



**NEW
HOLLAND
CAPITAL**

**NEW HOLLAND TACTICAL
ALPHA FUND (AUD)**

Class B Units
APIR CHN7480AU
Information Memorandum
8 September 2023

Issued By:
Channel Investment Management Limited
ABN 22 163 234 240
AFSL 439007

IMPORTANT INFORMATION

Investment restricted to Wholesale Clients.

This is an important document which should be read in its entirety before making any investment decision in relation to the Fund. You should obtain independent advice if you have any questions about any of the matters contained in this information memorandum.

This Information Memorandum ('IM') pertaining to the New Holland Tactical Alpha Fund (AUD) (the 'Fund') has been prepared solely in connection with the offer of Class B units in the Fund ('Units'). This IM has been prepared on a confidential basis and is distributed exclusively to 'Wholesale Clients' as defined in section 761G of the Corporations Act 2001 (Cth) ('Corporations Act') in Australia, or 'Wholesale Investors' within the meaning of the Financial Markets Conduct Act 2013 (NZ) ('FMCA') in New Zealand. This IM is not intended for, and should not be distributed to, any person who is a retail client for the purposes of the Corporations Act or who does not qualify as a 'Wholesale Investor' under the FMCA.

This IM is not a Product Disclosure Statement ('PDS') and does not contain all of the information that a PDS is required to contain pursuant to the Corporations Act. Accordingly, this IM does not contain the same level of disclosure as required for registered managed investment schemes that issue PDSs and is prepared on the express basis that it does not purport to contain all of the information that you may require to make an informed decision as to whether to invest in the Fund or not.

Capitalised terms, unless stated elsewhere in this document, are defined in the Glossary.

Channel Investment Management Limited ACN 163 234 240 AFSL 439007 ('CIML', 'we', 'us' and 'our') is the trustee of the Fund and the issuer of this IM. References to 'you' and 'your' are references to a potential investor in the Fund or a unitholder in the Fund. The administrator of the Fund, and the registrar of the Fund is Apex Fund Services Pty Ltd ACN 118 902 891 ('Fund Administrator').

Units issued under this IM will be issued by CIML on the terms and conditions set out in the Fund's trust deed ('Trust Deed') and in this IM.

This IM is dated 8 September 2023.

The offer under this IM is available to persons receiving this IM (electronically or otherwise) within Australia and New Zealand only and to whom CIML or New Holland Capital LLC (the 'Underlying Investment Manager' or together with its affiliates, 'New Holland') has been notified as being eligible to participate in the offer. If this IM is received in New Zealand, the prospective investor must certify to CIML they are a Wholesale Investor within the meaning of the FMCA before their application into the Fund can be accepted.

The distribution of this IM in jurisdictions outside Australia and New Zealand may be restricted by the laws of those jurisdictions and persons who come into possession of this IM in these jurisdictions outside of Australia and New Zealand should seek advice on and observe any such restrictions. A failure to comply with these restrictions may constitute a violation of the laws in those jurisdictions. This IM does not constitute an offer in any place where, or to any person to whom, or in any place in which, it would be illegal to make that offer. No action has been taken to register or qualify the Units or the offer or otherwise to permit a public offering of the Units in any jurisdiction.

Applications from outside Australia or New Zealand, or from applicants whom CIML or New Holland has not notified as being eligible to participate in the offer, may not be accepted. CIML is not obliged to accept applications and reserves absolute discretion in limiting or refusing any application for Units.

This IM and all of the information contained in it must not be disclosed to any person or replicated in any form without the prior written consent of CIML and New Holland.

By accepting this IM to review, an investor agrees:

- they are either a 'Wholesale Client' (as defined in section 761G of the Corporations Act) or a 'Wholesale Investor' (as defined in the FMCA); and
- they have read and agreed to the information noted in this IM including this section.

Neither CIML nor New Holland nor any of their respective related entities, associates, officers, employees or agents make any representation or warranty, express or implied, as to, or assume any responsibility or liability for, the authenticity, origin, validity, accuracy or completeness of, or any errors or omissions in, any information, statement or opinion contained in this IM or in any accompanying, previous or subsequent material or presentation except as expressly stated otherwise. To the maximum extent permitted by law, CIML and New Holland and each of their respective related entities, associates, officers, employees or agents disclaims all and any responsibility or liability for any loss or damage which may be suffered by any person relying upon any information contained in, or any omissions from, this document.

Indirect Investors

CIML has authorised this IM for the use of Investors who invest directly in the Fund, as well as for Investors who invest indirectly ('Indirect Investor') through an investor directed portfolio service, master trust, wrap account or an investor directed portfolio service-like scheme ('IDPS').

The IDPS operator (or the custodian of the IDPS), and not the Indirect Investor, pays for, subscribes for, and holds the Units. An Indirect Investor does not acquire the rights of a unitholder in the Fund. The IDPS operator may charge additional fees. The IDPS operator exercises all rights in respect of the Units (including with respect to any distributions) in accordance with the arrangements they have with you. The terms and conditions of the 'IDPS Guide' or similar type of document will govern an Indirect Investor's investment through the IDPS. For all information about your investment, you will need to contact the operator of the IDPS through which you have invested. CIML accepts no responsibility for IDPS operators or any failure by an IDPS operator to provide Indirect Investors with a current version of this IM or to withdraw the IM from circulation if required by CIML.

Reliance on the information contained in the IM

This IM has been issued by CIML without taking into account any particular person's objectives, financial situation or needs; it does not purport to identify the nature of specific market or other risks associated with any investments described within it; and does not constitute any legal, taxation, investment or accounting advice.

Accordingly, a prospective investor should, before making an investment in the Fund, consider the appropriateness of the contents in this IM, having regard to the prospective investor's own objectives, financial situation and needs.

All information in this IM is indicative, is based on certain assumptions and current market conditions and is subject to change without notice. Some tables in this IM may not add or calculate exactly due to rounding. Fees and costs stated in this IM are exclusive of any applicable GST.

No information contained in this IM constitutes a prediction or forecast as to the performance of any investments. Any historical information contained in this IM is provided by way of illustration only, past performance is not a reliable indication to future performance and actual performance may differ materially. Assumptions upon which financial illustrations are based may differ from actual circumstances.

Any forward-looking statements in this IM (including statements of intention, projections and expectations of investment opportunities and investment objectives) are made at the date of this IM only and based on current expectations and beliefs but involve risks, contingencies, uncertainties and other factors beyond the control of CIML or New Holland which may cause actual outcomes to be materially different. Assumptions underlying such statements involve judgments about events which may be difficult to accurately predict. Therefore, such forward-looking

statements included in this IM may prove to be inaccurate and should not be relied upon as indicative of future matters.

Provision of this IM does not cause CIML or New Holland or any of their respective related entities, associates, officers, employees or agents to become the financial advisor or fiduciary to the recipient. Each recipient of this IM must make its own independent assessment and investigation of the terms of issue of the units in the Fund described in this IM, and the risks and benefits in connection with an investment in the Fund as it considers appropriate. Each recipient of this IM should obtain independent legal, taxation, investment, financial and accounting advice specific to their situation.

Each prospective investor in the Fund should base any decision to invest in the Fund solely upon their own investigations and assessment and independent advice.

CIML reserves the right to change or supplement the terms and conditions in this IM.

Authorised information

No person is authorised to give any information or to make any representation about the Fund and the offer of Units which is not contained in this IM. Any such information given to an investor must not be relied upon as having been authorised by CIML or New Holland or any other party mentioned in this IM.

No capital or performance guarantees

This IM should be read in its entirety before making a decision to invest. An investment in Units is subject to investment risk including possible delays in repayment and loss of income and principal invested. An investment in the Fund is not a deposit with and does not represent a liability of CIML or New Holland or any other person. Neither CIML nor New Holland nor any of their related bodies or any other person, in any way, guarantees the capital value or performance of an investment in the Fund or the performance of the Fund's investments or guarantees any particular return from the Fund, increase in value of the Fund or repayment of any amount invested in the Fund. The value of an investment in the Fund may rise or fall.

None of CIML, New Holland or any of its related bodies are obliged to provide any liquidity or secondary market support for dealing in Units.

In considering the investment objective contained in this IM, prospective investors should bear in mind that there can be no assurance that the Fund will achieve its investment objective, that the investment objective will be met or that the Fund will be able to implement its investment strategy and investment approach.

Financial Details

All financial amounts contained in this IM are all references to Australian dollars and expressed exclusive of any applicable GST unless otherwise stated.

Other information

Investors in the Fund are not entitled to cooling off rights under the Corporations Act or otherwise. If you are an Indirect Investor and are investing through an IDPS, you should contact your IDPS operator to confirm any cooling off rights you may have with your IDPS operator. If you invest through an IDPS you will not acquire direct rights as a unitholder and as such, the terms of the IDPS guide will govern your rights and obligations with respect to your investment.

The information in this IM is up-to-date at the time of preparation and some information in this IM, as well as the terms and conditions of the offer, may change from time to time. CIML may change this IM from time to time without notice and does not have any obligation to update the contents of the IM. If a change is considered materially adverse to investors, CIML will issue a replacement IM and notify investors of the change occurring.

Investments in the Fund are governed by the Trust Deed and associated documents (each as amended, varied, updated, supplemented or replaced from time to time) (together, the **Investment Documents**) and nothing in this IM limits or qualifies the powers and discretions conferred upon CIML under the Investment Documents. Prospective investors should refer to the complete set of Investment Documents for the Fund prior to making an investment in the Fund.

CONTENTS

Important Information	2
1. Key Features of the Fund	5
2. About CIML	10
3. About New Holland	10
4. The Fund and the TAF Investment Program	12
5. Benefits of investing in the Fund	17
6. Risks of investing in the Fund	17
7. How the Fund operates	23
8. Fees and costs	25
9. Taxation	30
10. Application Process	31
11. Anti-Money Laundering and Counter-Terrorism Financing and other relevant legislation	34
12. Additional Information	36
13. Privacy	37
14. Glossary	38
15. Contacts	41

1. KEY FEATURES OF THE FUND

This table contains a summary of the key features of the Fund and should be read in conjunction with the more detailed information appearing elsewhere in this IM. You should read the IM in full before deciding whether to invest. Please refer to the Glossary (section 14 of this IM) for definitions of terms. For further information on the Fund's key features and service providers, please refer to the sections noted below. If you are in doubt as to the course you should follow, please consult your professional adviser(s).

Fund Features	Summary	Section
Fund Name	New Holland Tactical Alpha Fund (AUD) (the 'Fund')	
Trustee	Channel Investment Management Limited ACN 163 234 240, AFSL 439007 ('CIML', 'Trustee', 'we', 'us', and 'our')	2
Underlying Fund	New Holland Tactical Alpha Offshore Fund Ltd (the 'Underlying Fund')	4
Master Fund	New Holland Tactical Alpha Master Fund LP (the 'Master Fund')	4
Underlying Investment Manager	New Holland Capital LLC (the 'Underlying Investment Manager' or together with its affiliates 'New Holland')	3
Eligible Investors	Investors must be Wholesale Clients (as defined in section 761G of the Corporations Act) or Wholesale Investors (within the meaning of the FMCA)	Important Information
Investment objective and strategy	<p>Fund's investment objective and strategy</p> <p>The Fund's investment objective is to develop an actively managed investment portfolio that is intended to produce risk-adjusted returns with low beta to traditional asset classes. The Fund will pursue its investment objective by investing all of its investable assets into the Underlying Fund. The Fund will hold cash for short-term operational purposes only.</p> <p>Through the Fund's investment into the Underlying Fund, the Fund aims to provide to Investors an actively managed AUD hedged exposure to a diversified portfolio of trading advisors or investment managers that have exposure to wide range of securities and other instruments.</p> <p>The Fund may not be successful in achieving the investment objective.</p>	4

Authorised investments	<p>The Fund intends to invest in the following:</p> <ul style="list-style-type: none"> the AUD-2 series of shares in the Underlying Fund; and cash (for short-term Fund operations). <p>Authorised investments of the Underlying Fund, directly or indirectly through its investment in the Master Fund, include, but are not limited to:</p> <ul style="list-style-type: none"> equities; fixed income securities; structured products; currencies; commodities; futures contracts, options and other derivative instruments which may be listed or unlisted and rated or unrated; commingled investment fund; and cash and cash equivalents, for administrative purposes 	4
Leverage and borrowing	<p>Fund's leverage and borrowing Whilst the Trust Deed permits CIML to undertake borrowing, short selling or leverage, the Fund will not be undertaking any borrowing, short selling or leverage.</p> <p>Underlying Fund's leverage and borrowing The Underlying Fund, either directly or indirectly through its investment in the Master Fund, will employ borrowing, short selling or leverage for any purpose, including to enhance returns and in particular may leverage certain debt, equity and convertible securities through entering into credit facilities, engaging in related derivatives transactions, repurchase agreements and short sells and/or otherwise investing in such instruments on margin.</p> <p>The Master Fund will have no specific leverage restrictions. The Master Fund expects to realise significant leverage in connection with the investment activities of the Master Fund and the investment program generally.</p>	4.2
Unit pricing	A Unit price for each unit class is generally calculated monthly on the last Calendar Day of the month.	7.3
Fund Base Currency	Australian dollars ('AUD')	
Currency Hedging	The Fund intends to invest in shares in the AUD-2 series of shares in the Underlying Fund, being an AUD denominated share class of the Underlying Fund, which may be hedged back against the Underlying Fund's reference currency (USD) at the discretion of the Underlying Investment Manager.	
Minimum suggested investment timeframe	At least 5 years	
Minimum initial investment ¹	\$50,000,000	10.1

