

RESOLUTION CAPITAL

RESOLUTION CAPITAL GLOBAL LISTED INFRASTRUCTURE FUND

ARSN 653 043 442 APIR WHT5739AU

PRODUCT DISCLOSURE STATEMENT

DATED: 22 SEPTEMBER 2023

ISSUED BY: PINNACLE FUND SERVICES LIMITED ABN 29 082 494 362 AFSL 238371

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Important information

This Product Disclosure Statement ('PDS') provides a summary of significant information you need to make a decision about the Resolution Capital Global Listed Infrastructure Fund ARSN 653 043 442 (the 'Fund'). It includes references to other important information which is in the Additional Information to the PDS and forms part of this PDS. You can access these documents from the Fund's webpage at www.rescap.com/resolution-capital-global-listed-infrastructure-fund you can request a paper copy free of charge by contacting us or using the contact details provided.

The information in the PDS is general information only. To the extent the information in the PDS constitutes financial product advice, such advice is general advice only and has been prepared without taking into account your objectives, personal financial situation or needs. Before investing, you should consider the appropriateness of the advice in light of your own objectives, financial situation and needs, and consider obtaining financial advice tailored to your personal circumstances. You should also read the PDS before making any decision about whether to acquire units. The investment offered in the PDS is available only to persons receiving the PDS (electronically or in hard copy) within Australia and New Zealand.

Units in the Fund may not be offered or sold within the US, or sold to, or for the account or benefit of, any 'US Persons' (as defined in Regulations of the US Securities Act 1933, as amended).

All monetary amounts referred to in the PDS and in the Additional Information to the PDS are given in Australian dollars and all phone/fax numbers are to phone/fax numbers in Australia (unless otherwise stated). All calculation examples shown are rounded to the nearest whole dollar.

A reference to a 'Business Day' is a reference to a day which is not a Saturday, Sunday or public holiday in New South Wales, Australia.

Neither the Responsible Entity nor Resolution Capital guarantees the performance of the Fund or the return of capital or income.

Updated information

The information in the PDS and Additional Information to the PDS may change over time. The Responsible Entity may update this information where this does not involve a material adverse change and make it available to you, where permitted by law, via the Fund's webpage. You can also obtain updated information by contacting us.

1 ABOUT PINNACLE FUND SERVICES LIMITED

Pinnacle Fund Services Limited

Pinnacle Fund Services Limited ABN 29 082 494 362 AFSL 238371 is the responsible entity ('Responsible Entity', 'RE', 'we', 'our', 'us') of the Fund. Pinnacle Fund Services Limited is wholly owned by Pinnacle Investment Management Limited ABN 66 109 659 109 ('Pinnacle'). Pinnacle supports the development of high-quality investment management businesses and is the distributor of the Fund.

Resolution Capital Limited

We have appointed Resolution Capital ABN 50 108 584 167 AFSL 274491 ('Resolution Capital', 'the Investment Manager') as the investment manager of the Fund.

Resolution Capital is a specialist investment manager that is focused on investing in global listed real assets securities, listed on key exchanges around the world. Established in 2004 and based in Sydney, Australia, the company is majority owned by employees, predominantly its investment team.

Resolution Capital is an active manager and believes that the ultimate driver of returns from listed real estate and infrastructure securities is the quality and level of sustainable cash earnings generated by the underlying assets. As a result, Resolution Capital's investment process is focused on evaluating these cash-flows consistently across sectors and regions. Resolution Capital believes that listed real estate and infrastructure provides an excellent and efficient means of gaining exposure to the returns of some of the world's highest quality real estate and infrastructure assets.

The investment team has a strong track record of performance in listed real estate investment, with one of the longest track records in both the Global and Australian REIT arenas. The team has considerable experience in real estate, with diverse backgrounds including real estate valuation, development, funds management, capital transactions, stock broking and economic research.

There are three key factors which differentiate Resolution Capital:

Aligned – Resolution Capital is majority employee owned, which includes its investment team. This enables the business to create a clear link between client outcomes and team rewards. Resolution Capital and staff also invest in the Funds that it manages.

Specialist – Resolution Capital has an experienced and dedicated team of professionals, who focus solely on investing in real estate and infrastructure securities, and devotes substantial resources researching these markets. This reduces distractions and allows the team to focus on making sound investment decisions for its clients.

