align-items: center;"><div style="border: 1px solid black; width: 20px; height: 20px; text-align: center; line-height: 20px;">X</div><div style="border: 1px solid black; height: 20px; width: 100%;"></div></div> <div style="font-size: small; margin-top: 5px;"><i>Important please note if the name and address details above in sections C and D do not match exactly with your registration details held at CHESS, any Units issued as a result of your Application will be held on the Issuer Sponsored subregister.</i></div>						
F Enter your Tax File Number(s), ABN, or exemption category Applicant #1 <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Applicant #2 <div style="border: 1px solid black; height: 20px; width: 100%;"></div> Applicant #3 <div style="border: 1px solid black; height: 20px; width: 100%;"></div>						
G Cheque payment details – * PIN CHEQUE(S) or BANK DRAFT HERE. Cheque or bank draft to be made in accordance with the instruction from your broker. If payment is made by cheque, enter cheque details below. <table style="width: 100%; border-collapse: collapse;"><tr><td style="width: 35%; border-bottom: 1px solid black;">Name of drawer of cheque</td><td style="width: 15%; border-bottom: 1px solid black;">Cheque no.</td><td style="width: 15%; border-bottom: 1px solid black;">BSB no.</td><td style="width: 15%; border-bottom: 1px solid black;">Account no.</td><td style="width: 20%; border-bottom: 1px solid black;">Cheque Amount A\$</td></tr></table>		Name of drawer of cheque	Cheque no.	BSB no.	Account no.	Cheque Amount A\$
Name of drawer of cheque	Cheque no.	BSB no.	Account no.	Cheque Amount A\$		
H Contact telephone number (daytime/work/mobile) <div style="display: flex; align-items: center;"><div style="border: 1px solid black; width: 100px; height: 20px; margin-right: 10px;"></div><div style="border: 1px solid black; width: 200px; height: 20px; margin-right: 10px;"></div><div style="border: 1px solid black; width: 200px; height: 20px;"></div></div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"><div>Contact Name <div style="border: 1px solid black; width: 100%; height: 20px;"></div></div><div>E-mail Address <div style="border: 1px solid black; width: 100%; height: 20px;"></div></div></div>						

Declaration

- | | | | | |
|--|--|---|---|--|
| <ul style="list-style-type: none"> ✓ have received a copy of, and read, the Product Disclosure Statement in full; ✓ have received this Application Form in accordance with the Product Disclosure Statement; ✓ have completed the Application Form in accordance with the instructions on the form and in the Product Disclosure Statement; ✓ declare that all details and statements made by me/us are complete and accurate; | <ul style="list-style-type: none"> ✓ agree and consent to the Fund collecting, holding, using and disclosing my/our personal information in accordance with the Product Disclosure Statement; ✓ where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Fund; ✓ acknowledge my/our Application Form may not be withdrawn; | <ul style="list-style-type: none"> ✓ apply for the number of Units set out in this Application (or a lower number allocated in a manner allowed under the Product Disclosure Statement); ✓ acknowledge that my/our Application may be rejected by the Fund in its absolute discretion; ✓ authorise the Fund and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Units to be allocated to me/us; | <ul style="list-style-type: none"> ✓ am/are over 18 years of age; ✓ agree to be bound by the constitution of the Fund; ✓ acknowledge that neither the Fund nor any person or entity guarantees any particular rate of return on the Units, nor do they guarantee the repayment of capital; ✓ represent, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person; | <ul style="list-style-type: none"> ✓ represent, warrant and agree that I/we have not received this Product Disclosure Statement outside Australia or New Zealand and am/are not acting on behalf of a person resident outside Australia or New Zealand; and ✓ represent, warrant, agree to all the representations and warranties set out in Section 15 of the Product Disclosure Statement. |
|--|--|---|---|--|

Guide to the Application Form

YOU SHOULD READ THE PRODUCT DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

- A** If applying for Units insert the **number** of Units for which you wish to subscribe at Item **A** (not less than 1,000 Units representing a minimum investment of \$2,000.00). Multiply by A\$2.00 to calculate the total Application Amount for Units and enter the **A\$amount** at Item **B**.
- C** Write your **full name**. Initials are not acceptable for first names.
- D** Enter your **postal address** for all correspondence. All communications to you from the Fund will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E** If you are sponsored in CHESS by a stockbroker or other CHESS participant you may enter your CHESS HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHESS account exactly.**
- G** You should pay your Application Amount to your Broker in accordance with your Broker's directions. Please contact your broker for further instructions.
- H** Enter your **contact details**, including name, phone number and e-mail address, so we may contact you regarding your Application Form or Application Amount.

Correct Form of Registrable Title

Note that **ONLY** legal entities can hold the Units. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Fund. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgment

Mail your completed Application Form with your cheque(s) or bank draft attached to your broker, and complete the broker details below:

[illegible]

The Offer closes at 5:00 p.m. (AEST) on 28 October 2019, unless varied in accordance with the Corporations Act and ASX Listing Rules.

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please call the NB Offer Information Line on 1300 080 794 (within Australia) or +61 2 8016 2881 (outside Australia).

Privacy Statement

360 Capital Digital Infrastructure Fund advises that Chapter 2C of the Corporations Act requires information about its unitholders (including names, addresses and details of units held) to be included in the Fund's unit register. Information is collected to administer your unitholding and if some or all of the information is not collected then it might not be possible to administer your unitholding. Your personal information may be disclosed to the Fund. To obtain access to your personal information or more information on how the Fund collects, please refer to the Privacy Policy of the unit registry found on the website <https://www.boardroomlimited.com.au/corp/privacy-policy>

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FUND INFORMATION

360 Capital Digital Infrastructure Fund
Level 8, 56 Pitt Street
Sydney NSW 2000

www.360capital.com.au
Offer Information Line: 1300 080 794

RESPONSIBLE ENTITY

360 Capital FM Limited (AFSL: 221474)
Level 8, 56 Pitt Street,
Sydney NSW 2000
Directors of Responsible Entity
David Van Aanholt
Tony Pitt
John Ballhausen
Graham Lenzner
Andrew Moffat

INVESTMENT MANAGER

360 Capital Digital Management Pty Limited
Level 8, 56 Pitt Street,
Sydney NSW 2000
Directors
David Yuile
Tony Pitt
Andrew Moffat
James Orlando

REGISTERED OFFICE

Level 8, 56 Pitt Street,
Sydney NSW 2000

PROPOSED ASX CODE

TDI

INVESTIGATING ACCOUNTANT

Ernst & Young Transaction Advisory Services Limited
200 George Street,
Sydney NSW 2000 Australia

JOINT LEAD MANAGERS AND UNDERWRITERS

Shaw and Partners Limited
Level 7, Chifley Tower,
2 Chifley Square,
Sydney NSW 2000 Australia

Moelis Australia Advisory Pty Limited
Level 27, Governor Phillip Tower,
One Farrer Place,
Sydney NSW 2000 Australia

Morgans Corporate Limited
Level 21, Aurora Place,
88 Phillip Street,
Sydney NSW 2000 Australia

AUSTRALIAN LEGAL ADVISER

Clayton Utz
Level 15, 1 Bligh Street,
Sydney NSW 2000

REGISTRY

Boardroom Pty Limited
Level 12, 225 George St
Sydney NSW 2000
1300 080 794 within Australia
+61 2 8016 2881 outside Australia

360 Capital