Minimum additional investments	Nil	10.1
Minimum investment balance ^{1,2}	\$50,000,000	10.2
Minimum redemption amount	Nil	10.2
The Fund fees and costs	<p>Management Fee Management Fee of 0.35% p.a. of the Fund's NAV referable to Class B Units (exclusive of GST and any reduced input tax credit) is payable to CIML for the management of the Fund.</p> <p>Establishment Fee CIML is entitled to the Establishment Fee to cover the costs of setting up the Fund. CIML will charge a fund establishment fee equal to an amount up to \$250,000 (excluding GST), which will be paid from the Fund assets over a period of up to three years starting from the issue of the first units in the Fund.</p> <p>Currently, no buy-sell spread applies to applications or redemptions from the Fund as no transaction costs are charged by the Underlying Fund when the Fund purchases or redeems shares in the Underlying Fund.</p>	8
Underlying fees and costs	<p>Underlying Management Fee New Holland is entitled to a management fee of 0.90% p.a. of the net asset value of the Master Fund (exclusive of GST) ('Master Fund Management Fee') for managing and operating the Underlying Fund and Master Fund. The Master Fund Management Fee is calculated and payable monthly at the Master Fund level.</p> <p>There are additional costs (management fees, expenses and potentially performance fees) applicable to investments made in the Underlying Fund. These costs are paid from the assets of the Master Fund or the Underlying Fund and reflected in the Underlying Fund's NAV. They are not an additional direct cost to you.</p> <p>Underlying performance fees Performance fees charged by New Holland and/or its Trading Advisors are reflected in the Underlying Fund's NAV, and therefore affect the value of your investment in the Fund.</p> <p>NHC SLP LLC, an affiliate of the Underlying Investment Manager, is entitled to be paid a performance fee from the Master Fund, in the form of an Incentive Allocation (defined in section 8.2), which is borne by the Underlying Fund by virtue of investment in the Master Fund.</p>	8



	<p>Additionally, the Master Fund, directly or through its Trading Affiliates, may also pay performance fees to Trading Advisors in connection with their management of the Master Fund's assets allocated to them. These costs are paid from the assets of the Master Fund and reflected in the net asset value of the Master Fund and subsequently the Underlying Fund. They are not an additional direct cost to you.</p>	
Applications	<p>Monthly on the last Calendar Day of each month or more frequently as determined by CIML.</p> <p>The application form, together with the application monies, must be received by CIML by 5pm (Sydney, New South Wales, Commonwealth of Australia) 5 Business Days prior.</p>	10.1
Redemptions	<p>The Fund will offer monthly redemptions, generally on the last Calendar Day of each month ('Redemption Date'). CIML will process Redemptions requests on a best endeavours basis, however, an Investor's ability to withdraw will be subject to various factors including available cash in the Fund and the Fund's ability to redeem from the Underlying Fund. CIML therefore has discretion to accept or not accept redemption requests as required.</p> <p>Withdrawal requests must be received by 5pm (Sydney, New South Wales, Commonwealth of Australia) 5 Business Days prior to the last Calendar Day of the month and will be processed using the Redemption Date as at the end of the following month, subject to the withdrawal process described below.</p> <p>The redemption cut off is therefore approximately 35 Calendar Days prior to the Redemption Date. CIML, at its sole discretion, has the right to waive notice periods and as a result, an Investors' withdrawal request may be processed using an earlier Redemption Date.</p> <p>In certain circumstances CIML may suspend redemptions up to 1,100 Calendar Days in accordance with the Trust Deed, including (without limitation) if CIML believe this is in the best interests of Investors to do so or if CIML cannot realise all of the Fund's assets in cash.</p> <p>The liquidity of the Fund may, from time to time, be limited and the Fund may not be able to satisfy redemption requests from time to time. To meet redemption requests the Fund may need to redeem some of its investment in the Underlying Fund.</p>	10.2

	<p>The Underlying Fund will have limited liquidity and the Fund can apply for redemptions monthly on the last Calendar Day of each calendar month, subject to a maximum redemption percentage, which will generally be 6% of the Fund's shares in the Underlying Fund, upon written notice to the Underlying Fund given no later than 25 Calendar Days prior to the end of such calendar month.</p> <p>Where the Fund is unable to withdraw its interests in the Underlying Fund, is restricted in the amount it may withdraw, or does not have sufficient reserves, redemptions will be partially accepted and processed pro-rata across all redeeming Investors. Any redemptions rejected in either whole or in part on a Redemption Date will not be carried over to the next Redemption Date for processing and will be considered cancelled in either whole or part. A new redemption request will need to be submitted for the next Redemption Date, in accordance with the timing requirements outlined above.</p> <p>See Section 10.2 for further details on redemptions.</p>	
Distribution	<p>Annually on 30 June, where income is available, you can elect to have your distribution reinvested as additional Units or credited to your nominated financial institution account.</p> <p>The Fund's ability to pay a distribution is contingent on the income it receives from its investment in the Underlying Fund. However, proceeds received by the Underlying Fund will generally be reinvested and the Underlying Fund does not currently intend to make distributions. There is no guarantee that the Underlying Fund will make distributions, and any distributions will be made at the discretion of the Underlying Fund's board of directors or its delegate.</p>	7.4
Reporting	<p>Investors will receive the following items:</p> <ul style="list-style-type: none"> • Confirmation of withdrawals and investments; • Monthly Investor statement; • Monthly performance report; • Distribution statement (where a distribution occurs); • Annual tax statement; and • Annual Fund financial statements 	12
Risk level	<p>Very High. This means there is a very high risk of losing funds in any year. Conversely, the Fund may produce higher returns over the long term.</p>	6

¹ CIML has discretion to accept lower amounts.

² If your redemption request would result in your investment balance being below this amount, CIML may, in accordance with the Trust Deed, treat your redemption request as being for your entire investment.

2. ABOUT CIML

Channel Investment Management Limited ACN 163 234 240 AFSL 439007 ('CIML', 'Trustee', 'we', 'us', and 'our') is a trustee/responsible entity and manager of a number of managed investment schemes and is the issuer of this IM. Channel Capital Pty Ltd ACN 162 591 568 ('Channel') provides investment management infrastructure and services across several asset classes and is the holding company of CIML. Channel is an authorised representative (authorised representative number 001274413) of CIML.

CIML is licensed under the Corporations Act to act as trustee of the Fund. We are responsible for managing

the Fund in accordance with the Corporations Act and the Trust Deed. You can obtain a copy of the Trust Deed by contacting us and requesting a copy be made available to you.

CIML and its holding company, Channel, have forged strategic partnerships with international and Australian fund managers across a range of different asset classes including Australian and global securities, alternative investments and fixed interest securities.

3. ABOUT NEW HOLLAND

New Holland is a New York based asset manager, which is wholly owned by its employees. Founded in 2006, New Holland began as the exclusive, non-discretionary advisors to Dutch pensions for alternative investment allocations. In 2020, New Holland expanded to a multi-client model and manages discretionary assets for institutional clients globally. New Holland's strategies are designed to seek balance alpha generation, market diversification, and capital preservation through absolute return focused investments.

New Holland specialises in investing in absolute return investment strategies that cover a range of liquidity options. New Holland's primary emphasis is on low beta return streams that complement their clients' existing assets. New Holland's investment offering consists of a multi-portfolio manager hedge fund strategy as well as a dedicated program focused on private market credit-oriented co-investments.

New Holland is led by seven partners, Scott Radke, Bill Young, Chris Scarlata, Nick Rontiris, Jon Feintuch, David Wadler, and Mike Jacobellis. The investment team casts a broad net with the goal of identifying alpha opportunities in both fundamental and quantitative strategies across the liquidity spectrum.

Biographies of key New Holland personnel

Scott Radke, Chief Executive Officer. Scott is the Chief Executive Officer of New Holland and sits on the firm's Investment Committee. Prior to the launch of New Holland in 2006, Scott was a member of the Hedge Fund Group within ABP Investments since 2005. Before joining ABP, Scott was a Vice President at Citigroup Global Markets and an Associate at Goldman Sachs focused on insurance-related structured transactions. Scott graduated magna cum laude from the University of Michigan with a BSE in Mechanical Engineering and received an MBA in Finance with distinction from the Wharton School at the University of Pennsylvania.

Bill Young, Co-Chief Investment Officer. Bill is Co-Chief Investment Officer at New Holland. As Co-CIO, Bill is responsible for portfolio management, investment research, and portfolio risk alongside Mike Jacobellis and David Wadler with a special focus on liquid strategies. Bill is a voting member of the firm's Investment Committee and a member of the Diversity, Equity and Inclusion Committee. Prior to joining New Holland in 2008, Bill oversaw a small LA-based record label and before that was an Analyst within the fixed income division of Goldman Sachs. Bill graduated summa cum laude from the Wharton School of the University of Pennsylvania with a BS in Economics.

Chris Scarlata, Chief Operating Officer and Chief Financial Officer. Chris is the Chief Operating Officer and Chief Financial Officer of New Holland. He is a member of the Investment Committee. Chris has been with New Holland since June 2006 and, in addition to being responsible for oversight of all non-investment functions, one of his primary roles is leading the operational due diligence of underlying hedge fund managers. Prior to joining New Holland in 2006, Chris was SVP of Finance for Westwood One, a public mass media company. Prior to Westwood One, he held various senior financial positions in public and private companies including Chief Financial Officer of Edison Schools, a publicly-traded educational services company. Chris began his career in public accounting with PricewaterhouseCoopers. He graduated with a B.A. in Political Science from The College of Wooster.

Nick Rontiris, General Counsel. Nick is the General Counsel of New Holland. Nick is involved in governance and structuring matters related to the firm's investments. He is also a member of the firm's Investment Committee. Prior to joining New Holland in 2012, Nick was a member of the private funds group at Simpson Thacher & Bartlett LLP and worked in the credit divisions of two global alternative asset managers. Nick graduated cum laude from St. John's University School of Law and received a B.Sc. in Psychology with First Class Honours from McGill University.

Jon Feintuch, Principal. Jon is responsible for sourcing, evaluating, and monitoring investments across New Holland's client portfolios as well as overseeing portfolio analysts' efforts and is a non-voting member on the firm's Investment Committee. Jon also serves as Head of Portfolio Implementation, ensuring that client portfolios are consistent with their stated mandates and risk preferences and liaising with clients to discuss portfolio-related questions. Prior to joining NHC in 2009, Jon was an Investment Banking Analyst within the Global Technology Group at Barclays Capital. Jon graduated summa cum laude from the Wharton School at the University of Pennsylvania with a BS in Economics.

David Wadler, Co-Chief Investment Officer. David is Co-Chief Investment Officer at New Holland. As Co-CIO, David is responsible for portfolio management, investment research, and portfolio risk alongside Mike Jacobellis and Bill Young with a special focus on illiquid strategies. David is a voting member of the firm's Investment Committee. David also serves on the advisory committees of several external funds. Prior to joining New Holland in 2008, David was an Associate within the Special Opportunities Group at Lehman Brothers. David graduated from Harvard College with an AB in Economics and is a CFA charterholder.

Mike Jacobellis, Co-Chief Investment Officer. Mike is Co-Chief Investment Officer at New Holland. As Co-CIO, Mike is responsible for portfolio management, investment research, and portfolio risk alongside David Wadler and Bill Young with a special focus on identifying new investment opportunities and initiatives. Mike is a voting member of the firm's Investment Committee and a member of the firm's ESG Committee. Prior to the launch of NHC in 2006, Mike was a member of the Hedge Fund Group within a ABP Investments. Mike serves on the Investment Committees of the Robin Hood Foundation and the International Refugee Assistance Project, where he is also a member of the Board. Mike graduated from Cornell University with a BS in Applied Economics and Management and is a CFA charterholder.

4. THE FUND AND THE TAF INVESTMENT PROGRAM

4.1 The Fund

The Fund is an Australian unregistered managed investment scheme. This IM relates to Class B units, which is a separate class of units within the Fund.

The Fund's investment objective is to develop and actively manage an investment portfolio that is intended to produce risk-adjusted returns with low beta to traditional asset classes. The Fund will pursue its investment objective by investing all of its investable assets into AUD-2 series of shares in the Underlying Fund, being an Australian Dollar-denominated class of shares of the Underlying Fund. The Fund will hold cash for short-term operational purposes only.

Through the Fund's investment into the Underlying Fund, the Fund aims to provide to Investors an actively managed AUD hedged exposure to a diversified portfolio of trading advisors or investment managers that have exposure to wide range of securities and other instruments.

At the Fund level, no leverage, derivative products or short selling will be undertaken. However, the Fund via its investment in the Underlying Fund and indirect investment in the Master Fund, will be exposed to leverage, derivative products and short selling.

The Fund may not be successful in achieving the investment objective.

4.2 The New Holland Tactical Alpha Fund Investment Program

The New Holland Tactical Alpha Fund Investment Program ('**TAF Investment Program**') is to develop and actively manage a liquid, beta neutral multi-portfolio manager platform that focuses on niche investment styles across a wide range of strategies, sectors, and geographies.