Industry Proprietary research – Resolution Capital invests substantially in proprietary research and conducts primary research predominantly on a sector basis rather than on a regional basis. This is a point of difference for the team and enables comparison and identification of industry trends on a global basis.

Neither the Responsible Entity nor the Investment Manager guarantees the performance of the Fund or the return of capital or income. Your investment in the Fund is subject to investment risk. This could involve delays in repayment and loss of income or the principal invested.

Other service providers

Citigroup Pty Limited ABN 88 004 325 080 ('Citi') has been appointed as the Custodian, Fund Administrator and Unit Registry for the Fund.

2 HOW THE FUND WORKS

WHAT DO YOU INVEST IN?	The Fund is a registered managed investment scheme. When you invest in the Fund, your money will be pooled with that of other investors and you will be issued 'units'. Each unit held in the Fund gives the unitholder a beneficial interest in the Fund as a whole, but not in any particular asset of the Fund. Holding units in the Fund does not give a unitholder the right to participate in the management or operation of the Fund. Each unit in the Fund offered or issued under this PDS is of equal value and identical rights (as between units of the same class) are attached to all such units. We are required by the Corporations Act to treat all unitholders within a class of units equally and unitholders in different classes fairly. We will keep a record of the number of units you have bought.
MINIMUM INITIAL INVESTMENT	You can make an investment in the Fund with a minimum initial investment amount of \$25,000 or as agreed with the Responsible Entity. When you make an investment in the Fund, your units will be allocated to you based on the entry price for the Business Day your application is processed. The minimum initial investment amount does not apply to investments made through an IDPS.
ADDITIONAL INVESTMENTS	You are able to increase your investment at any time by buying additional units, subject to the minimum additional investment amount of \$5,000, or as agreed with the Responsible Entity. The minimum additional investment amount does not apply to investments made through an IDPS.
WITHDRAWALS	You can decrease your investment at any time by withdrawing your units in the Fund. When you withdraw, your units will be redeemed based on the exit price for the Business Day on which your withdrawal request is processed. Direct withdrawal requests can be made daily and must be received by the Unit Registry, Citi, prior to 12:00pm (Sydney time) on a Business Day. Withdrawal requests received after that time, or on a non-Business Day, will be treated as being received on the next Business Day. Electronic transfer of the redemption proceeds can take up to 7 Business Days, however it will often be completed in a shorter period of time. There is a minimum withdrawal amount of \$5,000. If your withdrawal request would result in your investment balance being less than \$25,000, we may treat your withdrawal request as being for your entire investment. We will provide investors with advance notice of any compulsory redemption. The minimum balance does not apply to investments through an Investor Director Portfolio Service ('IDPS').
ACCESS TO FUNDS	Extreme market conditions can cause difficulties or delays to the Fund being able to sell its assets or require it to freeze withdrawals. These circumstances could result in it taking a period of time before you are able to withdraw your investment, or it taking longer than usual for you to receive your withdrawal proceeds. We will not satisfy a withdrawal request if the Fund becomes illiquid (as defined under the Corporations Act 2001 ('Corporations Act')). In certain circumstances we may suspend withdrawals.
UNIT PRICE	A unit price is calculated for every Business Day which is equal to the value of the Fund's net assets attributable to the units divided by the number of units. Generally, the unit price changes daily as the market value of the Fund's assets rises or falls. The entry price is calculated by taking the net asset value of the Fund apportioned to Class A units and adding to it an amount which reflects the estimated cost of acquiring the Fund's assets attributable to Class A units (subject to the Responsible Entity's discretion to reduce or waive such costs) and dividing the net figure by the number of Class A units on issue in the Fund. The exit price of the Fund is calculated by taking the net asset value of the Fund apportioned to Class A units and subtracting from it an amount which reflects the estimated cost of selling the Fund's assets attributable to Class A units (subject to the Responsible Entity's discretion to reduce or waive such costs) and dividing the net figure by the number of Class A units on issue in the Fund. Current unit prices for the Fund are available on the Fund's webpage at www.rescap.com/resolution-capital-global-listed-infrastructure-fund or by contacting us.
NAV	The Net Asset Value or 'NAV' of the Fund is calculated by deducting the value of the fees, charges, expenses and other liabilities from the value of the gross assets of the Fund. Current NAV per unit of the Fund is available on www.rescap.com/resolution-capital-global-listed-infrastructure-fund or by contacting us.
UNIT PRICING POLICY	The Responsible Entity complies with ASIC Class Order 13/655 as it relates to unit pricing requirements and has adopted a compliant policy for unit pricing discretions it uses in relation to the Fund ('Unit Pricing Policy'). Additional documents may be prepared for this purpose from time to time.
DISTRIBUTIONS	Income from the Fund is generally paid to you quarterly, calculated as at 30 September, 31 December, 31 March, and 30 June, subject to the Fund having sufficient distributable income. Income per unit is calculated by dividing the distributable income of the Fund by the number of units in the Fund at the end of each distribution period. The amount of income you receive is based on the number of units you hold at the end of the distribution period. Distributions are automatically reinvested, unless instructed otherwise in the Application Form.
INDIRECT INVESTORS	Investors and prospective investors may also access the Fund indirectly. This PDS has been authorised for use by operators through an IDPS or master trust. An IDPS is an investment and reporting service offered by an operator. People who invest through an IDPS, master trust or wrap account are indirect investors. Such indirect investors do not acquire the rights of a unitholder of the Fund. Rather, it is the operator or custodian of the IDPS or master trust that acquires those rights. Therefore, indirect investors do not receive income distributions or reports directly from us, do not have the right to attend meetings of unitholders and do not have cooling off rights. Different investment, balance and withdrawal minimums may also apply. 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 or master trust. If you are investing through an IDPS or a master trust, enquiries should be made directly to the IDPS operator or the trustee of the master trust.

You should read the important information about 'How the Fund works' before making a decision. Go to the 'Additional information to the PDS' available at www.rescap.com/resolution-capital-global-listed-infrastructure-fund. The material relating to 'How the Fund works' may change between the time when you read this PDS and the day when you sign the application form.

3 BENEFITS OF INVESTING IN THE FUND

Significant features

The Fund invests primarily in infrastructure securities that are listed, or soon to be listed, on stock exchanges around the world and will also have some exposure to cash. The Fund aims to provide income and some capital growth over the long-term. Further details of the Fund are set out later in this PDS in Section 5 – ‘How We Invest Your Money’.

Significant benefits

Investing in the Fund offers a number of benefits, including:

- Specialised management and proprietary research – The opportunity to benefit from the significant expertise and experience of a specialist listed real assets investment manager and access to Resolution Capital's proprietary global research;
- Alignment of interests – Key executives of Resolution Capital are majority owners of the business which provides stability and focus to the investment team
- Access to infrastructure returns – By investing in listed entities, the Fund gives investors exposure to infrastructure assets that they may not usually access directly as individuals. The Fund offers the opportunity to gain exposure to some of the best infrastructure assets in the world;
- Diversification – By investing in a portfolio of global listed infrastructure securities, investors can benefit from improved diversification, divisibility and transparency compared with other forms of infrastructure investments;
- Liquidity and transaction costs – Listed infrastructure generally offers investors the ability to liquidate their investments more quickly than many forms of direct infrastructure investments; and
- Income distributions – The potential to receive income distributions which are generally paid following the end of each quarterly period and, unless otherwise instructed, reinvested for additional units in the Fund.

4 RISKS OF MANAGED INVESTMENT SCHEMES

All investments carry risk. All managed investment schemes carry different types of risk which can have varying impacts on returns. Due to uncertainty in all investments, there can be no assurance that the Fund will achieve its investment objectives. The value of your units at any point in time may be worth less than your original investment even after taking into account the reinvestment of Fund dividends and distributions. Future returns may differ from past returns. Returns are not guaranteed, and you may lose some of your money. You need to consider the level of risk that you are comfortable with, taking into account factors such as your objectives, financial situation and needs.