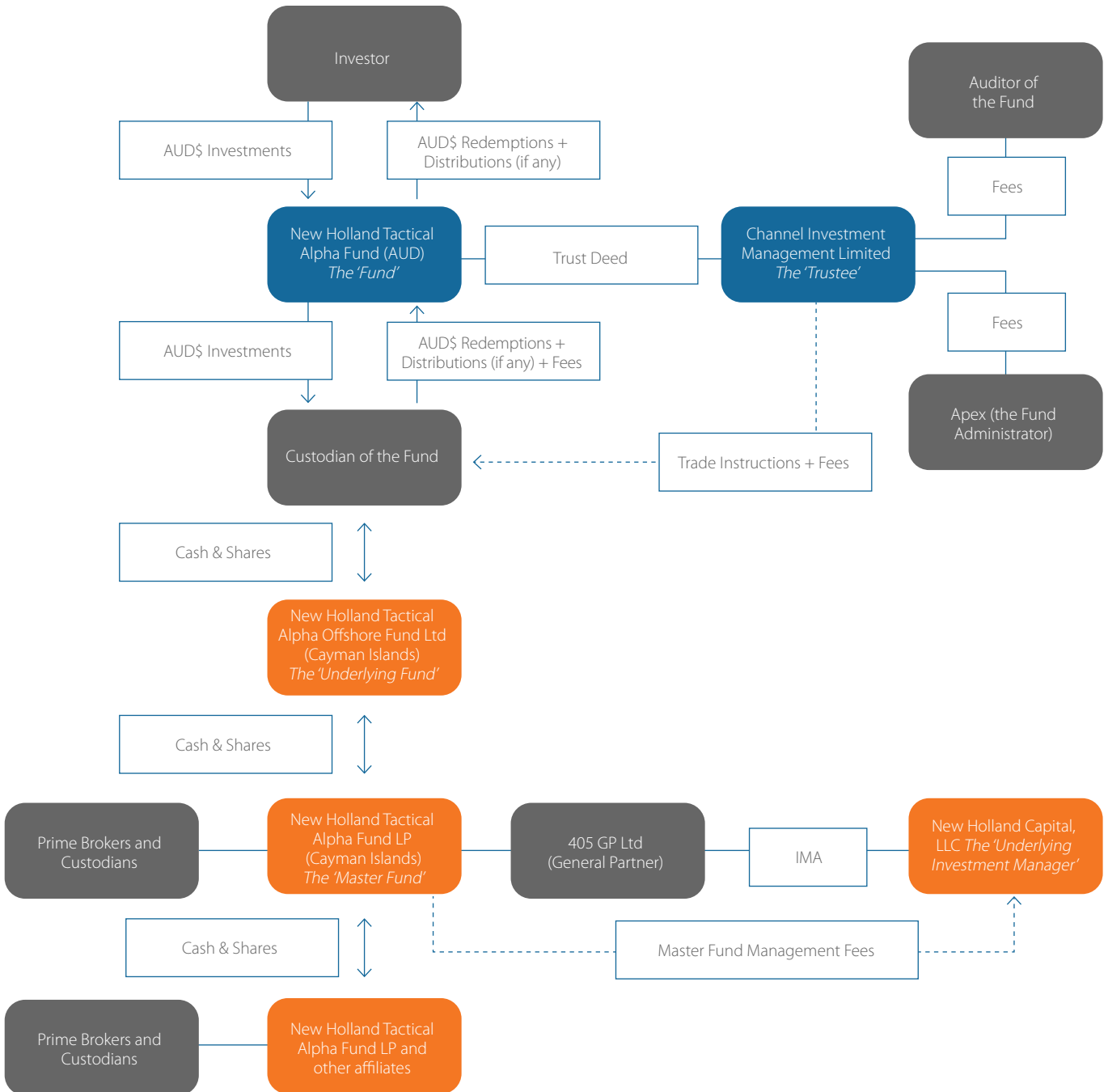
The Underlying Fund has a number of share classes on issue, and CIML has selected shares in the AUD-2 series of shares in the Underlying Fund (which is denominated in AUD) to invest into, in order to pursue the Fund's investment objective. For the purposes of this IM, any reference to the Fund's investment in the Underlying Fund specifically pertains to the Fund's investment in the AUD-2 series of shares in the Underlying Fund. The Underlying

Fund is one of the primary vehicles for shareholders to subscribe to the TAF Investment Program. The TAF Investment Program is operated through several entities, including the Underlying Fund, the Master Fund, and other parallel entities. The term TAF Investment Program is used throughout this IM to refer to the investment program as a whole.

The Underlying Fund will invest all or substantially all of its assets into the Master Fund, a Cayman Islands exempted limited partnership, which is also managed by New Holland and shares the same investment objective as the Fund and the Underlying Fund. The Master Fund expects to invest its assets principally through New Holland Tactical Alpha Fund LP and other affiliated trading entities ('**Trading Affiliates**'). The Master Fund, directly or indirectly through these Trading Affiliates, allocates its assets among a select group of trading advisors or investment managers ('**Trading Advisors**'), some of which may be controlled by or under common control with New Holland ('**Affiliated Trading Advisors**'). Where this IM discusses investment or allocation by the Master Fund to Trading Advisors, it should be read as the Underlying Fund (and therefore the Fund) investing through the Master Fund which invests in the New Holland Tactical Alpha Fund LP and other affiliated trading entities. Additionally, in this IM, references to the Underlying Fund's investment activities shall be deemed to include the investment activities of the Master Fund.

405 GP Ltd (the '**General Partner**'), a Cayman Islands exempted company, will serve as the general partner of the Master Fund and will be ultimately responsible for the management of the Master Fund. Both the board of directors of the Underlying Fund and the General Partner have delegated day-to-day management to New Holland Capital LLC, a Delaware limited liability company (the '**Underlying Investment Manager**'), and have granted ultimate authority to New Holland over all investment decisions, asset acquisitions and dispositions, distributions and the general affairs of the Underlying Fund and the Master Fund. New Holland will therefore serve as the investment manager of the Underlying Fund and the Master Fund and will manage each fund's respective investment program. Set out below is a diagram of the investment structure of the Fund and the TAF Investment Program.

Fund Structure – New Holland Tactical Alpha Fund (AUD)



CIML has the capacity to act independently and exclusively of New Holland, the Underlying Fund, and the Master Fund, so that it can act in the best interests of the Fund and its Investors.

Trading Advisors

The Master Fund, directly or indirectly through its trading affiliates, allocates its assets among a select group of trading advisors or investment managers ('Trading Advisors'), some of which may be controlled by or under common control with New Holland.

The Trading Advisors will invest or trade in a wide range of securities and other instruments (including, but not limited to, equities and fixed income securities, structured products, currencies, commodities, futures contracts, options and other derivative instruments which may be listed or unlisted and rated or unrated) generally through separately managed accounts or similar arrangements, although in certain instances where New Holland reasonably determines that doing so would be in the best interests of the Master Fund, the Master Fund may also invest in commingled pooled investment vehicles advised by Trading Advisors.

Leverage, derivatives and short selling

At the Fund level, no leverage, derivative products or short selling will be undertaken.

At the Underlying Fund level, no leverage, derivative products or short selling will be undertaken. However, the Underlying Fund via its investment in the Master Fund, will be exposed to leverage, derivative products and short selling.

The Master Fund may employ borrowing and leverage for any purpose, including to enhance returns and may leverage certain debt, equity and convertible securities through entering into credit facilities, engaging in related derivatives transactions, repurchase agreements and short sells and/or otherwise investing in such instruments on margin. The Master Fund will have no specific leverage restrictions but leverage will be monitored in line with internal guidelines, as adopted by New Holland from time to time.

The Master Fund expects to realise significant leverage in connection with the investment activities of the Master Fund and is considered to be an integral part of the Master Fund's investment

program. CIML has no control over the amount of leverage at the Underlying Fund or Master Fund level. New Holland focusses on prudently regulated national and global financial institutions as its counterparties, including local branches of global investment banks.

TAF Investment Strategies

The investment opportunities available to the Master Fund are expected to vary considerably over time. The Trading Advisors are expected to develop new types of investment strategies and are expected to seek to capitalise on attractive opportunities as markets change, wherever they might be.

The following strategies are illustrative of some but not all of the strategies that the Master Fund may pursue from time to time; the amount of the total assets and total risk of the Fund represented by these strategies individually and collectively will vary materially over time. Investment strategies may consist of two or more of these and may not be partly or entirely of any one type. Due to the wide range of investment strategies which may be pursued from time to time, the strategies described below are therefore not an exhaustive list of the investment strategies employed.

As of the date of this IM, the investment strategies below are intended to be employed by the Master Fund to achieve the investment objective of the TAF Investment Program but there is no guarantee that any of these investment strategies will be pursued, and the Master Fund may employ different investment strategies from time to time.

- **Arbitrage and Event:** Strategies that exploit mispricing in equity, debt, or option instruments that can arise around corporate transactions, including M&A (mergers and acquisitions), IPOs/FOs (initial public offerings/follow-on offerings), changes to indices, and other catalyst-driven situations.
- **Quantitative Equity:** Strategies that employ an equity long/short strategy in a systematic way, with little to no discretion in the underlying portfolio construction.
- **Quantitative Macro:** Strategies that trade in a broad range of strategies predicated on movements in underlying economic variables and the impact these variables have on the global equity, fixed income, currency and commodity markets. Trading Advisors may employ a variety of techniques, both

discretionary and systematic analysis, combinations of top down and bottom-up theses, quantitative and fundamental approaches and long, medium and short-term holding periods.

- **Commodities:** Strategies that specialise in trading commodity markets using a variety of techniques, often combining discretionary and systematic analysis. Many such strategies specialise in specific markets (e.g., agriculture, energy, metals, etc.). Commodity-related strategies are generally relative value in nature, though may take short-term directional views based on fundamental and technical factors.
- **Equity Long/Short:** Strategies primarily investing in the liquid, listed equities of companies. Trading Advisors are expected to conduct a bottom-up research process to identify companies that they believe are trading above or below their perceived view of the fundamental value of the company.
- **Trend Following:** Strategies that exploit the persistent phenomenon of momentum in asset returns (i.e., the relationship between an asset's recent returns with its future returns).
- **Credit Relative Value:** Strategies that broadly focus on exploiting mispricing in corporate credit instruments, including bonds, loans, and derivatives, such as credit default swaps.
- **Fixed Income Relative Value:** Strategies that exploit relative value mispricing among liquid fixed income instruments (typically ones with low credit risk), often using significant leverage.
- **Other Special Situations:** Other strategies not described above, including investments in "special situations" such as opportunities to engage in private financings, opportunistic investment in certain credit instruments, including stressed and distressed securities and loans, or esoteric asset-backed or other structured products, including products related to insurance and reinsurance markets.

TAF investment process

It will be the responsibility of New Holland to research and select Trading Advisors, to satisfy itself as to the suitability of the investment strategies employed by such Trading Advisors, to negotiate the respective trading advisory agreements with Trading Advisors, to allocate and reallocate the assets

of the trading affiliates among Trading Advisors, and to minimise risks related to the investment process. New Holland will make its allocation decisions based on its view of the optimal mix of investment strategies and styles.

In assessing the investment merits of prospective Trading Advisors and determining the allocation of assets among Trading Advisors, New Holland seeks to review a variety of quantitative and qualitative factors. Each factor is individually important, and New Holland evaluates prospective Trading Advisors across several dimensions that seek to capture these factors, some of which are highlighted below, although there is no concrete formula as to relative weightings to determine a final allocation.

- **Ex-Ante Returns:** Target returns for each strategy are one of the key inputs to New Holland's allocation decisions. However, New Holland does not employ a single metric. Rather, the focus is on scenario-adjusted expected returns over the life of a trade or strategy, considering also base case returns expectations as well as return expectations over shorter (12-18 month) and longer (full cycle) periods. These return estimates are periodically adjusted to reflect market conditions or an updated view regarding a Trading Advisor's investment insight. Moreover, New Holland evaluates the shape of each Trading Advisor's expected return distribution, favouring those that are symmetric or have a right tail skew.
- **Alpha Generation:** New Holland uses a proprietary developed resource to compare past performance of a specific strategy against common factors in order to develop a view of a particular Trading Advisor's alpha generating potential. While New Holland does not tend to place significant weight on a Trading Advisor's historical track record, this information can help assess whether a Trading Advisor's returns have been dependent on market factors or alpha.
- **Alpha/Return Confidence:** New Holland also typically makes qualitative adjustments to its underwritten expectations to account for return confidence. While the length of a Trading Advisor's track record is important, in general, New Holland has greater confidence in relative value strategies and lower confidence in trading-oriented or directional strategies.

- **Beta and Drawdowns:** New Holland examines a number of factors when thinking about how each underlying strategy will contribute to the risk profile of the Master Fund's overall portfolio. The most common metrics considered are exposures to systematic drawdown scenarios (especially a liquidity crisis). However, New Holland also seeks to evaluate whether a drawdown is expected to be primarily driven by mark to market losses or if a particular strategy is expected to be susceptible to permanent loss of capital.
- **Correlation:** New Holland also seeks to analyse the degree to which Trading Advisors will be correlated with each other. New Holland believes that while most of the strategies available to the Master Fund will exhibit modest historical correlations to each other, correlations will often increase dramatically during periods of crisis. For this reason, New Holland deemphasises realised correlations in normal periods as a factor to analyse the potential portfolio fit of an underlying strategy, but instead tries to diversify the sources of expected alpha drivers.
- **Fees:** New Holland seeks to invest with Trading Advisors with whom an appropriate level of fees can be obtained. These fees may vary greatly amongst Trading Advisors. New Holland believe the overall fees as a percent of alpha generated that they are paying should be appropriate for the strategy.
- **Reputational Risk:** New Holland seeks to examine the source of a Trading Advisor's underlying returns to review whether the activities would expose New Holland or its clients to unwanted reputational risk. Further, New Holland consider the character of the individuals responsible for each Trading Advisor's operations, in determining whether an investment might bring unwanted headline risk.
- **Partnership Potential:** New Holland aims to understand how strong a partner a Trading Advisor would be once the Master Fund makes an investment and prefers those that are transparent in their actions, proactively communicate about upcoming events, and generally seem open to feedback.
- **Business Risk:** New Holland seeks to understand if a Trading Advisor's business operations generate enough profit to appropriately compensate and retain its key investment professionals and if the Trading Advisor has sufficient financial resources to support the complexity of its investment strategy.
- **Alignment/Conflicts of Interest:** New Holland examines whether a Trading Advisor's owners and key investment professionals are appropriately incentivised to successfully manage the strategy in which the Master Fund would invest (e.g., how many funds or accounts are the key investment professionals managing).
- **Reference Checks:** New Holland also conducts reference checks to supplement its insight into the characteristics described above.

Dependencies, assumptions, guidelines and limits

The Fund and Underlying Fund have no specific diversification guidelines or limits, nor are there any significant dependencies or assumptions underpinning their investment strategies.

There are no specific diversification guidelines or limits in respect of the Master Fund, however the following key dependencies or assumptions underpin the Master Fund's investment strategy:

- New Holland will be the investment manager of the Master Fund and it will implement the TAF Investment Program for the Master Fund;
- the consistent performance and reliability of the various Trading Advisors engaged by the Master Fund and New Holland and their ability to execute trades effectively, manage risks, and deliver consistent returns;
- there will be sufficient liquidity in the markets in which it invests in so that it is able to enter and exit positions as needed to achieve its investment strategy; and
- the regulatory environment remaining stable and favourable for the Master Fund's investment strategy.