The significant risks for the Fund are:

- Counterparty risk - there is a risk with external counterparty and service provider arrangements that the party to a contract defaults on, or fails to perform, its contractual obligations;
- Currency risk - investing in assets denominated in or primarily exposed to a currency other than the Fund's base currency may cause losses resulting from exchange rate fluctuations;
- Cyber Security risk - technology is prevalent in the course of business for the Responsible Entity and its service providers making the Responsible Entity susceptible to a breach of cyber security. This may cause the Responsible Entity to lose proprietary information, suffer data corruption or lose operational capacity;
- Equity security risk - the Fund primarily invests in equity securities issued by listed companies. The share price of a security can rise and fall as a consequence of many factors including, but not limited to, economic conditions, adverse investor sentiment, management performance, financial leverage, regulatory changes or factors that affect the company's industry;
- Foreign investment risk - the Fund may invest in a range of international securities or foreign investment vehicles, and in companies that have exposure to a range of international economies and regulatory environments, which may impact the Fund's international investments;
- Income risk – the Fund's ability to distribute income is determined by the performance of the Fund and general market conditions. Consequently, there is no guarantee that you will receive any income;
- Investment strategy risk - the success of the Fund depends upon the investment manager's ability to develop and implement investment processes and identify investment opportunities that achieve the investment objectives of the Fund;
- Investment structure risk - there are risks associated with investing in the Fund, such as risks of the Fund's termination, changes to investment strategy or structure, changes to fees or expenses, or changes to the Fund's operating rules (such as payments or reinvestments of distributions, or additional investments);
- Large transaction risk - the Fund may receive a request for a significantly large purchase or redemptions of units. Meeting such requests may cause the Fund to experience abnormally high cash balances, sales of securities, transactions, transaction costs and capital gains;
- Liquidity risk – whilst the Fund is generally exposed to listed infrastructure securities which are generally considered liquid investments, under extreme market conditions there is a risk that investments cannot be readily converted into cash or at an appropriate price;
- Market risk – changes in the market can lead to changes in prices and overall market volatility;
- Regulatory risk – the risk that the Fund may be adversely affected by changes in government policies, regulations and laws including laws affecting registered managed investment schemes and income profile of the Fund's investments; and
- Withdrawal risk - if we determine that this is in the best interests of all unitholders, we may suspend or delay withdrawals and these payments may take longer than the typical timeframe.

You need to consider the level of risk that you are comfortable with, taking into account factors such as your age, your investment timeframe, other assets and investments you have and your overall tolerance for risk.

5 HOW WE INVEST YOUR MONEY

WARNING: When it comes to choosing to invest in the Fund, you should consider the likely investment return, the risk and your investment timeframe.

The Fund primarily invests in global listed infrastructure securities that provide long term sustainable cashflows backed by physical assets or concessions which provide essential services. The underlying physical assets are able to generate long dated, predictable cashflows. This may include water and electricity utilities, renewables, airports, toll roads, ports, railroads and telecommunications infrastructure.

Resolution Capital believes that optimum risk-adjusted returns can be achieved through a concentrated portfolio of 20 to 45 stocks. In constructing the portfolio, bottom-up stock analysis is combined with the identification of broader investment and direct infrastructure market themes.

Resolution Capital adopts a 'multi-portfolio manager' approach for its portfolio construction. This approach tests the conviction of individual portfolio managers, encourages greater involvement from the broader investment team and mitigates key person risk.

An investment in the Fund may suit you if you are seeking a medium to long-term investment in global listed infrastructure securities with the potential for income distributions and capital growth. You should consider the likely investment return, risk and your investment timeframe when choosing to invest in the Fund.

Resolution Capital Global Listed Infrastructure Fund

INVESTMENT RETURN OBJECTIVE¹	The Fund aims to achieve an annual total return that exceeds the total return of the Benchmark after fees on a rolling 3 year basis.
BENCHMARK	FTSE Developed Core Infrastructure 50/50 (AUD) Net TRI.
SUGGESTED MINIMUM INVESTMENT PERIOD	Medium to long-term, being 5 or more years.
RISK LEVEL	High – very high ² .
PORTFOLIO ALLOCATION³	85% – 100% invested in global listed infrastructure securities. 0% –15% invested in cash and short dated money market securities
CURRENCY EXPOSURE	The Fund is exposed to movements in the exchange rate between Australia and other currencies in which global infrastructure securities investments are denominated. The Fund may also hold foreign currency balances for the purposes of settling trades in foreign markets.
LABOUR STANDARDS OR ENVIRONMENTAL, SOCIAL OR ETHICAL	Resolution Capital applies environmental, social and ethical (incorporating corporate governance) ('ESG') considerations when selecting, retaining or realising the investments of the Fund in addition to other methods in assessing company value. These ESG considerations are generally only taken into account by Resolution Capital to the extent that they financially affect the investment. It should be noted that Resolution Capital does not have a fixed methodology or weightings for taking into account these ESG risks and each investment opportunity is assessed on a case-by-case basis, however special consideration is taken of responsible investment and labour standards frameworks, including UN Principals of Responsible Investment, UN Global Compact and UN Guiding Principles on Business and Human Rights. Additionally, Resolution Capital may exclude certain securities or sectors based on ESG factors. For further information on the approach taken to ESG in our investment process, please refer to 'How We Invest Your Money' in the 'Additional Information to the PDS' available at www.rescap.com/resolution-capital-global-listed-infrastructure-fund .

1. The investment objective is expressed after the deduction of management fees, expense recoveries and taxation, i.e. the investment objective is measured relative to the Fund's Benchmark, after fees and costs and taxes are deducted from the Fund's performance. Refer to Sections 6 and 7 for further information on fees and other costs and taxation. The investment objective is not intended to be a forecast, it is only an indication of what the investment strategy aims to achieve over the medium to long term, assuming financial markets remain relatively stable during that time. The Fund may not achieve its investment objective and returns are not guaranteed.
2. The risk level is not a complete assessment of all types of investment risk. It does not address the potential size of a negative return nor the possibility that a positive return may be less than the return expected or required by an investor's objective and is based on the Australian Prudential Regulation Authority Guidance Standard Risk Measure.
3. The above ranges are indicative only. The Fund will be rebalanced within a reasonable period of time should the exposure move outside of the above ranges.

We have the right to change the Fund's portfolio allocation and investment return objective (including the Benchmark) without prior notice. We will inform investors of any material change to the Fund's details as required by law.

You should read the important information about 'How we invest your money' before making a decision. Go to the 'Additional information to the PDS' available at www.rescap.com/resolution-capital-global-listed-infrastructure-fund. The material relating to 'How we invest your money' may change between the time when you read this PDS and the day when you sign the application form

6 FEES AND OTHER COSTS

DID YOU KNOW?

SMALL DIFFERENCES IN BOTH INVESTMENT PERFORMANCE AND FEES AND COSTS CAN HAVE A SUBSTANTIAL IMPACT ON YOUR LONG TERM RETURNS.

FOR EXAMPLE, TOTAL ANNUAL FEES AND COSTS OF 2% OF YOUR FUND BALANCE RATHER THAN 1% COULD REDUCE YOUR FINAL RETURN BY UP TO 20% OVER A 30 YEAR PERIOD (FOR EXAMPLE, REDUCE IT FROM \$100,000 TO \$80,000).

YOU SHOULD CONSIDER WHETHER FEATURES SUCH AS SUPERIOR INVESTMENT PERFORMANCE OR THE PROVISION OF BETTER MEMBER SERVICES JUSTIFY HIGHER FEES AND COSTS.

YOU MAY BE ABLE TO NEGOTIATE TO PAY LOWER FEES. ASK THE FUND OR YOUR FINANCIAL ADVISER.

TO FIND OUT MORE

IF YOU WOULD LIKE TO FIND OUT MORE, OR SEE THE IMPACT OF THE FEES BASED ON YOUR OWN CIRCUMSTANCES, THE **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION (ASIC)** MONEYSMART WEBSITE (WWW.MONEYSMART.GOV.AU) HAS A MANAGED FUNDS FEE CALCULATOR TO HELP YOU CHECK OUT DIFFERENT FEE OPTIONS.

This section shows the fees and other costs you may be charged. These fees and costs may be deducted from your account, from the returns on your investment or from the Fund assets as a whole. Taxes are set out in Section 7 of this PDS. You should read all

the information about fees and costs because it is important to understand their impact on your investment.

WARNING: Additional fees and costs may be paid to a financial adviser if a financial adviser is consulted. The details of these fees and costs should be set out in the statement of advice by your adviser.