5. BENEFITS OF INVESTING IN THE FUND

The Fund is an actively managed fund, employing the TAF Investment Program that encompasses various investment strategies and styles across a wide range of asset classes and geographic regions. The Fund offers the following benefits:

- Access to an investment strategy that would ordinarily be challenging for individual Investors to implement;
- The potential for enhanced returns through the use of leverage;
- Diversification across a comprehensive set of opportunistic investment strategies and styles, covering a broad range of asset classes and geographic regions;
- Multi-manager tactically reallocates capital between strategies based on changes in opportunity sets; and
- Investment Manager expertise - the proven expertise of the New Holland investment team that has extensive experience in managing multi-manager style hedge funds.¹

6. RISKS OF INVESTING IN THE FUND

Investors need to understand the investment risks involved before investing in the Fund.

All investments carry risk. Different strategies can carry different levels of risk, depending on the assets that make up that strategy. Assets with the highest long-term returns may also carry the highest level of short-term risk. The value of investments and the level of returns will vary. Future returns may differ from past returns and past performance is not a reliable guide to future performance.

The investment strategy pursued pursuant to this IM and the allocation of assets to the Underlying Fund entails a degree of risk. Neither CIML, New Holland, their directors, associates nor any of their related bodies guarantee the success of the Fund, the repayment of capital or any particular rate of capital or income return. Investments in the Fund are not guaranteed or underwritten by CIML, New Holland, or any other person or party and you may lose some or all of your investment.

Some of the key risks that may impact the value of your investment in the Fund are outlined below. You need to consider the level of risk that you are comfortable with, taking into account factors such as your age, your investment time frame, other assets and investments that you have, and your overall tolerance for risk.

Before making an investment decision, Investors should carefully consider the risk factors detailed herein, and consult their own advisors or legal

counsel. The risks discussed herein may be present with respect to CIML, the Fund, the Underlying Fund, the Master Fund, New Holland and/or a Trading Advisor, all of which can directly or indirectly adversely impact the Fund and, consequently, the Investor.

The risks associated with the Underlying Fund are not exhaustively summarised below, but rather are described in the Underlying Fund's offer document. There is no guarantee that any risk mitigation measures described below will be effective. Some of the risks associated with an investment in the Fund and how CIML manages those risks are listed below. Each Investor should read this section of the IM and consider the factors discussed herein, which do not claim to be a comprehensive list of all risks. Furthermore, CIML and the Fund may engage in present and future activities that could result in additional risks and conflicts of interest not addressed in this IM. For example, if the investment guidelines set forth in this IM are amended, additional risks may emerge.

By investing indirectly through the Underlying Fund into the Master Fund, being a fund that utilises the TAF Investment Program, the Fund gives Investors exposure to a number of investment strategies and styles that are opportunistic in nature and covers a broad range of asset classes and geographic regions. The use of the multi-manager and multi-strategy approach may provide some diversification of investment risk – please refer to the risks discussed below.

¹Past performance is not a reliable indicator of future performance.

General Investment Risk

Investment in shares, in general, carries a higher level of risk than investments in many other asset classes such as cash or fixed interest.

The Underlying Fund and the Master Fund are expected to utilise highly speculative and opportunistic investment techniques. These investment strategies can be highly complex, and as a result, entail significant risks. In general, New Holland, the Master Fund and the Underlying Fund (and therefore the Fund) will rely on the ability of Trading Advisors to direct the investment of assets allocated to them. There are certain market conditions in which any given investment strategy is unlikely to be profitable. Neither CIML, New Holland or the Trading Advisors have the ability to control or predict such market conditions.

Liquidity risk

The Fund's, the Underlying Fund's and the Master Fund's investments are generally more illiquid than marketable securities, and the Fund, the Underlying Fund and the Master Fund may face withdrawal limitations or penalties. Withdrawal rights may be subject to lock-ups or other restrictions, and Trading Advisors may impose further limitations on withdrawals. The Underlying Fund's and the Master Fund's investments in commingled investment funds are typically not transferable without the Trading Advisor's consent. As a result, the Underlying Fund and the Master Fund may not be able to liquidate these investments quickly and each of the Fund, the Underlying Fund and the Master Fund must be prepared to bear the economic risk for an indefinite period. The Fund's withdrawals from the Underlying Fund or the Underlying Fund's withdrawal from the Master Fund may be more challenging if other Investors also wish to withdraw.

Additionally, when another Investor withdraws from either the Underlying Fund or the Master Fund, portfolio holdings may need to be liquidated earlier than planned, potentially incurring losses and higher investment-related expenses due to increased portfolio turnover rates. Liquidation of portfolio holdings may also lead to redemption or withdrawal fees. These factors could negatively impact the performance of the Master Fund and, consequently, the Fund and the Underlying Fund.

Illiquidity of the Master Fund

The Master Fund's investments with Trading Advisors are typically less liquid as a result of the strategies they employ, and the Fund and the Underlying Fund may face limitations on withdrawals. To the extent that the Master Fund invests in a commingled investment fund, the Trading Advisors can impose various withdrawal restrictions and, in some cases, the Master Fund may not be able to liquidate investments for prolonged periods. Additionally, investments in commingled funds are generally not transferable without the Trading Advisor's consent. Large-scale withdrawals by other investors may lead to earlier liquidation of portfolio holdings, potential losses, and increased investment-related expenses. These factors may negatively impact the performance of the Master Fund and, consequently, the Underlying Fund and the Fund.

Market risk

Movements in financial markets due to economic, environmental or political conditions, or from general market sentiment, will result in the value of the Fund's underlying assets, and hence the value of your investment, moving up or down.

Arbitrage risk

The Underlying Fund and the Master Fund may engage in arbitrage transactions, or strategies that exploit mispricing in equity, debt, or option instruments that can arise around corporate transactions, including M&A (mergers and acquisitions), IPOs/FOs (initial public offerings/follow-on offerings), changes to indices, and other catalyst-driven situations. Identification and exploitation of such opportunities involves uncertainty and there are no assurances that such investment opportunities can be identified or will ultimately be successful.

Derivative risk

The Master Fund may use derivative instruments, which seek to modify or replicate the investment performance of particular securities, commodities, currencies, interest rates, indices or markets on a leveraged or unleveraged basis, and to more efficiently manage the Master Fund's portfolio and its risks. For example, the use of derivatives may be a more cost-effective way of gaining exposure to a particular asset class or sector as compared to holding a physical asset. The value of derivatives

can be influenced by a number of factors and risks associated with their use, including movements in the value of the underlying asset, leverage offered by trading in derivative instruments, difficulty in liquidating the derivative, and counterparty risk.

Interest rate risk

Changes in interest rates can positively or negatively influence investment values and returns, both directly and indirectly, which may affect the overall value of your investment in the Fund. Interest rates are highly sensitive to a multitude of factors, including political, economic, and regulatory influences, among others.

Whilst capital gains can be made in an environment where interest rates fall, capital losses on bond portfolios, for instance, can occur in an increasing interest rate scenario if the bonds are realised prior to maturity. These variables lie beyond the control of CIML, New Holland, and the TAF Investment Program as a whole.

Where the Underlying Fund or the Master Fund intends to use leverage to increase returns for investors it will be exposed to this risk.

Inflation risk

Changes in the level of inflation in Australia and offshore can have a positive or negative impact directly and indirectly on investment values or returns.

Leverage risk

At the Fund and Underlying Fund level, no borrowing, short selling, or leverage will be undertaken as at the time of this IM.

The Master Fund and the wider TAF Investment Program intends to use leverage to fund investments. The Master Fund may employ borrowing and leverage for any purpose, including to enhance returns and may leverage certain debt, equity and convertible securities through entering into credit facilities, engaging in related derivatives transactions, repurchase agreements and short sells and/or otherwise investing in such instruments on margin. The Master Fund will have no specific leverage restrictions but leverage will be monitored in line with internal guidelines, as adopted by New Holland from time to time. The Master Fund expects to

realise significant leverage in connection with the investment activities of the Master Fund and the investment program generally.

The use of leverage is speculative and involves certain risks. Although leverage would increase the Master Fund's investment return if the asset purchased with borrowed funds earns a greater return than the interest expense, conversely the use of leverage will decrease the return on the Fund if the Master Fund fails to earn as much on its investment purchased with borrowed funds as it pays for the use of those funds. Accordingly, the Fund may be exposed to the risk of highly leveraged investment programs of certain targeted investments of the Master Fund and the volatility of the value of these investments may be great.

Foreign currency risk

The Fund intends to invest in shares in the AUD-2 series of shares in the Underlying Fund, being an AUD denominated share class of the Underlying Fund, which may be hedged back against the Underlying Fund's reference currency (USD) at the discretion of the Underlying Investment Manager.

Depending on the prevailing circumstances, the Underlying Fund may or may not hedge certain classes of shares (including the AUD denominated share class), either partially or fully, and has no obligation to hedge any class of shares at all. If the Underlying Fund decides to hedge certain classes of shares (including the AUD denominated share class) against the Underlying Fund's reference currency, there can be no guarantee that it will be successful in doing so.

Furthermore, the Underlying Fund may invest and have exposure to assets denominated in any currency, which may be different than its reference currency (USD) or than the currency of its share classes (including the AUD share class in which the Fund will invest into). The Underlying Fund may hedge the value of its non-USD denominated investments against USD currency fluctuations when appropriate. Although the foreign currency exposure of the Fund's investment in the Underlying Fund may be hedged, such hedge may not provide complete protection from adverse currency movements. Currency markets can be extremely volatile and are subject to a range of unpredictable forces.

Foreign investment risk

Additional risks may arise when investing overseas, including changes in foreign exchange control regulations, foreign tax legislation, withholding tax and government policy. Additionally, differences in accounting, legal, securities trading and settlement procedures can also impact on the value of the Underlying Fund's and the Master Fund's investments and the value of the Fund's investments in the Underlying Fund.

Operational risk

Operational risk is the risk of loss or damage resulting from inadequate or failed internal processes, people and systems or from external events. CIML and the Fund, or New Holland and the Underlying Fund, may experience losses, adverse regulatory consequences or reputational damage due to a variety of operational risks, including inadequate or failed internal or external processes, people or systems, internal or external fraud, cyber security attacks or cyber incidents including deliberate or unintentional events, errors by counterparties under outsourcing arrangements and inadequate business continuity planning, and key person risk. The extent of exposure to losses from the operational risks of parties not under, as applicable, CIML's or the Fund's control may be determined, in part, by applicable law and/or contractual provisions that allocate or limit liability.

CIML manages operational risk at the Fund level through the oversight arrangements, systems, procedures and policies which each has established as part of its governance oversight, risk management framework and compliance management system.

Counterparty and service provider risk

Default by any of the Fund's, the Underlying Fund's or the Master Fund's counterparties or key service providers may cause losses to the Fund. Counterparties and service providers may also hold security over the Fund's, the Underlying Fund's or the Master Fund's assets so that they rank ahead of Investors in recovering the assets.

To mitigate such risks, in selecting and appointing any counterparties or service providers for the Fund, CIML follows a due diligence process pursuant to CIML's internal policies, which considers operational and legal risks by engaging in activities such as reviewing financial information, engaging in

background checks and searching public registers, with the assistance of external consultants (as relevant), and any proposed counterparties or service providers are reviewed and approved by CIML's board.

At the Underlying Fund level and the Master Fund level, to mitigate such risks, in selecting and appointing any counterparties or service providers of the Underlying Fund and the Master Fund, New Holland also considers counterparty or service provider risk in its review of any counterparties or services, and may engage in activities such as reviewing financial information, engaging in background checks and searching public registers, before determination approval of the appointment. In relation to derivative counterparties, New Holland will also review counterparty derivative and consolidated principal exposure, in conjunction with other relevant metrics for counterparty volume and concentration, on a regular basis. Further checks and reassessments are also conducted for the Underlying Fund and the Master Fund on a regular basis.

Regulatory risk

The value of some investments may be adversely affected by changes in government policies, regulations and laws, including tax laws and laws affecting managed investment schemes.

Commodities risk

Investments by the Underlying Fund and the Master Fund in commodities, commodity futures and options contracts involve numerous risks which include leverage, illiquidity, governmental intervention designed to influence commodity prices, and credit risk vis-à-vis the contract counterparty. Commodity prices have been, and are likely to continue to be, volatile and subject to wide fluctuations in response to any number of factors. Price volatility also makes it difficult to budget for and project the return on acquisitions and development and exploitation projects.

Equities risk

Equities that may be purchased by the Underlying Fund and the Master Fund may involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There are generally no restrictions in regard to the size or operating experience of the companies in which the Underlying Fund and the Master Fund may invest.

Short selling risk

There is a higher risk in creating a short position than creating a long position in relation to a security. In creating a short position, the Underlying Fund or the Master Fund may borrow a security from one of their prime brokers and sell it with the intention of repurchasing the security when the price of the security falls. If the price of the security rises, a loss is incurred which can be much greater than the price of the security at which it was sold. Short selling is subject to unlimited risk of loss because there is no limit on how much the price of a stock may appreciate before the short position is closed out. There is also the risk that the Underlying Fund or the Master Fund prime brokers may recall a security that the Underlying Fund or the Master Fund has borrowed at any time which means that the Underlying Fund and the Master Fund may have to buy the security at an unfavourable price to meet its obligations.

Collateral risk

Certain risks relating to collateral arise when engaging in derivative transactions. Specifically, the Master Fund must ensure it possesses adequate liquid assets to fulfill its obligations of providing initial margin and collateral to derivative counterparties or clearers. Additionally, the Master Fund must maintain sufficient liquid assets to meet requests for additional margin and collateral when there are changes in the derivative's value. To mitigate such risks, New Holland will review counterparty derivative and consolidated principal exposure, in conjunction with other relevant metrics for counterparty volume and concentration, on a regular basis. Further checks and reassessments are also conducted for the Underlying Fund and the Master Fund on a regular basis.