FEES AND COSTS SUMMARY: RESOLUTION CAPITAL GLOBAL LISTED INFRASTRUCTURE FUND

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
ONGOING ANNUAL FEES AND COST ^{1,2}		
MANAGEMENT FEES AND COSTS The fees and costs for managing your investment	Management fee of 0.70% p.a. of the NAV of the Fund	The management fee is calculated daily based on the Fund's net asset value, reflected in the daily unit price and payable quarterly in arrears from the Fund. The indirect costs calculated are based on the total costs incurred by the Fund as a percentage of the Fund's NAV. These are reflected in the daily unit price. Extraordinary expenses are paid from the Fund assets as and when incurred. ³
PERFORMANCE FEES Amounts deducted from your investment in relation to the performance of the product	0.00% p.a. of the NAV of the Fund ⁴	If applicable, a performance fee of 20% of the Fund's outperformance of the benchmark net of the management fee and expenses. The performance fee is calculated and accrued each Business Day and is reflected in the daily unit price. The performance fee, if applicable, is payable to the Investment Manager from the Fund, subject to an absolute return hurdle, as at 30 June each year.
TRANSACTION COSTS The costs incurred by the scheme when buying or selling assets	Transaction costs are estimated to amount to 0.06% p.a. of the NAV of the Fund.	Transaction costs associated with dealing with the Fund's assets may be recovered from the Fund. As some transaction costs will be paid for by investors who are charged the buy/sell spread when they enter or exit the Fund, the transaction costs are shown net of the buy/sell spread.
MEMBER ACTIVITY RELATED FEES AND COSTS (FEES FOR SERVICES OR WHEN YOUR MONEY MOVES IN OR OUT OF THE FUND) ^{1,3}		
ESTABLISHMENT FEE The fee to open your investment	Nil	Not applicable
CONTRIBUTION FEE The fee on each amount contributed to your investment	Nil	Not applicable
BUY/SELL SPREAD ⁵ An amount deducted from your investment representing costs incurred in transactions by the scheme	0.20% upon entry and upon exit	The buy/sell spread is applied to each application and withdrawal from the Fund and operates to increase the relevant unit price for each new investment and to decrease the unit price for each withdrawal to cover costs of underlying portfolio transactions.
WITHDRAWAL FEE The fee on each amount you take out of your investment	Nil	Not applicable
EXIT FEE The fee to close your investment	Nil	Not applicable
EXIT SWITCHING FEE The fee for changing investment options	Nil	Not applicable

1. Fees are inclusive of GST and net of any applicable Reduced Input Tax Credits ('RITC')

2. Refer to 'Management costs' in 'Additional Information to the PDS' for more information. Fees and costs may be negotiated with wholesale clients - please refer to 'Differential Fee arrangements' in 'Additional Information to the PDS' for more information.

3. Refer to 'Extraordinary expenses' in 'Additional Information to the PDS' for more information.

4. The performance fee estimate of 0.00% p.a. is based on the average since the Fund's inception date. This is the Responsible Entity's reasonable estimate of the annual performance fee. However, the actual performance fee payable will depend on the performance of the Fund and the performance fee estimate provided may not be a reliable indicator of future performance fee of the Fund.

5. When money moves in or out of the Fund, you may incur a buy/sell spread which is included in the unit price of the Fund. Refer to 'Buy/Sell Spread' in 'Additional Information to the PDS' for more information.

Example of annual fees and costs for the Fund

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

EXAMPLE	BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR	
CONTRIBUTION FEE	Nil	For every additional \$5,000 you put in, you will be charged \$0.
PLUS MANAGEMENT FEES AND COSTS	0.70% p.a.	And, for every \$50,000 you have in the Fund you will be charged or have deducted from your investment \$350.

PLUS PERFORMANCE FEES	0.00% p.a. ¹	And, you will be charged or have deducted from your investment \$0 in performance fees each year.
PLUS TRANSACTION COSTS	0.06% p.a.	And, you will be charged or have deducted from your investment \$30 in transaction costs.
EQUALS COST OF FUND	If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged fees of \$380 ² . What it costs you will depend on the investment option you choose and the fees you negotiate	

1. This example includes a performance fee estimate of 0.00% p.a. This is the Responsible Entity's reasonable estimate of the annual performance fee based on the performance fees accrued in the period since inception. However, the actual performance fee payable will depend on the performance of the Fund and the performance fee estimate provided may not be a reliable indicator of future performance fee of the Fund.
2. The example assumes the \$5,000 contribution occurs at the end of the year and therefore management costs are calculated using the \$50,000 balance only. Additional fees may apply, including a buy/sell spread.