Broad investment mandate risk

The Fund's, the Underlying Fund's and the Master Fund's investment strategy is opportunistic, covering various asset classes and regions, and relies on New Holland's ability to identify and implement investments. Investments of the Master Fund may be made through Trading Advisors across the capital structure and in various industries and geographies. Given the broad investment mandate and diversification, past performance of Trading Advisors is unlikely to be indicative of specific future investments or performance.

Underlying Fund and Master Fund risk

Being a fund of hedge funds, the success of the Fund depends upon the Underlying Fund, the

Master Fund, and New Holland as a whole, effectively managing its investments so that the investment objectives of the Fund may be achieved. Matters such as the Underlying Investment Manager's loss of key staff or the failure of the Underlying Fund and the Master Fund to perform as expected, may negatively impact returns, risks and/or liquidity.

The returns, risks and liquidity of the Underlying Fund, the Master Fund and New Holland as a whole may also be negatively impacted because of the nature of the investments assets they hold. Each asset that the Underlying Fund, the Master Fund and New Holland invest in has different risk factors, return drivers, and economic sensitivities.

Credit and default risk

Credit risk is the risk that changes in the credit worthiness (ability to pay) of an issuer comes into question. As a result of a change in credit quality, gains or losses can occur to the prices of the underlying bond of that issuer. Default risk is the risk that a borrower defaults on their obligations, for instance by failing to make a payment when due or to return the principal.

In extreme cases, defaults (inability to pay interest or principal) can occur and the underlying price of the bonds of that issuer are marked down significantly, if not entirely. While government, supranational bonds and/or public finance agency bonds carry the lowest levels of bond risk, a level of credit risk still exists.

Distribution risk

The Fund's ability to pay a distribution is contingent on the income it receives from its investment in the Underlying Fund. However, proceeds received by the Underlying Fund will generally be reinvested and the Underlying Fund does not currently intend to make distributions. No guarantee can be given concerning the future earnings of the Fund, the earnings or capital appreciation of the Fund's portfolio or the return of your investment.

Withdrawal risk

Withdrawal risk is the risk that the usual timeframe for redemption requests is not met, or CIML suspends redemptions from the Fund, due to (without limitation) suspensions, delays or restrictions of withdrawals at the Underlying Fund level. Subject to the Trust Deed, CIML has broad discretion to suspend the redemption of units in the Fund in certain circumstances and, in addition, may accept and reject redemption requests in its absolute discretion.

The Fund, as a shareholder of the Underlying Fund, may apply for the redemption of some or all of its interests in the Underlying Fund on a monthly basis. The Underlying Fund will have limited liquidity and the Fund, as a shareholder of the Underlying Fund, can apply for the redemption of some or all of its interests in the Underlying Fund monthly on the last Calendar Day of each calendar month up to its Maximum Redemption Percentage, which will generally be 6% of the Fund's shares in the Underlying Fund, upon written notice to the Underlying Fund given no later than 25 Calendar Days prior to the end of such calendar month.

The Underlying Fund's board of directors may suspend the right of redemption or postpone the date of payment of redemption proceeds for any period during which the Master Fund has suspended withdrawal rights or postponed the date of payment of redemption proceeds. The Master Fund may suspend withdrawal rights, in whole or in part, or postpone the date of payment of redemption proceeds for any period in certain circumstances set out further in section 10.2.

With any withdrawal by an investor of the Underlying Fund of more than 90% of its shares, the Underlying Fund may hold back 5% of the redemption proceeds that would otherwise be paid to such shareholder, pending completion of the audit for the year in which such withdrawal occurs. The amount of such holdback, as it may be adjusted in connection with such audit, shall be paid to the redeeming shareholder within 30 days following delivery to the Underlying Fund of the audit for the year in which such Redemption Date occurs.

Where the Fund is unable to withdraw its interests in the Underlying Fund, is restricted in the amount it may withdraw, or does not have sufficient reserves, it is likely that CIML will not accept redemption requests (or will not accept redemption requests in full) and accordingly this will limit the ability of Investors to withdraw from the Fund. Refer to section 10.2 for further details on the redemption terms of the Fund.

PROSPECTIVE INVESTORS MUST BE AWARE OF THE POTENTIAL LIMITATIONS ON THEIR ABILITY TO WITHDRAW FROM THE FUND. NEITHER CIML, NOR NEW HOLLAND, THEIR DIRECTORS, ASSOCIATES, NOR ANY OF THEIR RELATED BODIES PROVIDE ANY GUARANTEE CONCERNING THE LIQUIDITY OF THE FUND OR THE ABILITY OF AN INVESTOR TO WITHDRAW ITS INVESTMENT.

Conflicts of interests risk

CIML and third-party service providers of the Fund may, in the course of their business, have potential conflicts of interest which may not be managed effectively and may be detrimental to the Fund and its Investors.

Additionally, certain activities of the Underlying Fund, the Master Fund and their affiliates will give rise to, and contain embedded, conflicts of interest that are relevant to the Underlying Fund, the Master Fund and New Holland (for example, but without limitation, conflicts of interest relating to inducements, fees and costs, related party transactions, cross-transactions, competing interests, allocations of investment opportunities and subsequent dispositions).

New Holland and the Channel group have implemented policies and procedures to seek to identify and appropriately managed conflicts of interest. There is no guarantee however that any such conflicts will be resolved in a manner that will not have an adverse effect on the Fund, the Underlying Fund, the Master Fund or their respective investors.

Class risk

As at the date of this IM, the Fund has two separate classes of units, Class A and Class B. There is a risk that Investors of different classes may be exposed to liabilities of another class of units and they could lose some or all of their investment in the Fund. There is also a risk that, where there is an insolvency, the assets referable to a class could be made available to creditors of another class.

Underlying Investment Manager and trustee risk

The Underlying Investment Manager's investment style may have significant impacts on the investment returns of the Underlying Fund and the Master Fund, and therefore the Fund. No single investment style will perform better than all other investment styles in all market conditions. There is a risk that the Underlying Investment Manager's investment strategy may not be successful, and result in the underperformance of the Fund, either relative to the market and/or its peers or in absolute terms. Additionally, there is a risk that the Underlying Investment Manager may fail to successfully implement the investment strategy successfully which may result in the loss of a significant proportion of your investment in the Fund. Matters such as the loss of key staff, the replacement of CIML as trustee of the Fund or New Holland as investment manager of the Underlying Fund and the Master Fund, or the failure of either CIML or New Holland to perform as expected may negatively impact returns, risks and/or liquidity.

Underlying Fund potential mandatory redemption

The Underlying Fund's board of directors may, at their sole discretion, require CIML to redeem all or part of the Fund's shares in the Underlying Fund upon 30 days' prior written notice, or without prior notice if, in the sole discretion of the Underlying Fund's board of directors, the Underlying Fund might otherwise be adversely affected. This mandatory redemption could lead to negative tax or economic consequences for the Fund.

Underlying Fund's indemnification

New Holland and their affiliates are entitled to indemnification and/or exculpation from the Underlying Fund for liabilities and losses related to their services, except in certain circumstances. The Underlying Fund also has indemnification obligations towards Trading Advisors and service providers, as well as its directors. When the Master Fund invests in a commingled fund, the Underlying Fund may be indirectly obligated to return distributions for meeting indemnification obligations.

7. HOW THE FUND OPERATES

7.1 Fund Structure

The Fund is an Australian unregistered managed investment scheme. When you invest in the Fund, your money will be pooled with that of other Investors. Your share of the managed investment scheme is worth the net asset value of the scheme, referable to the class, divided into units. Each unit gives the Investor a beneficial interest in the Fund as a whole, but not in any particular asset of the Fund. Each Unit offered or issued under this IM is of equal value and identical rights are attached to all such Units.

In accordance with the Trust Deed, the Trustee has discretion to make changes to the Trust Deed. There are certain changes to the Trust Deed that may be made without prior notice, however, if there are any changes considered to be materially adverse, we may seek consent from Investors. Where the changes are not materially adverse, we will provide notification of the changes on the Fund's website at www.channelcapital.com.au.

7.2 Valuation of assets

The Fund is valued monthly by the Fund Administrator and the Fund's NAV is calculated in accordance with the Trust Deed of the Fund by deducting liabilities of the Fund from the value of the Fund's assets. The value of the Fund will be decreased by the amount of any liability owing by the Fund, such as the Management Fee payable to CIML, expenses, provisions and contingent liabilities.

The Fund Administrator values the Fund's in accordance with standard market practice. Market prices are generally sourced electronically from third party vendors. In general, the value of the Fund's assets will reflect that value of the shares in the Underlying Fund as set out in the financial statements for the Underlying Fund, as provided by the Underlying Fund's administrator from time to time. The financial statements of the Underlying Fund will be established in accordance with United States generally accepted accounting principles. Where no independent pricing source is available to value an asset, the Fund Administrator and CIML will liaise with each other to determine the value of the asset in accordance with acceptable industry standards.

7.3 Unit pricing

A unit price for each unit class is generally calculated monthly on the last Calendar Day of the month.

Investors in the Fund will be issued a number of Units depending on their investment (calculated by dividing the amount invested by the issue price for the Units issued). When Units are redeemed from the Fund, they are redeemed at the redemption price for that day. The Unit price is calculated by dividing the Fund's NAV (determined by the net market valuation of assets owned, less all liabilities held, including fees, provisions and accrued expenses in accordance with the Trust Deed) divided by the number of Units on issue. The issue price per Unit is the net asset value per Unit plus any applicable buy spread. The redemption price per Unit is the net asset value per Unit minus any applicable sell spread.

Unit prices are generally finalised and published within 25 Business Days following the last Calendar Day of the month to which the Unit price relates, although we may elect to calculate Unit prices more frequently. Unit prices are typically calculated using the Fund's NAV for the last Calendar Day of the month. In calculating the Fund's NAV, CIML, the Fund Administrator or their affiliates may rely upon, and will not be responsible for the accuracy of financial data furnished to it by third parties including automatic processing services, brokers, market makers or intermediaries and any fund administrator or valuations agent of the Underlying Fund. CIML may also use and rely on industry standard financial models in pricing any of the Fund's securities or other assets.

CIML has a policy for the unit pricing discretions we use in relation to the Fund. The unit pricing policy and discretions exercised by CIML are available from CIML free of charge upon request.

Where different classes of units are on issue, the price of a unit will be determined by reference to the Fund's NAV referable that class.

7.4 Distributions

When are distributions paid?

The distribution policy of the Fund is to distribute the distributable income of the Fund annually (when applicable or available from the Underlying Fund) as soon as practicable after 30 June each year, where income is available (or otherwise as determined by CIML). However, the Underlying Fund generally does not intend to pay any dividends or make distributions other than those related to redemptions.

Distributions from the Fund may comprise income and/or capital as determined by CIML under the Trust Deed. The Fund's ability to pay a distribution is contingent on the income it receives from its investment in the Underlying Fund. The proceeds received by the Underlying Fund will generally be re-invested and the Underlying Fund does not currently intend to make distributions. There is no guarantee that the Underlying Fund will make distributions, and any distributions will be made at the discretion of Underlying Fund's board of directors or its delegate.

CIML may vary the distribution frequency without providing you with notice.

How will my distributions be paid?

On the application form you can elect to re-invest your distributions as additional Units, or to receive your income by direct credit to your nominated bank account. If no election is made, distributions will be re-invested.

Distribution payments are generally paid within 30 Business Days of the calculation date. However, in some circumstances, payments could take longer. Should you wish to change your election, you must provide the necessary details with at least 10 Business Days' written notice prior to the next distribution date via a change of details form which is available by contacting clientservices@channelcapital.com.au.

All income distributions may be liable to income tax. Please consult your tax advisor for further information.

How is the distribution calculated?

The distributable income of the Fund for each annual distribution period is calculated at the end of the distribution period.

In the event that you have an investment in the Fund at the close of business on the last day of the period, you are entitled to a share of the Fund's net income for that period in proportion to the number of Units held in the Fund. If you withdraw your investment on or before the last day of the distribution period, you will not receive a separate income payment for the withdrawn investment for that period. However, any income of the Fund since the beginning of the distribution period will be reflected in the redemption unit price of the Fund.

CIML may determine to offer distribution reinvestment in accordance with the relevant provisions of the Trust Deed and the procedure for reinvestment of distributions is to be determined by CIML and notified to Investors from time to time.

Special distribution

In unusual circumstances, such as large Investor transactions, CIML may, in its absolute discretion, make a special distribution other than at the end of a distribution period to all Investors in the Fund.

7.5 Different classes

This IM applies to Class B units of the Fund. Where permitted under the Trust Deed, we may issue more than one class of units in the Fund under a separate information memorandum. Different classes of units may have different terms of issue, including in respect of matters such as minimum initial investment amounts, minimum additional investment amounts, fees, distribution payment times and other matters. We are required by law to treat all Investors within a class of units equally, and all Investors in different classes of units fairly.