Please note that this is just an example. In practice, your investment balance will vary, as will related management costs. Fee rebates may be individually negotiated with wholesale clients (as defined in the Corporations Act). Go to the 'Additional Information to the PDS' located at www.rescap.com/resolution-capital-global-listed-infrastructure-fund for further information about negotiable fees.

We have the right to increase the fees or to charge fees not currently levied up to the maximum limits set out in the Fund Constitution without your consent. If we choose to exercise this right, we will provide you with 30 days' prior written notice.

You should read the important information about 'Additional information on Fees and other costs' before making a decision. Go to the 'Additional information to the PDS' available at www.rescap.com/resolution-capital-global-listed-infrastructure-fund. The material relating to 'Additional information on Fees and other costs' may change between the time when you read this PDS and the day when you sign the application form.

7 HOW MANAGED INVESTMENT SCHEMES ARE TAXED

WARNING: Investing in a registered managed investment scheme is likely to have tax consequences. You are strongly advised to seek professional tax advice.

The Fund is an Australian resident for tax purposes and does not generally pay tax on behalf of its investors. The taxation implications of investing in the Fund can be complex and depend on a number of factors, including whether you are a resident or non-resident of Australia for taxation purposes and whether you hold the units on capital account or revenue account.

Investors are generally subject to tax on their share of taxable income and capital gains attributed to them by the Fund each year.

You should read the important information about 'How managed investment schemes are taxed' before making a decision. Go to the 'Additional information to the PDS' available at www.rescap.com/resolution-capital-global-listed-infrastructure-fund. The material relating to 'How managed investment schemes are taxed' may change between the time when you read this PDS and the day when you sign the application form.

8 HOW TO APPLY

Direct Investors

To apply for units in the Fund, please read this PDS together with the Additional Information to the PDS available from www.rescap.com/resolution-capital-global-listed-infrastructure-fund then complete the Application Form.

Applications received, verified and accepted by the Unit Registry, Citi, prior to 12:00pm (Sydney time) on a Business Day will generally be processed using the unit price for that day. For applications accepted after 12:00pm (Sydney time) or on a non-Business Day, generally the next Business Day's unit price will apply.

We reserve the right not to accept (wholly or in part) any application for any reason or without reason. 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 cannot be accepted.

Indirect Investors

If you are investing through an IDPS or master trust, enquiries relating to your account should be made directly to the IDPS operator or the trustee of the master trust.

Cooling-off period

If you are a retail client (as defined in the Corporations Act) investing directly in the Fund, a cooling-off period is permitted for a period of time following a purchase, when the purchaser may choose to cancel a purchase, for any reason, and obtain a full refund. If you wish to exercise the cooling off rights, you have a 14-day cooling-off period in which to decide if the investment is right for you. The 14-day cooling-off period commences on the earlier of the end of the fifth Business Day after we issue the units to you or from the date you receive confirmation of your application.

If you exercise your cooling-off rights, we will return your money to you and no fees will apply. However, the repayment of your investment under the cooling-off rights is subject to market adjustment (either positive or negative) during the period in which the investment has been held. Where appropriate, administration costs may also be deducted, and the buy/sell spread will be applied. Therefore, there may be tax implications for you.

Cooling-off rights do not apply to:

- Wholesale clients (as defined in the Corporations Act).
- The operator of an IDPS or trustee of a master trust. Indirect investors do not have cooling off rights in respect of any units held in the Fund. Speak with the IDPS operator or trustee of a master trust to determine whether any cooling off rights are available to you through the service.
- Units which have been issued as a result of an additional investment, switch or distribution reinvestment plan.