8. FEES AND COSTS

8.1 Fees and costs summary

This section outlines certain fees and costs for the Fund as at the date of this IM

Fees and costs of the Fund ³	Amount ¹	How and when paid
Management Fee	0.35% p.a. ² of the Fund's NAV referable to Class B Units	<p>The Management Fee is expressed as a percentage of the Fund's NAV referable to Class B Units, reflected in the Unit price and calculated and payable monthly in arrears out of the assets of the Fund.</p> <p>CIML pays the expenses incurred in administering the Fund (other than extraordinary expenses and Transaction costs) from this Management Fee. These expenses include registry, fund administration, custody, accounting, audit, legal, tax and other due diligence costs.</p>

Fees and costs of the Underlying Fund	Amount ¹	How and when paid
Underlying Fund management fee	0.90% p.a. ² of the net asset value of the Master Fund	<p>New Holland is entitled to a management fee of 0.90% p.a. of the net asset value of the Master Fund (exclusive of GST) in the form of the Master Fund Management Fee for managing and operating the Underlying Fund and Master Fund. The Master Fund Management Fee is calculated and payable monthly at the Master Fund level.</p> <p>Additionally, the Master Fund, directly or through Trading Affiliates, will also pay management or similar fees or amounts to Trading Advisors in connection with their management of the Master Fund's assets allocated to them.</p> <p>For more information, including full details on the calculation of the Master Fund Management Fee, please see section 8.2 'Additional explanation of fees and costs'.</p>
Underlying Fund performance fee		<p>The Fund, via its investment in the Underlying Fund and subsequently the Master Fund, may incur performance fees, in the form of an Incentive Allocation (defined in section 8.2) based off, in respect of a fiscal year, 15% of the amount (if any) by which:</p> <ul style="list-style-type: none"> the net profits allocated to each Sub-Capital Account, reduced by any net capital depreciation allocated to such Sub-Capital Account; exceed an amount equal to the average one-month term secured overnight financing rate multiplied by the net asset value of such Sub-Capital Account at the beginning of such fiscal year. <p>Additionally, the Master Fund, directly or through Trading Affiliates, may also pay performance fees to Trading Advisors in connection with their management of the Master Fund's assets allocated to them.</p> <p>For more information, including full details on the method adopted for calculating the performance fee of the Master Fund, please see section 8.2 'Additional explanation of fees and costs'.</p>

1. In addition to these amounts, a sell spread may apply (see 'Transaction costs' under section 8.2).
2. All figures disclosed exclude the net effect of GST, applicable stamp duty and any reduced input tax credits.
3. These fees and costs do not include fees and costs attributable to the Underlying Fund or Master Fund.
For more information on those fees and costs, see section 8.2 'Additional explanation of fees and costs'.

8.2 Additional explanation of fees and costs

Set out below is additional information about management fees and costs of the Fund, performance fees, transaction costs, and other information about fees and other costs in relation to the Fund.

Management Fee of the Fund

CIML is entitled to a Management Fee of 0.35% p.a. of the Fund's NAV referable to Class B Units (exclusive of GST and any reduced input tax credit) for managing and operating the Fund. The Management Fee in this IM refers to the management fee that CIML is entitled to under the Trust Deed. The Management Fee is calculated monthly based on the Fund's NAV.

The Management Fee is payable monthly in arrears out of the assets of the Fund. For the purposes of the table set out in section 8.1, the Management Fee is expressed as a percentage of the Fund's NAV and excludes GST, any applicable stamp duty and reduced input tax credits.

CIML pays the expenses incurred in administering the Fund (other than extraordinary expenses and Transaction costs) from this Management Fee. These expenses include registry, fund administration, custody, accounting, audit, legal, tax and other due diligence costs.

Establishment Fee of the Fund

The Fund incurs various abnormal and extraordinary expenses upon establishment of the Fund (including, but not limited to, legal, taxation, due diligence and other costs). CIML will charge a fund establishment fee equal to an amount up to \$250,000 (excluding GST), which will be paid from the Fund assets over a period of up to three years starting from the issue of the first units in the Fund.

Underlying Fund Fees and costs

There are additional costs (management fees, expenses and potentially performance fees) applicable to investments made in the Underlying Fund. These costs are paid from the assets of the Underlying Fund and reflected in the Underlying Fund's NAV. These Underlying Fund fees and costs will vary over time. They are not incurred directly by you but will affect your returns from the Underlying Fund.

The Master Fund will maintain a separate capital account for the Underlying Fund, a capital account separate from other feeder funds investing into the Master Fund, and within this separate capital account the Master Fund will maintain a separate sub-account (each, a **'Sub-Capital Account'**) for each investment made by each investor in the Underlying Fund, on any given date.

Net profits of the Master Fund (including realised and unrealised gains) will be allocated to each Sub-Capital Account on a monthly basis on the last day of a calendar month in the proportion that each Sub-Capital Account balance bears to the aggregate Sub-Capital Account balances of the Master Fund. Net losses generally will be allocated among Sub-Capital Accounts in proportion to and to the extent of Sub-Capital Account balances.

Included in the indirect costs is the **'Master Fund Management Fee'** payable to the Underlying Investment Manager monthly in advance with respect to each Sub-Capital Account which is an amount equal to the amount by which:

- (a) 0.90% per annum of the Master Fund's net asset value attributable to such Sub-Capital Account as of the first day of such calendar month (prior to accrual of the Incentive Allocation (defined below)); less
- (b) the Master Fund's share of any unapplied Other NHC Income, and Other Offsets (defined below) attributable to such Sub-Capital Account for such calendar month (as determined by the Underlying Investment Manager, in its reasonable discretion in good faith, in accordance with its internal policies), plus any unapplied amounts from prior months.

Where:

'Other NHC Income' means, with respect to any period;

- any Revenue Share Amounts; and
- any commitment, closing, origination, transaction, break-up, directors', monitoring, management, amendment, and other similar fees related to an investment made by the Master Fund (not including any Permitted Affiliate Payments), that are actually received by the Underlying Investment Manager, its affiliates (not including the Master Fund or any clients, including investment funds and accounts sponsored or managed by the Underlying

Investment Manager (excluding the Underlying Fund, each, an **'Other NHC Account'** and, collectively with the Underlying Fund, the 'NHC Accounts') or employees prior to such time (in each case, net of any related taxes or expenses or any clawback or similar return of such fees, revenue or income).

'Other Offsets' means, with respect to any period, any marketing-related travel expenses of the Underlying Investment Manager personnel with respect to the AUD shares (or any feeder fund invested in the AUD series) and costs and expenses of the Underlying Investment Manager related to external research ratings and placing feeder fund investors in the AUD series on platforms, if and to the extent paid by the Underlying Fund.

To the extent Other NHC Income or Other Offsets would reduce the Master Fund Management Fee with respect to any Sub-Capital Account below zero for any calendar month, any excess Other NHC Income will be carried forward and applied in the calculation of the Master Fund Management Fee with respect to such Sub-Capital Account in future months. The Master Fund Management Fee is calculated, accrued and payable monthly.

The Master Fund will bear all of the operating expenses of the Master Fund and the Underlying Fund. These expenses include, but are not limited to, registry, fund administration, custody, accounting, audit, legal, tax and other due diligence costs. All of the foregoing expenses are treated as expense items of the Master Fund and accordingly are shared by the Underlying Fund on a pro rata based on the balance in its respective capital account as of the first day of each calendar month in which such expenses are incurred or accrued (and accordingly are allocated pro rata among each Sub-Capital Account on the same basis). Any such expenses specific to the Underlying Fund are specially allocated to the Underlying Fund, in a similar manner.

The Master Fund, directly or through its Trading Affiliates, will also pay management or similar fees or amounts to Trading Advisors in connection with their management of the Master Fund's assets allocated to them.

The impact of such costs are reflected in the Master Fund and/or by extension the Underlying Fund's NAV,

and therefore affect the value of your investment in the Fund, and as such are an additional cost to you but are not paid to CIML.

Performance fees

Although entitled to do so under the Trust Deed, the Fund does not currently charge a performance fee. CIML does not currently intend to charge a performance fee in the foreseeable future.

NHC SLP LLC, an affiliate of the Underlying Investment Manager, is entitled to be paid a performance fee from the Master Fund, in the form of an incentive allocation, for its management of the Master Fund and Underlying Fund.

The method adopted for calculating the performance fee of the Master Fund is such that NHC SLP LLC will at the end of each fiscal year (or as of the date of redemption with respect to a redeemed AUD-2 series of shares in the Underlying Fund (and corresponding Sub-Capital Account)), be reallocated an amount (the **'Incentive Allocation'**) equal to 15% of the amount, if any, by which:

- (a) the net profits allocated to each Sub-Capital Account with respect to such fiscal year reduced by any balance in the Loss Recovery Account (defined below) with respect to such Sub-Capital Account at the end of such fiscal year; exceeds
- (b) the Hurdle Amount (defined below) with respect to such Sub-Capital Account for such fiscal year.

Where:

- (a) **'Hurdle Amount'** means, with respect to each Sub-Capital Account for any fiscal year (or portion thereof), an amount equal to the average one-month term secured overnight financing rate (as administered by CME Group Benchmark Administration Limited or any successor administrator) for such period multiplied by the net asset value of such Sub-Capital Account at the beginning of such fiscal year (or on the date such Sub-Capital Account is established if not in existence at the beginning of such fiscal year); and
- (b) **'Loss Recovery Account'** means, in respect to each Sub-Capital Account, an account which is debited each financial year with the aggregate net capital depreciation, if any, allocated to such Sub-Capital Account for such fiscal year. NHC SLP LLC is not allocated any Incentive Allocation with respect to a

Sub-Capital Account until that Sub-Capital Account has recovered any net capital depreciation debited to its Loss Recovery Account. The amount that must be recovered is adjusted pro rata for withdrawals from any Sub-Capital Account.

The Master Fund, directly or through its Trading Affiliates, may also pay performance fees to Trading Advisors in connection with their management of the Master Fund's assets allocated to them.

Performance fees charged by NHC SLP LLC and its Trading Advisors are reflected in the Underlying Fund's NAV, and therefore affect the value of the Fund's NAV and therefore your investment in the Fund.

Transaction costs

In managing the assets of the Fund, the Fund may incur transaction costs which may include, but are not limited to, brokerage (for example, securities lending fees on short sold stock as well as the transaction costs associated with derivatives), buy-sell spread, settlement costs, clearing costs, and stamp duty custody transaction costs on investment transactions. Transaction costs also include transaction costs of the interposed vehicles in which the Fund invests, including the Underlying Fund and subsequently the Master Fund.

Transaction costs may vary as the turnover in the underlying assets may change substantially as investment and market conditions change, which may affect the level of transaction costs not covered by the buy-sell spread. Transaction costs which are incurred, where it has not already been recovered by the buy-sell spread charged by the Fund, are reflected in the Fund's Unit price. As these costs are factored into the asset value of the Fund's assets and reflected in the Unit price, they are an additional cost to you and are not a fee paid to CIML.

Transaction costs are not included in the management fees and costs. Instead, they are recovered from the assets of the Fund or interposed vehicles in which the Fund invests, as and when they are incurred and therefore are an additional cost to you.

Buy-sell spreads

A buy-sell spread is an amount deducted from the value of an Investor's application money or withdrawal proceeds that represents the estimated costs incurred in transactions by the Fund as a result

of the application or redemption.

The Trust Deed permits CIML to impose a buy-sell transaction cost to cover the expenses relating to the purchase or sale of Fund assets associated with an application or redemption.

Currently, no buy-sell spread applies to applications or redemptions from the Fund as no transaction costs are charged by the Underlying Fund when the Fund purchases or redeems shares in the Underlying Fund.

Separately, if the Underlying Fund commences applying a buy-sell spread to applications and redemptions, CIML would seek to apply a buy-sell spread to applications and redemptions from the Fund to pass such costs to Investors entering or exiting the Fund.

Changes to fees

The Trust Deed sets out the fees and expenses payable by the Fund. All fees in this IM can change without the consent of the Investors. 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. You will be given 30 Calendar Days written notice of any variation of fees charged by the Fund (for example, where there is an increase in the Management Fee or the performance fees charged by the Fund). Changes to expenses, indirect costs, performance fees of interposed vehicles, transaction costs and the buy-sell spread do not require prior notice to you.

Any fees and costs stated in this IM are based on information available as at the date of this IM. As such, the actual fees and costs may differ and are subject to change from time to time.

The Trust Deed sets the maximum amount CIML can charge for all fees. If CIML wishes to raise fees above the amounts allowed for in the Trust Deed, CIML will need to amend the Trust Deed in accordance with the relevant provisions in the Trust Deed.

CIML may in its absolute and unfettered discretion waive, reduce, refund or defer any part of the fees and expenses that CIML is entitled to receive under the Trust Deed.

Extraordinary expenses

Generally, normal operating expenses incurred

in managing the Fund will be paid from the Management Fee referred to above. However, if abnormal or extraordinary expenses are incurred, CIML has the right under the Trust Deed to recover abnormal or extraordinary expenses out of the assets of the Fund. Abnormal or extraordinary expenses are expected to occur infrequently and may include (without limitation):

- convening of an Investors' meeting;
- termination of the Fund;
- amending the Trust Deed;
- defending or bringing of litigation proceedings; and
- replacement of CIML as the trustee of the Fund.

Differing fees

There may be differing fee arrangements for

Investors in different classes. The fees and costs referred to above relate to Units in Class B.

The Management Fee may be negotiated with Investors. These arrangements reflect terms privately agreed with each Investor. Neither New Holland nor CIML is under any obligation to make arrangements on these terms available to all other Investors.

Side letters

CIML may from time to time enter into side letters with Investors under which supplement or alter the terms of the Fund with respect to that Investors. This may include (without limitation), provision of further information or reporting, supplementing rights of the Investor, limiting CIML's discretion, or rebating or waiving fees. CIML is not required to disclose the content or presence of side letters to Investors as a whole.

9. TAXATION

There are tax implications when investing in, and withdrawing and receiving income from, the Fund. CIML cannot give tax advice and we recommend that you consult your professional tax adviser as the tax implications of investing in the Fund can impact Investors differently. Below is a general outline of some key tax considerations for Australian resident Investors. This information is based on our current interpretation of the relevant taxation laws and does not consider an Investor's specific circumstances. As such, Investors should not place reliance on this as a basis for making their decision as to whether to invest.

Income earned by the Fund, whether distributed or reinvested, should form part of an Investor's assessable income in the year of attribution. The timing of when the Fund's net income is brought to account for tax purposes may be different to when amounts are distributed to you, so that you may be required to pay tax on income that has not yet been or may not be distributed to you.

At the end of the Fund's tax year, we will send to you the details of assessable income, capital gains, or tax credits attributed to you for that year, together with any other relevant tax information required to complete your income tax return.

Attribution Managed Investment Fund ('AMIT')

The Fund has elected to become an Attribution Managed Investment Trust ('AMIT') from the financial year commencing 1 July 2023. As an AMIT, if all determined trust components of each particular category or character (i.e. relating to assessable income, exempt income, non-assessable non-exempt income and tax offsets) are attributed each year to members on a fair and reasonable basis in accordance with the Trust Deed, the Fund itself is not subject to tax. As the Investor, you will be assessed for tax on your attributed share of the Fund's taxable income, including any net capital gains.

Capital gains tax ('CGT')

Your assessable income for each year may include net capital gains (i.e. after offsetting capital losses). The sources of your capital gains tax may include:

- a component of the trust's net income attributed to Investors in the Fund; and
- the withdrawal of your investment in the Fund (including the redemption of Units).

Individuals, trusts and complying superannuation entities may be eligible for CGT concessions in relation to capital gains made with respect to their disposal of units where they have held those units for at least 12 months.

If you hold your Units on a revenue account, gains and losses will be taxable as ordinary income or allowed as a deduction, as the case may be, and will not qualify for the CGT discount.

Goods and services tax (GST)

Unless otherwise stated, the fees and other costs shown in this IM are exclusive of Goods and Services Tax ('GST') and any applicable stamp duty, less reduced input tax credits ('RITC'). The rate of GST and any other taxes may change if the relevant law changes.

Investors should not be directly subject to GST when applying for or withdrawing Units. However, the Fund may incur GST as part of the expenses of the Fund. The Fund may then be entitled to claim RITCs for GST incurred on certain expenses.

Foreign tax offsets

Australian residents are required to include in their assessable income their share of any foreign income which forms part of the Fund net income. Investors will normally be entitled to a tax offset (or credit) in respect of foreign taxes paid in respect of the foreign source income of the Fund and attributed to them.

Tax file number ('TFN') and Australian Business Number ('ABN')

It is not compulsory for Investors to provide their TFN or ABN, and it is not an offence if you decline to provide them. However, unless entitled to an exemption, if an Investor does not provide their TFN or ABN, tax will be deducted from income distributions at the highest personal marginal rate plus the Medicare levy (and any other levies required to be withheld from distributions from time to time). The ABN, TFN or an appropriate exemption can be provided on the application form when making an initial investment. The collection of TFNs is authorised and their use is strictly regulated by tax and privacy laws.

Taxation of financial arrangements ('TOFA')

Generally, TOFA applies to gains and losses from financial arrangements and how they are treated for income tax purposes. The TOFA rules may apply to the Fund. Generally, Investors are not directly subject to TOFA unless they have elected for the TOFA rules to apply. Regardless of this, you should seek your own advice in relation to the applicability of TOFA as applicable to your particular circumstances.

10. APPLICATION PROCESS

10.1. Applications

The Fund unit price and the Fund's NAV are calculated and determined monthly on the last Calendar Day of each month. To invest in the Fund, applications must be received, verified and accepted by the Fund Administrator and cleared application monies received in the Fund's application bank account by 5pm (Sydney, New South Wales, Commonwealth of Australia time) five Business Days prior to the last Calendar Day of each month to receive the application unit price for that month. CIML may accept applications in limited circumstances and in its absolute discretion, after this day.

The application form is available by contacting Channel Client Services.

Channel Client Services

Attention: Applications

GPO Box 206, Brisbane, QLD 4001

Email | clientservices@channelcapital.com.au

Telephone | 1800 940 599

Once you have completed the application form (having read the investor declaration and authorisation), please have the application form signed by the authorised signatories for the account and then return the completed form to Channel Client Services. Application monies should be sent by electronic transfer to the Fund's application account noted on the application form.

For an application form to be valid, it must be correctly completed, and it must comply with the designated minimum investment amounts and be appropriately signed by the applicant(s). However, CIML may, at its discretion, accept amounts less than the minimum initial investment amount. Where CIML has accepted amounts less than the minimum initial investment amount of \$50,000,000, the investor is required to provide an accountant's certificate, which can be found in PART E of the application form. There is no minimum amount for subsequent, additional investments.

Investors may also access the Fund indirectly. This IM has been authorised for use by IDPS operators. Such Indirect Investors do not acquire the rights of an Investor of the Fund except in relation to CIML's complaints resolution process. Rather, it is the operator or custodian of the IDPS that acquires those rights. Therefore, Indirect Investors do not receive income distributions or reports directly from us, do not have the right to attend meetings of unitholders and do not have cooling off rights. Indirect Investors should not complete the Fund's application form. The rights of Indirect Investors are set out in the disclosure document for the IDPS. If you are investing through an IDPS, enquiries should be made directly to the IDPS operator.

Additional applications

If you are an existing Investor in the Fund you may apply for additional Units by completing an additional application form. It is not necessary for you to complete another full application form. Please insert your Investor number, name and personal details as well as your additional investment amount into the spaces provided on the form.

Additional investments can be made (in accordance with the application process and timings set out in this section), by providing us with a completed additional application form. The additional investment amount will be added to your existing investment in the Fund. Additional investments are made on the basis of the current IM at the time of investment. The latest IM is available at www.channelcapital.com.au.

Incomplete Applications

If, for any reason, we are unable to process your application (for example, the application form is incomplete or incorrectly completed or we are not satisfied that we have received the necessary proof of identification requirements to meet our obligations under AML Requirements as set out in the application form, the application monies will be held by us in a non-interest bearing trust account for up to 30 Calendar Days (while we endeavour to verify your identification information or obtain any necessary outstanding information) after which we will return the application monies to you.

No interest is received on application monies, including monies for additional investments, and no interest will be paid to you if for any reason your application can not be accepted.

We reserve the right not to accept (wholly or in part) any application for any reason or without reason. If we refuse to accept an application form, any monies received from you will be returned to you without interest.

10.2.Redemptions

It is expected that CIML will generally process withdrawal requests monthly on the last Calendar Day of each month ('**Redemption Date**'), where liquidity is available. CIML will process Redemption requests on a best endeavours basis, however, an Investor's ability to withdraw will be subject to various factors including available cash in the Fund and the Fund's ability to redeem from the Underlying Fund. CIML therefore has discretion to accept or not accept redemption requests as required.

Withdrawal requests must be received by 5pm (Sydney, New South Wales, Commonwealth of Australia time) five Business Days prior to the last Calendar Day of the month, and will be processed using the Redemption Date as at the end of the following month, subject to the withdrawal process described below. The redemption cut off is therefore approximately 35 Calendar Days prior to the Redemption Date. CIML, at its sole discretion, has the right to wave notice periods and as a result, an Investors' withdrawal requests may be processed using an earlier Redemption Date. You can obtain a withdrawal form by contacting Channel Client Services.

Your Units will be redeemed based on the unit price prevailing at the relevant Redemption Date. As part of the redemption proceeds, Investors will receive their share of any net income of the Fund for the period of time during which their Units were issued in the relevant distribution period. These proceeds are included in the Unit price. Investors will also receive their share of the capital value of the Fund on redemption.

There is no minimum redemption amount. If your redemption request would result in your investment balance being less than \$50,000,000, we may treat your redemption request as being for your entire investment. We will provide Investors with advance notice of any mandatory redemptions.

There may be circumstances where your ability to withdraw from the Fund is restricted, including (without limitation) circumstances where:

- disposal would be prejudicial to other Investors, such as where there is a large single withdrawal, a number of significant withdrawals together or adverse market conditions; or
- it is not practicable to sell investments in the Fund in the usual timeframe.

For more information about such risks, see risks in section 6 related to withdrawal and liquidity.

The amount available to fund withdrawal requests is subject to the available cash of the Fund on the relevant Redemption Date. The cash available to fund withdrawal requests may, from time to time, be limited.

If the Fund does not have sufficient cash to meet all withdrawal requests for a Redemption Date, withdrawal will be partially accepted and processed pro-rata across all redeeming Investors. The amount redeemed will be based on the amount of their withdrawal request relative to the amount of cash CIML reasonably considers is available to fund withdrawals on the relevant Redemption Date.

Any withdrawals rejected in either whole or in part on a Redemption Date will not be carried over to the next Redemption Date for processing and will be considered cancelled in either whole or part. A new withdrawal request will need to be submitted for the next Redemption Date. Redemption proceeds will generally be paid within 30 Calendar Days after the relevant Redemption Date, subject to the rights and obligations of CIML set out in the Trust Deed.

To meet withdrawal requests for a Redemption Date, CIML may also choose to redeem some of the Fund's shares in the Underlying Fund. The Underlying Fund will have limited liquidity and the Fund can apply for redemptions monthly on the last Calendar Day of each calendar month, subject to a maximum redemption percentage which will generally be 6% of the Fund's shares in the Underlying Fund, upon written notice to the Underlying Fund given no later than 25 Calendar Days prior to the end of such calendar month. Further explanation of the Underlying Fund's redemption procedures and how it calculates the maximum redemption percentage, is described below.

In certain circumstances CIML may suspend redemptions up to 1,100 Calendar Days in accordance with the Trust Deed, including (without limitation) if CIML believe this is in the best interests of Investors to do so or if CIML cannot realise all of the Fund's assets in cash.

Withdrawal requests must be signed by the appropriate authorised signatories. Bank accounts must be in the name(s) of the Investor(s) as specified in the application form or as otherwise notified to CIML. Proceeds will be paid in AUD.

Underlying Fund's redemption procedures

The Underlying Fund will have limited liquidity and the Fund, as a shareholder of the Underlying Fund, can apply for the redemption of some or all of its interests in the Underlying Fund monthly on the last Calendar Day of each calendar month up to its Maximum Redemption Percentage (defined below), upon written notice to the Underlying Fund given no later than 25 Calendar Days prior to the end of such calendar month.

The '**Maximum Redemption Percentage**' in the Underlying Fund means, with respect to the Fund's shareholdings in the AUD-2 series of shares in the Underlying Fund, on any monthly redemption date, 6% of such AUD-2 shares; provided, that if the Fund submits redemption requests in an amount equal to or exceeding its maximum redemption percentage in respect of such AUD-2 shares for consecutive monthly redemption dates, the maximum AUD-2 redemption percentage shall equal an amount determined in accordance with the following formula; provided that the maximum AUD-2 redemption percentage shall not exceed 100%:

$$\frac{6\%}{(1-6\% \times (X-1))}$$

Where X equals the number of consecutive monthly redemption dates for which the Fund has submitted redemption requests for amounts equal to or in excess of its maximum redemption percentage in respect of the AUD-2 series of shares in the Underlying Fund. The benefit from increased liquidity resulting from the Fund submitting consecutive monthly redemption to the Underlying Fund, will be borne by the Fund as a whole and is not passed onto any particular unit class or individual Investor.

In addition to the Maximum Redemption Percentage in the Underlying Fund, with any withdrawal by a shareholder of more than 90% of its shares, the Underlying Fund may hold back 5% of the redemption proceeds that would otherwise be paid to such shareholder, pending completion of the audit for the year in which such withdrawal occurs. The amount of such holdback, as it may be adjusted in connection with such audit, shall be paid to the redeeming shareholder within 30 Calendar Days following delivery to the Underlying Fund of the audit for the year in which such Redemption Date occurs.

The Underlying Fund's board of directors may suspend the right of redemption or postpone the date of payment of redemption proceeds for any period during which the Master Fund has suspended withdrawal rights or postponed the date of payment of redemption proceeds. The Master Fund may suspend withdrawal rights, in whole or in part, or postpone the date of payment of redemption proceeds for any period during which:

- any stock exchange or over-the-counter market on which a substantial part of the investments owned, directly or indirectly, by the Master Fund are traded is closed or trading on any such exchange or market is restricted or suspended;
- there exists a state of affairs that constitutes a state of emergency as a result of which disposal of the investments owned, directly or indirectly, by the Master Fund is not reasonably practicable or it is not reasonably practicable to determine fairly the value of the Master Fund's assets;

- a breakdown occurs in any of the means normally employed in ascertaining the value of a substantial part of the assets owned, directly or indirectly, by the Master Fund or when for any other reason the value of such assets cannot reasonably be ascertained;
- there exist such other extraordinary circumstances, as determined in good faith by the General Partner, that cause withdrawals or such payments to be impracticable under existing economic or market conditions or conditions relating to the Master Fund; or
- in connection with the winding up of the Master Fund, the Underlying Fund or certain other feeder funds.

Additionally, CIML may be required to redeem all or part of the Fund's shares in the Underlying Fund upon 30 Calendar Days' prior written notice, or without prior notice if, in the sole discretion of the Underlying Fund's board of directors, the Underlying Fund might otherwise be adversely affected.

Transfers

You can request a transfer of some or all of your Units to a third party by completing and signing a transfer form and providing us with any other documentation required by us or any law. You can obtain a transfer form by contacting Channel Client Services. CIML reserves the right to refuse to register a transfer of Units without giving a reason.

11. ANTI-MONEY LAUNDERING AND COUNTER-TERRORISM FINANCING AND OTHER RELEVANT LEGISLATION

Anti-Money Laundering and Counter-Terrorism Financing

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) ('**AML Act**') and other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies which apply to CIML ('**AML Requirements**'), regulate financial services and transactions in a way that is designed to detect and prevent money laundering

and terrorism financing. The Australian Transaction Reports and Analysis Centre ('**AUSTRAC**') enforce the AML Act. In order to comply with the AML Requirements, CIML is required to, amongst other things:

- verify your identity and source of your application monies before providing services to you, and to re-identify you if we consider it necessary to do so; and

- where you supply documentation relating to the verification of your identity, keep a record of this documentation for 7 years.

CIML and the Fund Administrator as its agent (collectively the **'Entities'**, for the purpose of this section) reserve the right to request such information as is necessary to verify your identity and the source of the payment. In the event of delay or failure by you to produce this information, the Entities may refuse to accept an application and the application monies relating to such application or may suspend the payment of withdrawal proceeds if necessary to comply with AML Requirements applicable to them. Neither the Entities nor their delegates shall be liable to you for any loss suffered by you as a result of the rejection or delay of any subscription or payment of withdrawal proceeds.

The Entities have implemented a number of measures and controls to ensure they comply with their obligations under the AML Requirements, including carefully identifying and monitoring Investors. As a result of the implementation of these measures and controls:

- transactions may be delayed, blocked, frozen or refused where an Entity has reasonable grounds to believe that the transaction breaches the law or sanctions of Australia or any other country, including the AML Requirements;
- where transactions are delayed, blocked, frozen or refused the Entities are not liable for any loss you suffer (including consequential loss) caused by reason of any action taken or not taken by them as contemplated above, or as a result of their compliance with the AML Requirements as they apply to the Fund; and
- CIML or the Fund Administrator may from time to time require additional information from you to assist in this process

The Entities have certain reporting obligations under the AML Requirements and are prevented from informing you that any such reporting has taken place. Where required by law, an entity may disclose the information gathered to regulatory or law enforcement agencies, including AUSTRAC. The Entities are not liable for any loss you may suffer as a result of their compliance with the AML Requirements.