Complaints

The Responsible Entity has in place a procedure for handling all complaints. All complaints should be made by contacting us: Complaints Resolution Officer

Pinnacle Fund Services Limited

PO Box R1313
Royal Exchange NSW 1225
Email: complaints@pinnacleinvestment.com
Phone: 1300 360 306

Please include the following information in your correspondence:

- your investor number;
- your preferred contact details; and
- a brief description of your complaint and/or matters that you would like addressed.

All complaints received will be acknowledged in writing within 1 Business Day or as soon as practicable after receiving the complaint. The Responsible Entity will act in good faith to ensure your complaint is investigated and resolved. If your issue has not been satisfactorily resolved within 30 calendar days, you can lodge a complaint with the Australian Financial Complaints Authority ('AFCA'). AFCA provides fair and independent financial services complaint resolution that is free to consumers. You can contact AFCA at:

Email: info@afca.org.au

Telephone: 1800 931 678 (free call)

Website: www.afca.org.au

In writing to: Australian Financial Complaints Authority, GPO Box 3 Melbourne VIC 3001

Please quote the Responsible Entity's membership number 10252 in communications with AFCA.

The dispute resolution process described in this PDS is only available in Australia.

If you are an indirect investor, you may either contact your IDPS operator or us with complaints relating to the Fund. Complaints regarding the operation of your account with the IDPS should be directed to the IDPS operator. If you have first raised a complaint with your IDPS operator and are not happy with how the complaint has been handled, you should raise that with the IDPS operator or the IDPS operator's external dispute resolution service.

You should read the important information about 'Investing in the Fund' before making a decision. Go to the 'Additional Information to the PDS' available at www.rescap.com/resolution-capital-global-listed-infrastructure-fund. The material relating to 'Investing in the Fund' may change between the time when you read this PDS and the day when you sign the application form.

9 OTHER INFORMATION

Continuous disclosure documents

The Responsible Entity will comply with the continuous disclosure requirements for disclosing entities under the Corporations Act where the Fund is a disclosing entity. This means that the Fund will be subject to regular reporting and disclosure obligations and copies of documents the Responsible Entity lodges with ASIC for the Fund may be obtained from or inspected at an ASIC office.

The Responsible Entity will also send you free, upon request, copies of:

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

Also, we will comply with our continuous disclosure obligations for the Fund by publishing material information at www.rescap.com/resolution-capital-global-listed-infrastructure-fund.

Additional information, privacy and effect of application form

We may provide you with information about the Fund and your investment and collect and disclose your personal information. Also, by signing and returning the Application Form you are agreeing to certain matters, as disclosed on the Application Form.

You should read the important information about 'How We Keep You Informed' and 'Privacy' before making a decision. Go to the 'Additional information to the PDS' available at www.rescap.com/resolution-capital-global-listed-infrastructure-fund. The material relating to 'How We Keep You Informed' and 'Privacy' may change between the time when you read this PDS and the day when you sign the application form.

Consents

Resolution Capital and Citi have consented to be named in this PDS (and Additional Information to the PDS) in the form and context in which they are named and, as at the date of this PDS, have not withdrawn their consent. Resolution Capital consents to the inclusion of statements about its investment strategy, statements about the extent to which it takes labour standards and environmental, social and ethical considerations into account in making investment decisions, information about its investment team, and statements about when Resolution Capital will trade derivatives strategies (where relevant), as outlined in Section 5 of this PDS. Resolution Capital has not authorised or caused the issue of any part of this PDS and takes no responsibility for any part of this PDS other than the inclusion of the statements referred to above.

Citi has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to you for any act done or omission made in accordance with the Custody and Investment Administration Agreements. Citi was not involved in preparing, nor takes any responsibility for, this PDS and makes no guarantee of the success of the Fund nor the repayment of capital or any particular rate of capital or income return.

Warning statement for New Zealand investors

New Zealand investors may invest in the Fund under this PDS. However, the Fund is governed under the Australian, rather than New Zealand law, and New Zealand investors should consider the differences in regulation between Australia and New Zealand before deciding whether to invest in the Fund.

You should read the important information about the 'Investment by New Zealand Investors' before making a decision. Go to the 'Additional information to the PDS' available at www.rescap.com/resolution-capital-global-listed-infrastructure-fund. The material relating to 'Investment by New Zealand Investors' may change between the time when you read this PDS and the day when you sign the application form.