Foreign Account Tax Compliance Act ('FATCA') and Common Reporting Standard ('CRS')

The United States of America has introduced rules (known as FATCA) which are intended to prevent US persons from avoiding tax. Broadly, the rules may require the Fund to report certain information to the Australian Taxation Office (**'ATO'**), which may then pass the information on to the US Internal Revenue Service (**'IRS'**). If you do not provide this information, we will not be able to process your application.

In order to comply with these obligations, CIML will collect certain information about you and undertake certain due diligence procedures to verify your FATCA status and provide information to the ATO in relation to your financial information required by the ATO (if any) in respect of any investment in the Fund.

The Australian Government has implemented the OECD Common Reporting Standards Automatic Exchange of Financial Account Information (**'CRS'**). CRS, like the FATCA regime, requires banks and other financial institutions to collect and report to the ATO.

CRS requires certain financial institutions to report information regarding certain accounts to their local tax authority and follow related due diligence procedures. The Fund is expected to be a 'Financial Institution' under the CRS and intends to comply with its CRS obligations by obtaining and reporting information on relevant accounts (which may include your Units in the Fund) to the ATO.

In order for the Fund to comply with its obligations, we will request that you provide certain information and certifications to us. We will determine whether the Fund is required to report your details to the ATO based on our assessment of the relevant information received. The ATO may provide this information to other jurisdictions that have signed the "CRS Competent Authority Agreement", the multilateral framework agreement that provides the mechanism to facilitate the automatic exchange of information in accordance with the CRS. The Australian Government has enacted legislation amending, among other things, the Taxation Administration Act 1953 (Cth) to give effect to the CRS.

12. ADDITIONAL INFORMATION

Communicating with Investors

Investors will receive the following communications from CIML:

- confirmation of your investments and withdrawals;
- an annual tax statement;
- a monthly Investor statement detailing the transactions during the period and the balance of your investments;
- a monthly performance report;
- a distribution statement, following each distribution; and
- the annual accounts for the Fund

Annual financial reports will be made available at www.channelcapital.com.au. They will not be sent to Investors unless requested.

If you are an Indirect Investor investing through an IDPS, you should contact your IDPS operator to confirm any communications you may receive in relation to the Fund from your IDPS operator.

Complaints resolutions

CIML has established procedures for dealing with complaints. We aim to resolve any concerns or complaints quickly and fairly. If an Investor has a concern or complaint, they can contact CIML at:

Channel Investment Management Limited

GPO Box 206

Brisbane QLD 4001

Phone: 1800 940 599

Email: clientservices@channelcapital.com.au

CIML will use reasonable endeavours to deal with and resolve the complaint within a reasonable time, but in any case, no later than 30 Calendar Days on receipt of the complaint. All investors, regardless of whether you hold Units in the Fund directly or hold Units indirectly via an IDPS, can access CIML's complaints resolution process outlined above. If investing via an IDPS and your complaint concerns the operation of the IDPS then you should contact the IDPS operator directly.

Trust Deed

The operation of the Fund is governed by its Trust Deed, this IM, the Corporations Act and other laws such as the general law relating to trusts.

The Trust Deed addresses matters such as unit pricing, applications and withdrawals, the issue and transfer of units, Investor meetings, CIML's powers to invest, borrow and generally manage the Fund and fee entitlement and right to be indemnified from the Fund's assets.

Consents

New Holland and Apex have each given, and have not withdrawn before the date of this IM, their written consent to be named in this IM for the Fund in the form and context in which they are named.

New Holland and Apex have not been involved, except as otherwise stated in this section, in the preparation of this IM and do not accept any responsibility or liability for any information contained in this IM. In addition, New Holland and Apex are not involved in the investment decision-making process for the Fund.

General conflicts of interest

CIML and third-party service providers of the Fund may, during the course of their business, have potential conflicts of interest which may not be managed effectively and may be detrimental to the Fund and its Investors. Additionally, certain activities of New Holland and its affiliates will give rise to, and contain embedded, conflicts of interest that are relevant to the Underlying Fund and the TAF Investment Program (for example, but without limitation, conflicts of interest relating to inducements, fees and costs, related party transactions, cross-transactions, competing interests, allocations of investment opportunities and subsequent dispositions). New Holland and CIML have implemented policies and procedures to seek to identify and appropriately managed any conflict of interest which may arise.

TAF Investment Program general conflicts of interest

New Holland provides various services to multiple investment funds and accounts, which may have similar or conflicting objectives, leading to actual and potential conflicts of interest. The relationships among the Underlying Fund, other New Holland accounts, New Holland, and entities included in the TAF Investment Program are complex and dynamic, and as the businesses change over time, new or additional conflicts may arise. Conflicts of interest may negatively impact the returns of the investors in the TAF Investment Program (including the Fund, in its capacity as an investor in the Underlying Fund).

In particular, from time to time, New Holland may enter into arrangements with a Trading Advisor pursuant to which New Holland or its affiliates are entitled to receive a portion of such Trading Advisor's fees, revenues or other income, either pursuant to contractual arrangements or ownership interests in such Trading Advisor and its affiliates, excluding:

- (a) any investment return of or on any capital contributions (whether made in cash or in kind) or other invested capital, in each case made directly or indirectly by New Holland or its beneficial owners;
- (b) any advances of amounts to pay tax liabilities or other tax-related distributions;
- (c) amounts paid to an Affiliated Trading Advisor to cover the operating costs of such Affiliated Trading Advisor, including any base and performance compensation for its investment team and overhead costs (not including any charge for the back-office support or personnel that New Holland or its affiliates may provide such Affiliated Trading Advisor) as determined in accordance with New Holland's policies with respect to the allocation of expenses ('Permitted Affiliate Payments'); or
- (d) any amounts received by an Affiliated Trading Advisor that are attributable to an investor that is not an NHC Account,

(the 'Revenue Share Amounts').

New Holland maintains policies and procedures to address conflicts of interest and attempts to resolve them fairly and equitably on a case-by-case basis. However, New Holland cannot guarantee that all conflicts will be resolved in an equitable or favourable manner for the TAF Investment Program and its investors. By investing in the Fund, which in turn invests into the Underlying Fund and is therefore exposed to the TAF Investment Program generally, Investors acknowledge the existence of actual, apparent, and potential conflicts of interest in their investment in the Fund.

THE CONFLICTS AND CONSIDERATIONS STATED ABOVE ARE NOT EXHAUSTIVE, AND POTENTIAL INVESTORS SHOULD READ THIS ENTIRE IM AND CONSULT THEIR ADVISORS BEFORE DECIDING TO INVEST IN THE FUND. AS THE FUND'S INVESTMENT PROGRAM EVOLVES, ADDITIONAL AND DIFFERENT CONFLICTS AND CONSIDERATIONS MAY ARISE AT EITHER THE FUND OR TAF INVESTMENT PROGRAM LEVEL. INVESTORS SHOULD ALSO CONSIDER THE POTENTIAL EFFECTS OF THE INTERPLAY OF MULTIPLE MATTERS.

13. PRIVACY

CIML has a board approved privacy policy. We collect and manage your personal information in accordance with this policy, the Privacy Act 1998 (Cth) ('Privacy Act') and the Australian Privacy Principles ('APP').

CIML may collect personal information from you in the application form and any other relevant forms in order to process your application, administer your investment and for other purpose permitted under the Privacy Act. Tax, company and anti-money laundering law also require some of the information to be collected in connection with an application. In some cases, we collect personal information from third parties including public sources, our related companies, referrers, brokers, agents, your adviser(s) and our service providers.

If you do not provide us with your relevant personal information, we will not be able provide you with products or services (such as issuing you Units).

Privacy laws apply to our handling of personal information and we will collect, use and disclose your personal information in accordance with our privacy policy, which includes details about the following matters:

- the kinds of personal information we collect and hold;
- how we collect and hold personal information;
- whether collection is required or authorised by law;
- the purposes for which we collect, hold, use and disclose personal information;

- the entities or persons to which personal information is usually disclosed;
- how you may access personal information that we hold about you and seek correction of such information (note that exceptions apply in some circumstances);
- how you may complain about a breach of the APPs, or a registered APP code (if any) that binds us, and how we will deal with such a complaint; and
- whether we are likely to disclose personal information to overseas recipients and, if so, the countries in which such recipients are likely to be located if it is practicable for us to specify those countries.

Personal information is unlikely to be disclosed to any third parties overseas. CIML may also be allowed or obliged to disclose information by law. If an Investor has concerns about the completeness or accuracy of the information CIML has about them or would like to access or amend personal information held by CIML, they can contact CIML's Privacy Officer at:

Attention: Privacy Officer
 Channel Investment Management Limited
 GPO Box 206
 Brisbane QLD 4001
Phone: 1800 940 599

Our privacy policy is publicly available at www.channelcapital.com.au or you can obtain a copy free of charge by contacting us.

15. GLOSSARY

ABN	Australian Business Number
Affiliated Trading Advisors	Has the meaning set out in section 4.2 of this IM
AFSL	Australian Financial Services Licence
AMIT	Attribution Managed Investment Trust
AML Act	Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)
AML Requirements	Other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies which apply to CIML
Apex or Fund Administrator	Apex Fund Services Pty Ltd ACN 118 902 89 or as otherwise appointed by the Trustee
APP	Has the meaning set out in section 13 of this IM
ASIC	Australian Securities and Investments Commission
ATO	Australian Taxation Office
AUD	Australian Dollar currency
AUSTRAC	Australian Transaction Reports and Analysis Centre
Business Day	A day that is not a Saturday, Sunday or a public holiday in Brisbane, Queensland or Sydney, New South Wales, Commonwealth of Australia
Calendar Day	All days in a month, including weekends and holidays

CGT	Capital Gains Tax
Channel	Channel Capital Pty Ltd ACN 162 591 568 (authorised representative number 001274413 of CIML)
CIML, Trustee, we, us, and our	Channel Investment Management Limited ACN 163 234 240 AFSL 439007
Corporations Act	<i>Corporations Act 2001</i> (Cth)
CRS	Common Reporting Standard
Entities	Has the meaning set out in section 11 of this IM
FATCA	Foreign Account Tax Compliance Act
FMCA	Financial Markets Conduct Act 2013 (NZ)
Fund	New Holland Tactical Alpha Fund (AUD)
Fund Assets	The value of all property, rights and income of the Fund as calculated in accordance with the Trust Deed
Fund Liabilities	The total of losses, taxes, fees and expenses and other liabilities of the Trustee relating to the Fund, including accrued but unpaid Investor entitlements in connection with the Fund, but excluding the liability of the Fund to Investors for their undivided interest in the Fund Assets
Fund's NAV	The Fund Assets less the Fund Liabilities
General Partner	405 GP Ltd, the general partner of the Master Fund
GST	Goods and Services Tax
Hurdle Amount	Has the meaning set out in section 8.2 of this IM
IDPS	Investor Directed Portfolio Service, IDPS-like scheme or a nominee or custody services (collectively known as master trusts or wrap accounts)
Incentive Allocation	Has the meaning set out in section 8.2 of this IM
Indirect Investors	A person investing through an IDPS
IM	This Information Memorandum
Investor	A person who is a registered holder of Units
IRS	Internal Revenue Service
Loss Recovery Account	Has the meaning set out in section 8.2 of this IM
Management Fee	The fee payable to CIML for managing the Fund's investments

Master Fund	New Holland Tactical Alpha Master Fund LP
Master Fund Management Fee	Has the meaning set out in section 1 of this IM
Maximum Redemption Percentage	Has the meaning set out in section 10.2 of this IM
New Holland	New Holland Capital LLC (together with its affiliates)
NHC Accounts	Has the meaning set out in section 8.2 of this IM
Other NHC Account	Has the meaning set out in section 8.2 of this IM
Other NHC Income	Has the meaning set out in section 8.2 of this IM
Other Offsets	Has the meaning set out in section 8.2 of this IM
PDS	Product Disclosure Statement
Permitted Affiliate Payments	Has the meaning set out in section 12 of this IM
Privacy Act	<i>Privacy Act 1998 (Cth)</i>
Redemption Date	Has the meaning set out in section 10.2 of this IM
Revenue Share Amounts	Has the meaning set out in section 12 of this IM
RITC	Reduced input tax credits
Sub-Capital Account	Has the meaning set out in section 8.2 of this IM
TAF Investment Program	Has the meaning set out in section 4.2 of this IM
TFN	Tax file number
TOFA	Taxation of financial arrangements
Trading Advisors	Has the meaning set out in section 4.2 of this IM
Trading Affiliates	Has the meaning set out in section 4.2 of this IM
Trust Deed	Trust deed of the Fund, as amended from time to time
Underlying Fund	New Holland Tactical Alpha Offshore Fund Ltd
Underlying Investment Manager	New Holland Capital LLC
Underlying Fund's NAV	The value of all securities and other assets of the Underlying Fund, less all of the Underlying Fund's liabilities
Unit/s	Class B unit/s of the Fund
Wholesale Client	Wholesale clients as defined in section 761G of the Corporations Act 2001 (Cth) in Australia
Wholesale Investor	Wholesale investor within the meaning of the Financial Markets Conduct Act 2013 (NZ) in New Zealand

15. CONTACT

Fund Administrator | Investor Services

Apex Fund Services Pty Ltd

Postal Address

GPO Box 4968
Sydney NSW 2001

Email registry@apexgroup.com

Phone 1300 133 451

Fax +61 2 9251 3525

Trustee

Channel Investment Management Limited
ACN 163 234 240 AFSL 439007

Address

Level 19, 1 Eagle Street
Brisbane QLD 4000

Website www.channelcapital.com.au

Phone 1800 940 599